



HEALTH QUARTERLY STATEMENT

AS OF September 30, 2004

OF THE CONDITION AND AFFAIRS OF THE

Michigan HMO Plans, Inc. in Liquidation

NAIC Group Code	0000 <small>(Current Period)</small>	0000 <small>(Prior Period)</small>	NAIC Company Code	95582	Employer's ID Number	38-2031377
Organized under the Laws of	Michigan		State of Domicile or Port of Entry	Michigan		
Country of Domicile	United States of America					
Licensed as business type:	Life, Accident & Health[] Dental Service Corporation[] Other[]	Property/Casualty[] Vision Service Corporation[] Is HMO Federally Qualified? Yes[X] No[]	Hospital, Medical & Dental Service or Indemnity[] Health Maintenance Organization[X]			
Date Incorporated or Organized	09/23/1972		Date Commenced Business	12/23/1973		
Statutory Home Office	1155 Brewery Park, Suite 250 <small>(Street and Number)</small>		Detroit, MI 48207 <small>(City, or Town, State and Zip Code)</small>			
Main Administrative Office	1155 Brewery Park, Suite 250 <small>(Street and Number)</small>					
	Detroit, MI 48207 <small>(City or Town, State and Zip Code)</small>		(313)393-0200 <small>(Area Code) (Telephone Number)</small>			
Mail Address	1155 Brewery Park, Suite 250 <small>(Street and Number or P.O. Box)</small>		Detroit, MI 48207 <small>(City, or Town, State and Zip Code)</small>			
Primary Location of Books and Records	1155 Brewery Park, Suite 250 <small>(Street and Number)</small>					
	Detroit, MI 48207 <small>(City, or Town, State and Zip Code)</small>		(313)393-0200 <small>(Area Code) (Telephone Number)</small>			
Internet Website Address	www.ochp.com					
Statutory Statement Contact	Timothy P Priebe, Controller <small>(Name)</small>		(313)393-6715 <small>(Area Code)(Telephone Number)(Extension)</small>			
	tpriebe@ochp.com <small>(E-Mail Address)</small>		(313)393-4743 <small>(Fax Number)</small>			
Policyowner Relations Contact	_____ <small>(Street and Number)</small>					
	_____ <small>(City, or Town, State and Zip Code)</small>		_____ <small>(Area Code) (Telephone Number)(Extension)</small>			

OFFICERS

James Gerber, Special Deputy Liquidator

OTHERS

DIRECTORS OR TRUSTEES

Herman B. Gray M.D.
Tej Mattoo M.D.

George Shade M.D.

State of Michigan
County of Wayne ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manuals except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

_____ <small>(Signature)</small> James Gerber <small>(Printed Name)</small> Special Deputy Liquidator <small>(Title)</small>	_____ <small>(Signature)</small> <small>(Printed Name)</small> <small>(Title)</small>	_____ <small>(Signature)</small> <small>(Printed Name)</small> <small>(Title)</small>
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Subscribed and sworn to before me this _____ day of _____, 2004

- a. Is this an original filing? _____
b. If no, 1. State the amendment number _____
2. Date filed _____
3. Number of pages attached _____

Yes[X] No[]

(Notary Public Signature)

ASSETS

	Current Statement Date			4 December 31, Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	1,012,269		1,012,269	1,079,334
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks	452,372		452,372	(81,908)
3. Mortgage loans on real estate:				
3.1 First liens				
3.2 Other than first liens				
4. Real estate:				
4.1 Properties occupied by the company (less \$..... encumbrances)				
4.2 Properties held for the production of income (less \$..... encumbrances)				
4.3 Properties held for sale (less \$..... encumbrances)				
5. Cash (\$.....(94,322)), cash equivalents (\$.....343,877) and short-term investments \$.....)	249,555		249,555	5,283,074
6. Contract loans (including \$..... premium notes)				
7. Other invested assets				
8. Receivable for securities				
9. Aggregate write-ins for invested assets				
10. Subtotals, cash and invested assets (Lines 1 to 9)	1,714,196		1,714,196	6,280,500
11. Investment income due and accrued	12,263		12,263	14,224
12. Premiums and considerations:				
12.1 Uncollected premiums and agents' balances in the course of collection	1,817,793	3,627	1,814,166	2,828,031
12.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$..... earned but unbilled premiums)				
12.3 Accrued retrospective premiums				
13. Reinsurance:				
13.1 Amounts recoverable from reinsurers				
13.2 Funds held by or deposited with reinsured companies				
13.3 Other amounts receivable under reinsurance contracts				
14. Amounts receivable relating to uninsured plans				
15.1 Current federal and foreign income tax recoverable and interest thereon				
15.2 Net deferred tax asset				
16. Guaranty funds receivable or on deposit				
17. Electronic data processing equipment and software				
18. Furniture and equipment, including health care delivery assets (\$.....)				
19. Net adjustments in assets and liabilities due to foreign exchange rates				
20. Receivables from parent, subsidiaries and affiliates	165,454		165,454	992,937
21. Health care (\$.....) and other amounts receivable	4,662,887	2,150,000	2,512,887	1,994,340
22. Other assets nonadmitted				
23. Aggregate write-ins for other than invested assets				
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	8,372,594	2,153,627	6,218,967	12,110,032
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
26. TOTALS (Lines 24 and 25)	8,372,594	2,153,627	6,218,967	12,110,032
DETAILS OF WRITE-INS				
0901				
0902				
0903				
0998. Summary of remaining write-ins for Line 9 from overflow page				
0999. TOTALS (Lines 0901 through 0903 plus 0998) (Line 9 above)				
2301				
2302				
2303				
2398. Summary of remaining write-ins for Line 23 from overflow page				
2399. TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)				

