



QUARTERLY STATEMENT
AS OF September 30, 2005
OF THE CONDITION AND AFFAIRS OF THE
Midwest Health Plan, Inc.

NAIC Group Code 0000 , 0000 NAIC Company Code 95814 Employer's ID Number 38-3123777
(Current Period) (Prior Period)

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[] Property/Casualty[] Hospital, Medical & Dental Service or Indemnity[]
 Dental Service Corporation[] Vision Service Corporation[] Health Maintenance Organization[X]
 Other[] Is HMO Federally Qualified? Yes[] No[X]

Incorporated/Organized 01/01/1994 Commenced Business 01/01/1994

Statutory Home Office 5050 Schaefer Road , Dearborn, MI 48126
(Street and Number) (City, or Town, State and Zip Code)

Main Administrative Office 5050 Schaefer Road
(Street and Number)

Dearborn, MI 48126 (313)581-3700
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address 5050 Schaefer Road , Dearborn, MI 48126
(Street and Number or P.O. Box) (City, or Town, State and Zip Code)

Primary Location of Books and Records 5050 Schaefer
(Street and Number)

Dearborn, MI 48126 (313)581-3700
(City, or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Website Address www.midwesthealthplan.com

Statutory Statement Contact Allen A. Kessler, CPA (313)586-6064
(Name) (Area Code)(Telephone Number)(Extension)
akessler@midwesthealthplan.com (313)581-8699
(E-Mail Address) (Fax Number)

Policyowner Relations Contact _____
(Street and Number)

(City, or Town, State and Zip Code) (Area Code) (Telephone Number)(Extension)

OFFICERS

<u>Name</u>	<u>Title</u>
Mark Saffer DPM	President
Jack Shapiro MD	Secretary
Robert Rubin DPM	Treasurer

OTHERS

Allen A. Kessler CPA

Mark H. Tucker MD

DIRECTORS OR TRUSTEES

Mark Saffer DPM
 Rick Poston DO
 Sandra Boyd

Jack Shapiro MD
 Robert Rubin DPM
 Myra Gamble

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 manual 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.

_____ (Signature) Mark Saffer _____ (Printed Name) President _____ (Title)	_____ (Signature) Jack Shapiro _____ (Printed Name) Secretary _____ (Title)	_____ (Signature) Robert Rubin _____ (Printed Name) Treasurer _____ (Title)
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Subscribed and sworn to before me this _____ day of _____, 2005

- 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	1,009,646		1,009,646	1,006,458
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks				
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 (\$.....916,678), cash equivalents (\$.....) and short-term investments \$.....34,064,741)	34,981,419		34,981,419	33,096,538
6. Contract loans (including \$..... premium notes)				
7. Other invested assets				
8. Receivables for securities				
9. Aggregate write-ins for invested assets				
10. Subtotals, cash and invested assets (Lines 1 to 9)	35,991,065		35,991,065	34,102,996
11. Title plants less \$..... charged off (for Title insurers only)				
12. Investment income due and accrued	192,000		192,000	98,071
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection				
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$..... earned but unbilled premiums)				
13.3 Accrued retrospective premiums				
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers	218,838		218,838	218,838
14.2 Funds held by or deposited with reinsured companies				
14.3 Other amounts receivable under reinsurance contracts				
15. Amounts receivable relating to uninsured plans				
16.1 Current federal and foreign income tax recoverable and interest thereon	168,400		168,400	209,673
16.2 Net deferred tax asset	428,000	428,000		
17. Guaranty funds receivable or on deposit				
18. Electronic data processing equipment and software	64,438		64,438	76,337
19. Furniture and equipment, including health care delivery assets (\$.....59,025)	59,025	47,057	11,968	41,180
20. Net adjustments in assets and liabilities due to foreign exchange rates				
21. Receivables from parent, subsidiaries and affiliates				14,487
22. Health care (\$.....225,000) and other amounts receivable	225,000		225,000	481,069
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)	37,346,766	475,057	36,871,709	35,242,651
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
26. TOTAL (Lines 24 and 25)	37,346,766	475,057	36,871,709	35,242,651
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. Leasehold Improvements				
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)	12,437,191		12,437,191	15,006,444
2. Accrued medical incentive pool and bonus amounts	869,385		869,385	1,272,668
3. Unpaid claims adjustment expenses	676,423		676,423	702,652
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	80,372		80,372	311,219
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	7,847		7,847	
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)	14,071,218		14,071,218	17,292,982
23. Aggregate write-ins for special surplus funds	X X X	X X X		
24. Common capital stock	X X X	X X X	220,000	220,000
25. Preferred capital stock	X X X	X X X		
26. Gross paid in and contributed surplus	X X X	X X X		
27. Surplus notes	X X X	X X X		
28. Aggregate write-ins for other than special surplus funds	X X X	X X X		
29. Unassigned funds (surplus)	X X X	X X X	22,580,491	17,729,669
30. Less treasury stock, at cost:				
30.1 shares common (value included in Line 24 \$.....)	X X X	X X X		
30.2 shares preferred (value included in Line 25 \$.....)	X X X	X X X		
31. Total capital and surplus (Lines 23 to 29 minus