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$..... reinsurance ceded)	18,686,163	242,928	18,929,092	20,735,083
2. Accrued medical incentive pool and bonus amounts	1,003,825		1,003,825	869,646
3. Unpaid claims adjustment expenses	119,820		119,820	164,628
4. Aggregate health policy reserves				
5. Aggregate life policy reserves				
6. Property/casualty unearned premium reserve				
7. Aggregate health claim reserves				
8. Premiums received in advance				
9. General expenses due or accrued	2,562,875		2,562,875	2,853,210
10.1 Current federal and foreign income tax payable and interest thereon (including \$..... on realized gains (losses))				
10.2 Net deferred tax liability				
11. Ceded reinsurance premiums payable				
12. Amounts withheld or retained for the account of others				
13. Remittances and items not allocated				
14. Borrowed money (including \$..... current) and interest thereon \$..... (including \$..... current)				
15. Amounts due to parent, subsidiaries and affiliates				
16. Payable for securities				
17. Funds held under reinsurance treaties with (\$..... authorized reinsurers and \$..... unauthorized reinsurers)				
18. Reinsurance in unauthorized companies				
19. Net adjustments in assets and liabilities due to foreign exchange rates				
20. Liability for amounts held under uninsured accident and health plans				
21. Aggregate write-ins for other liabilities (including \$..... current)				
22. Total liabilities (Lines 1 to 21)	22,372,683	242,928	22,615,611	24,622,567
23. Common capital stock	X X X	X X X		
24. Preferred capital stock	X X X	X X X		
25. Gross paid in and contributed surplus	X X X	X X X		
26. Surplus notes	X X X	X X X	13,977,132	13,977,132
27. Aggregate write-ins for other than special surplus funds	X X X	X X X		
28. Unassigned funds (surplus)	X X X	X X X	(30,373,776)	(26,489,667)
29. Less treasury stock, at cost:				
29.1 shares common (value included in Line 23 \$.....)	X X X	X X X		
29.2 shares preferred (value included in Line 24 \$.....)	X X X	X X X		
30. Total capital and surplus (Lines 23 to 28 minus Line 29)	X X X	X X X	(16,396,644)	(12,512,535)
31. Total liabilities, capital and surplus (Lines 22 and 30)	X X X	X X X	6,218,967	12,110,032
DETAILS OF WRITE-INS				
2101				
2102				
2103				
2198. Summary of remaining write-ins for Line 21 from overflow page				
2199. TOTALS (Lines 2101 through 2103 plus 2198) (Line 21 above)				
2701	X X X	X X X		
2702	X X X	X X X		
2703	X X X	X X X		
2798. Summary of remaining write-ins for Line 27 from overflow page	X X X	X X X		
2799. TOTALS (Lines 2701 through 2703 plus 2798) (Line 27 above)	X X X	X X X		

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date
	1 Uncovered	2 Total	3 Total
1. Member Months	X X X	682,889	694,261
2. Net premium income (including \$..... non-health premium income)	X X X	132,266,624	128,271,432
3. Change in unearned premium reserves and reserves for rate credits	X X X		
4. Fee-for-service (net of \$..... medical expenses)	X X X		
5. Risk revenue	X X X		
6. Aggregate write-ins for other health care related revenues	X X X	(7,162,861)	(4,338,269)
7. Aggregate write-ins for other non-health revenues	X X X		
8. Total revenues (Lines 2 to 7)	X X X	125,103,762	123,933,163
Hospital and Medical:			
9. Hospital/medical benefits	341,900	77,195,409	75,831,016
10. Other professional services		8,187,907	5,109,782
11. Outside referrals			
12. Emergency room and out-of-area	42,257	9,631,174	13,591,973
13. Prescription drugs		22,284,601	20,247,746
14. Aggregate write-ins for other hospital and medical			
15. Incentive pool, withhold adjustments and bonus amounts		475,096	(1,563,124)
16. Subtotal (Lines 9 to 15)	384,157	117,774,188	113,217,393
Less:			
17. Net reinsurance recoveries			26,056
18. Total hospital and medical (Lines 16 minus 17)	384,157	117,774,188	113,191,337
19. Non-health claims			
20. Claims adjustment expenses, including \$..... cost containment expenses		835,048	1,304,786
21. General administrative expenses		11,173,167	9,528,009
22. Increase in reserves for life and accident and health contracts (including \$..... increase in reserves for life only)			
23. Total underwriting deductions (Lines 18 through 22)	384,157	129,782,403	124,024,132
24. Net underwriting gain or (loss) (Lines 8 minus 23)	X X X	(4,678,640)	(90,969)
25. Net investment income earned		80,512	86,068
26. Net realized capital gains (losses)			
27. Net investment gains or (losses) (Lines 25 plus 26)		80,512	86,068
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....) (amount charged off \$.....)]			
29. Aggregate write-ins for other income or expenses		51	11,328
30. Net income or (loss) before federal income taxes (Lines 24 plus 27 plus 28 plus 29)	X X X	(4,598,077)	6,427
31. Federal and foreign income taxes incurred	X X X		
32. Net income (loss) (Lines 30 minus 31)	X X X	(4,598,077)	6,427
DETAILS OF WRITE-INS			
0601. WIC Revenue	X X X	131,805	128,403
0602. QAAP Tax Assesment	X X X	(7,294,666)	(4,466,672)
0603	X X X		
0698. Summary of remaining write-ins for Line 6 from overflow page	X X X		
0699. TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	X X X	(7,162,861)	(4,338,269)
0701	X X X		
0702	X X X		
0703	X X X		
0798. Summary of remaining write-ins for Line 7 from overflow page	X X X		
0799. TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above)	X X X		
1401			
1402			
1403			
1498. Summary of remaining write-ins for Line 14 from overflow page			
1499. TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above)			
2901. Grant Revenue			10,497
2902. Other Revenue		51	831
2903			
2998. Summary of remaining write-ins for Line 29 from overflow page			
2999. TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above)		51	11,328

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year To Date	2 Prior Year
CAPITAL & SURPLUS ACCOUNT		
33. Capital and surplus prior reporting year	(12,512,535)	(14,010,818)
GAINS AND LOSSES TO CAPITAL & SURPLUS		
34. Net income or (loss) from Line 32	(4,598,077)	6,427
35. Change in valuation basis of aggregate policy and claim reserves		
36. Net unrealized capital gains and losses	179,687	10,022
37. Change in net unrealized foreign exchange capital gain or (loss)		
38. Change in net deferred income tax		
39. Change in nonadmitted assets	534,281	183,659
40. Change in unauthorized reinsurance		
41. Change in treasury stock		
42. Change in surplus notes		2,267
43. Cumulative effect of changes in accounting principles		
44. Capital Changes:		
44.1 Paid in		
44.2 Transferred from surplus (Stock Dividend)		
44.3 Transferred to surplus		
45. Surplus adjustments:		
45.1 Paid in		
45.2 Transferred to capital (Stock Dividend)		
45.3 Transferred from capital		
46. Dividends to stockholders		
47. Aggregate write-ins for gains or (losses) in surplus		(3,761)
48. Net change in capital and surplus (Lines 34 to 47)	(3,884,109)	198,614
49. Capital and surplus end of reporting period (Line 33 plus 48)	(16,396,644)	(13,812,204)
DETAILS OF WRITE-INS		
4701. Effect of Rehabilitation		(3,761)
4702		
4703		
4798. Summary of remaining write-ins for Line 47 from overflow page		
4799. TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above)		(3,761)

CASH FLOW

		1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations			
1.	Premiums collected net of reinsurance	132,233,044	171,509,513
2.	Net investment income	74,339	106,284
3.	Miscellaneous income	(8,103,085)	(3,760,825)
4.	Total (Lines 1 through 3)	124,204,298	167,854,972
5.	Benefit and loss related payments	119,085,216	152,871,525
6.	Net transfers to Separate, Segregated Accounts and Protected Cell Accounts		
7.	Commissions, expenses paid and aggregate write-ins for deductions	10,082,728	12,980,916
8.	Dividends paid to policyholders		
9.	Federal and foreign income taxes paid (recovered) \$..... net of tax on capital gains (losses)		
10.	Total (Lines 5 through 9)	129,167,944	165,852,441
11.	Net cash from operations (Line 4 minus Line 10)	(4,963,646)	2,002,531
Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:		
12.1	Bonds	405,000	363,325
12.2	Stocks		
12.3	Mortgage loans		
12.4	Real estate		
12.5	Other invested assets		
12.6	Net gains or (losses) on cash, cash equivalents and short-term investments	29,627	
12.7	Miscellaneous proceeds		
12.8	Total investment proceeds (Lines 12.1 to 12.7)	434,627	363,325
13.	Cost of investments acquired (long-term only):		
13.1	Bonds	339,045	424,058
13.2	Stocks		
13.3	Mortgage loans		
13.4	Real estate		
13.5	Other invested assets		
13.6	Miscellaneous applications		
13.7	Total investments acquired (Lines 13.1 to 13.6)	339,045	424,058
14.	Net increase (or decrease) in policy loans and premium notes		
15.	Net cash from investments (Line 12.8 minus Lines 13.7 and 14)	95,582	(60,733)
Cash from Financing and Miscellaneous Sources			
16.	Cash provided (applied):		
16.1	Surplus notes, capital notes	0	
16.2	Capital and paid in surplus, less treasury stock		
16.3	Borrowed funds		
16.4	Net deposits on deposit-type contracts and other insurance liabilities		
16.5	Dividends to stockholders		
16.6	Other cash provided (applied)	(165,454)	
17.	Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6)	(165,454)	
RECONCILIATION OF CASH AND SHORT-TERM INVESTMENTS			
18.	Net change in cash and short-term investments (Lines 11 plus 15 plus 17)	(5,033,519)	1,941,798
19.	Cash and short-term investments:		
19.1	Beginning of year	5,283,074	3,341,276
19.2	End of period (Line 18 plus Line 19.1)	249,555	5,283,074

Supplemental Disclosures of Cash Flow Information for Non-Cash Transactions:

Description		Amount 1	Amount 2
20.0001		

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Stop Loss	11 Disability Income	12 Long-Term Care	13 Other
		2 Individual	3 Group										
Total Members at end of:													
1. Prior Year	77,255	159	11,093				3,051		62,952				
2. First Quarter	76,757	147	10,568				2,859		63,183				
3. Second Quarter	76,435	140	10,531				2,816		62,948				
4. Third Quarter	73,676	131	7,884				2,633		63,028				
5. Current Year													
6. Current Year Member Months	682,888	1,276	90,611				25,428		565,573				
Total Member Ambulatory Encounters for Period:													
7. Physician	390,294	878	63,824				17,388		308,204				
8. Non-Physician													
9. Total	390,294	878	63,824				17,388		308,204				
10. Hospital Patient Days Incurred													
11. Number of Inpatient Admissions													
12. Health Premiums Written	132,506,286	355,902	17,847,812				5,462,484		108,840,088				
13. Life Premiums Direct													
14. Property/Casualty Premiums Written													
15. Health Premiums Earned	132,506,286	355,902	17,847,812				5,462,484		108,840,088				
16. Property/Casualty Premiums Earned													
17. Amount Paid for Provision of Health Care Services	118,697,910	829,736	15,249,594				5,373,578		97,245,002				
18. Amount Incurred for Provision of Health Care Services	117,774,188	838,503	15,410,731				5,361,664		96,163,291				

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)**Aging Analysis of Unpaid Claims**

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 days	6 Over 120 Days	7 Total
0199999 Individually Listed Claims Unpaid						
0299999 Aggregate Accounts Not Individually Listed - Uncovered	101,803	136,320	9,907	(30,620)	25,519	242,928
0399999 Aggregate Accounts Not Individually Listed - Covered	4,301,073	5,069,356	368,409	(1,138,666)	1,438,627	10,038,800
0499999 Subtotals	4,402,876	5,205,676	378,316	(1,169,286)	1,464,146	10,281,729
0599999 Unreported claims and other claim reserves						8,647,363
0699999 Total Amounts Withheld						
0799999 Total Claims Unpaid						18,929,092
0899999 Accrued Medical Incentive Pool And Bonus Amounts						1,003,825

UNDERWRITING AND INVESTMENT EXHIBIT**ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE**

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1	2	3	4	Claims Incurred in Prior Years (Columns 1+3)	Estimated Claim Reserve and Claim Liability Dec.31 of Prior Year
	On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec.31 of Prior Year	On Claims Incurred During the Year		
1. Comprehensive (hospital & medical)	4,826,893	11,252,437	400,086	5,133,536	5,226,979	5,589,199
2. Medicare Supplement						
3. Dental only						
4. Vision only						
5. Federal Employees Health Benefits Plan	926,531	4,447,047	12,000	775,418	938,531	861,536
6. Title XVIII - Medicare						
7. Title XIX - Medicaid	12,467,099	84,777,904	415,623	12,211,903	12,882,722	14,284,349
8. Other health						
9. Health subtotal (Lines 1 to 8)	18,220,522	100,477,388	827,709	18,120,856	19,048,232	20,735,084
10. Other non-health						
11. Medical incentive pools, and bonus amounts	655,993		276,040	708,311	932,033	869,646
12. TOTALS	18,876,516	100,477,388	1,103,749	18,829,167	19,980,265	21,604,730

Notes to Financial Statement

Summary of Significant Accounting Policies

A. Basis of Presentation

No Changes

B. Use of Estimates

No Changes

C. Net Worth Requirement

The Plan is currently in Liquidation as of October 28, 2004

C. Accounting Policies

(1) Cash and Cash Equivalents

No Changes

(2) Short-term Investments

No Changes

(3) Investments

No Changes

(4) Investment in Subsidiary

No Changes

(5) Medical Claims Payable and Unpaid Claims Adjustment Expense

No Changes

(6) Medical Services Expense

No Changes

(7) Premium Revenue

All Membership was terminated as of October 1, 2004. See note 22 for further information.

2. Accounting Changes and Corrections of Errors

No Changes

3. Business Combinations and Goodwill

No Changes

4. Discontinued Operations

No Changes

5. Investments

No Changes

6. Joint Ventures, Partnerships and Limited Liability Companies

No Changes

7. Investment Income

No Changes

8. Derivative Instruments

No Changes

9. Income Taxes

No Changes

10. Information Concerning Parent, Subsidiaries and Affiliates

A. No Changes

B. No Changes

C. No Changes

Notes to Financial Statement

11. Debt

No Changes

12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

No Changes

13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations

No Changes

14. Contingencies

No Changes

15. Leases

The Plan is in negotiations with UAHC in regards to amending the current sub-lease agreement.

16. Information About Financial Instruments with Off-Balance Sheet Risk and Financial Instruments with Concentrations of Credit Risk

No Changes

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

No Changes

18. Gain or Loss to the Reporting Entity from Uninsured A & H Plans and the Uninsured Portion of Partially Insured Plans

No Changes

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

No Changes

20. September 11, Events

No Changes

21. Other Items

No Changes

22. Events Subsequent

On April 14, 2004 the Office of Financial and Insurance Services Commissioner, in her capacity as Rehabilitator, filed a petition with the Ingham County Circuit Court seeking approval for the sale of certain assets of OmniCare Health Plan to Coventry Health Care, Inc. The contemplated sale is subject to the approval of the Ingham County Circuit Court and certain contingencies identified in the letter entered into between Coventry Health Care, Inc. and the Commissioner.

On May 10, 2004, the 30th Judicial Circuit Court of Ingham County approved the sale of certain assets of OmniCare Health Plan to Coventry Health Care, Inc., effective October 1, 2004. Assets to be purchased include OmniCare's rights, title and interests in its Medicaid enrollees, provider and other agreements, name and service marks, as well as its license to operate a health maintenance organization.

On October 28, 2004, the 30th Judicial Circuit Court of Ingham County approved an order of liquidation naming the Commissioner as Liquidator.

On October 28, 2004, as part of the liquidation order the company's name was changed from OmniCare Health Plan to Michigan HMO Plans, Inc., effective October 1, 2004.

23. Reinsurance

No Changes

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

No Changes

25. Changes in Incurred Claims and Claim Adjustment Expenses

No Changes

26. Intercompany Pooling Arrangements

No Changes

27. Structured Settlements

No Changes

28. Health Care Receivables

No Changes

Notes to Financial Statement

29. Participating Policies

No Changes

30. Premium Deficiency Reserves

No Changes

31. Anticipated Salvage and Subrogation

No Changes

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted)

PART 1 - COMMON INTERROGATORIES GENERAL

- 1.1 Did the reporting entity implement any significant accounting policy changes which would require disclosure in the Notes to the Financial Statements? Yes[] No[X]
- 1.2 If yes, explain:
- 2.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes[X] No[]
- 2.2 If yes, has the report been filed with the domiciliary state? Yes[X] No[] N/A[]
- 3.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes[] No[X]
- 3.2 If yes, date of change:
If not previously filed, furnish herewith a certified copy of the instrument as amended.
- 4. Have there been any substantial changes in the organizational chart since the prior quarter end?
If yes, complete the Schedule Y - Part 1 - organization chart Yes[X] No[]
- 5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes[] No[X]
- 5.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

- 6. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?
If yes, attach an explanation. Yes[X] No[] N/A[]
- 7.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/1995
- 7.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/1995
- 7.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 12/31/1995
- 7.4 By what department or departments?
Michigan Insurance Bureau
- 8.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? (You need not report an action, either formal or informal, if a confidentiality clause is part of the agreement.) Yes[] No[X]
- 8.2 If yes, give full information
- 9.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes[] No[X]
- 9.2 If response to 9.1 is yes, please identify the name of the bank holding company.
- 9.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes[] No[X]
- 9.4 If response to 9.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC
		. Yes[] No[X]				

INVESTMENT

- 10.1 Has there been any changes in the reporting entity's own preferred or common stock? Yes[] No[X]
- 10.2 If yes, explain:
- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes[] No[X]
- 11.2 If yes, give full and complete information relating thereto:
- 12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$
- 13. Amount of real estate and mortgages held in short-term investments: \$
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes[X] No[]
- 14.2 If yes, please complete the following:

GENERAL INTERROGATORIES (Continued)

	1 Prior Year-End Statement Value	2 Current Quarter Statement Value
14.21 Bonds		
14.22 Preferred Stock		
14.23 Common Stock	(81,908)	
14.24 Short-Term Investments		
14.25 Mortgages, Loans or Real Estate		
14.26 All Other		
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	(81,908)	
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above		
14.29 Receivable from Parent not included in Lines 14.21 to 14.26 above		

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes[] No[X]
 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes[] No[] N/A[X]
 If no, attach a description with this statement.

16. Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Part 1 - General, Section IV, H-Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes[] No[X]
 16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
.....

16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
.....

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes[] No[X]
 16.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
.....

16.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
.....	Standard Federal Bank	2600 W. Big Beaver, Troy, MI 48084

GENERAL INTERROGATORIES (Continued)

General Interrogatories Part 1 Attachments

6. Effective January 1, 2004, Management fee was amended to 9% of revenue, an increase of 0.5%. In July 2004, the management fee was amended to 10.5%.

STATEMENT AS OF **September 30, 2004** OF THE **Michigan HMO Plans, Inc. in Liquidation**
SCHEDULE A - VERIFICATION

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year		
2.	Increase (decrease) by adjustment		
3.	Cost of acquired		
4.	Cost of additions to and permanent improvements		
5.	Total profit (loss) on sales		
6.	Increase (decrease) by foreign exchange adjustment		
7.	Amount received on sales		
8.	Book/adjusted carrying value at end of current period		
9.	Total valuation allowance		
10.	Subtotal (Lines 8 plus 9)		
11.	Total nonadmitted amounts		
12.	Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)		

NONE

SCHEDULE B - VERIFICATION

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book value/recorded investment excluding accrued interest on mortgages owned, December 31 of prior year		
2.	Amount loaned during period:		
2.1	Actual cost at time of acquisitions		
2.2	Additional investment made after acquisitions		
3.	Accrual of discount and mortgage interest points and commitment fees		
4.	Increase (decrease) by adjustment		
5.	Total profit (loss) on sale		
6.	Amounts paid on account or in full during the period		
7.	Amortization of premium		
8.	Increase (decrease) by foreign exchange adjustment		
9.	Book value/recorded investment excluding accrued interest on mortgages owned at end of current period		
10.	Total valuation allowance		
11.	Subtotal (Lines 9 plus 10)		
12.	Total nonadmitted amounts		
13.	Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column)		

NONE

SCHEDULE BA - VERIFICATION
Other Invested Assets Included in Schedule BA

Description		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value of long-term invested assets owned, December 31 of prior year		
2.	Cost of acquisitions during period:		
2.1	Actual cost at time of acquisitions		
2.2	Additional investment made after acquisitions		
3.	Accrual of discount		
4.	Increase (decrease) by adjustment		
5.	Total profit (loss) on sale		
6.	Amounts paid on account or in full during the period		
7.	Amortization of premium		
8.	Increase (decrease) by foreign exchange adjustment		
9.	Book/adjusted carrying value of long-term invested assets at end of current period		
10.	Total valuation allowance		
11.	Subtotal (Lines 9 plus 10)		
12.	Total nonadmitted amounts		
13.	Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3)		

NONE

SCHEDULE D - VERIFICATION

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value of bonds and stocks, December 31 of prior year	997,426	1,193,588
2.	Cost of bonds and stocks acquired	339,045	130,000
3.	Accrual of discount	483	
4.	Increase (decrease) by adjustment	255,527	(96,176)
5.	Increase (decrease) by foreign exchange adjustment		
6.	Total profit (loss) on disposal		14
7.	Consideration for bonds and stocks disposed of	405,000	230,000
8.	Amortization of premium	17,900	
9.	Book/adjusted carrying value, current period	1,169,581	997,426
10.	Total valuation allowance		
11.	Subtotal (Lines 9 plus 10)	1,169,581	997,426
12.	Total nonadmitted amounts		
13.	Statement value	1,169,581	997,426

SCHEDULE D - PART 1B

**Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class**

	1	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1	995,962	12,263	518	4,562	1,214,260	995,962	1,012,270	1,079,334
2. Class 2								
3. Class 3								
4. Class 4								
5. Class 5								
6. Class 6								
7. TOTAL Bonds	995,962	12,263	518	4,562	1,214,260	995,962	1,012,270	1,079,334
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. TOTAL Preferred Stock								
15. TOTAL Bonds & Preferred Stock	995,962	12,263	518	4,562	1,214,260	995,962	1,012,270	1,079,334

SCHEDULE DA - PART 1

Short - Term Investments Owned End of Current Quarter

	1 Book/Adjusted Carrying Value	2	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
8299999. TOTALS	NONE				

SCHEDULE DA - PART 2 - Verification

Short-Term Investments Owned

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		76,048
2. Cost of short-term investments acquired		
3. Increase (decrease) by adjustment		(76,048)
4. Increase (decrease) by foreign exchange adjustment		
5. Total profit (loss) on disposal of short-term investments		
6. Consideration received on disposal of short-term investments		
7. Book/adjusted carrying value, current period		
8. Total valuation allowance		
9. Subtotals (Lines 7 plus 8)		
10. Total nonadmitted amounts		
11. Statement value (Lines 9 minus 10)		
12. Income collected during period		899
13. Income earned during period		951

15 **Schedule DB Part F Section 1 -..... NONE**

16 **Schedule DB Part F Section 2 -..... NONE**

SCHEDULE S - CEDED REINSURANCE**Showing all new reinsurers-Current Year to Date**

1 NAIC Company Code	2 Federal ID Number	3 Name of Reinsurer	4 Location	5 Is Insurer Authorized? (Yes or No)
Accident and health - non-affiliates				
90611	41-1366075	ALLIANZ LIFE INS CO OF NORTH AMER	MN 554 16-1297 Yes[X] No[]

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Allocated by States and Territories

1.	State, Etc.	1 Guaranty Fund (Yes or No)	2 Is Insurer Licensed (Yes or No)	Direct Business Only Year-to-Date				
				3 Accident and Health Premiums	4 Medicare Title XVIII	5 Medicaid Title XIX	6 Federal Employees Health Benefits Program Premiums	7 Life and Annuity Premiums and Deposit-Type Contract Funds
2.	Alabama (AL)	No	No					
3.	Alaska (AK)	No	No					
4.	Arizona (AZ)	No	No					
5.	Arkansas (AR)	No	No					
6.	California (CA)	No	No					
7.	Colorado (CO)	No	No					
8.	Connecticut (CT)	No	No					
9.	Delaware (DE)	No	No					
10.	District of Columbia (DC)	No	No					
11.	Florida (FL)	No	No					
12.	Georgia (GA)	No	No					
13.	Hawaii (HI)	No	No					
14.	Idaho (ID)	No	No					
15.	Illinois (IL)	No	No					
16.	Indiana (IN)	No	No					
17.	Iowa (IA)	No	No					
18.	Kansas (KS)	No	No					
19.	Kentucky (KY)	No	No					
20.	Louisiana (LA)	No	No					
21.	Maine (ME)	No	No					
22.	Maryland (MD)	No	No					
23.	Massachusetts (MA)	No	No					
24.	Michigan (MI)	No	Yes	18,203,704		108,840,088	5,462,484	
25.	Minnesota (MN)	No	No					
26.	Mississippi (MS)	No	No					
27.	Missouri (MO)	No	No					
28.	Montana (MT)	No	No					
29.	Nebraska (NE)	No	No					
30.	Nevada (NV)	No	No					
31.	New Hampshire (NH)	No	No					
32.	New Jersey (NJ)	No	No					
33.	New Mexico (NM)	No	No					
34.	New York (NY)	No	No					
35.	North Carolina (NC)	No	No					
36.	North Dakota (ND)	No	No					
37.	Ohio (OH)	No	No					
38.	Oklahoma (OK)	No	No					
39.	Oregon (OR)	No	No					
40.	Pennsylvania (PA)	No	No					
41.	Rhode Island (RI)	No	No					
42.	South Carolina (SC)	No	No					
43.	South Dakota (SD)	No	No					
44.	Tennessee (TN)	No	No					
45.	Texas (TX)	No	No					
46.	Utah (UT)	No	No					
47.	Vermont (VT)	No	No					
48.	Virginia (VA)	No	No					
49.	Washington (WA)	No	No					
50.	West Virginia (WV)	No	No					
51.	Wisconsin (WI)	No	No					
52.	Wyoming (WY)	No	No					
53.	American Samoa (AS)	No	No					
54.	Guam (GU)	No	No					
55.	Puerto Rico (PR)	No	No					
56.	U.S. Virgin Islands (VI)	No	No					
57.	Canada (CN)	No	No					
58.	Aggregate other alien (OT)	X X X	X X X					
58.	TOTAL (Direct Business)	X X X	(a).....1	18,203,704		108,840,088	5,462,484	
DETAILS OF WRITE-INS								
5701		X X X	X X X					
5702		X X X	X X X					
5703		X X X	X X X					
5798.	Summary of remaining write-ins for Line 57 from overflow page	X X X	X X X					
5799.	TOTALS (Lines 5701 through 5703 plus 5798) (Line 57 above)	X X X	X X X					

(a) Insert the number of yes responses except for Canada and Other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

RESPONSES

1. Will the SVO Compliance Certification be filed with this statement?

No

Explanation:

Bar Code:

SVO Compliance Certification



95582200447000003

2004

Document Code: 470

OVERFLOW PAGE FOR WRITE-INS

- E01 Schedule A Part 2 - NONE**

- E01 Schedule A Part 3 - NONE**

- E02 Schedule B Part 1 - NONE**

- E02 Schedule B Part 2 - NONE**

- E03 Schedule BA Part 1 - NONE**

- E03 Schedule BA Part 2 - NONE**

- E04 Schedule D Part 3 - NONE**

- E05 Schedule D Part 4 - NONE**

- E06 Schedule DB Part A Section 1 - NONE**

- E06 Schedule DB Part B Section 1 - NONE**

- E07 Schedule DB Part C Section 1 - NONE**

- E07 Schedule DB Part D Section 1 - NONE**

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1		2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
						6	7	8	
Depository		Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
open depositories									
Plan Depository Acct	Standard Federal Bank			11,010		5,114,095	6,804,225	3,837,427	X X X
Plan Disbursement Acct	Standard Federal Bank					(3,845,097)	(4,242,847)	(3,920,366)	X X X
Plus Disbursement Acct	Standard Federal Bank					(11,417)	(11,417)	(11,417)	X X X
Plus Depository Acct	Standard Federal Bank			506		381,919	382,204	34	X X X
Cash Equivalents	Standard Federal Bank				4,489	332,131	332,131	343,877	X X X
0199998 Deposits in depositories that do not exceed the allowable limit in any one depository (See Instructions) - open depositories		X X X	X X X						X X X
0199999 Totals - Open Depositories		X X X	X X X	11,515	4,489	1,971,631	3,264,296	249,555	X X X
0299998 Deposits in depositories that do not exceed the allowable limit in any one depository (See Instructions) - suspended depositories		X X X	X X X						X X X
0299999 Totals - Suspended Depositories		X X X	X X X						X X X
0399999 Total Cash On Deposit		X X X	X X X	11,515	4,489	1,971,631	3,264,296	249,555	X X X
0499999 Cash in Company's Office		X X X	X X X	X X X	X X X				X X X
0599999 Total Cash		X X X	X X X	11,515	4,489	1,971,631	3,264,296	249,555	X X X

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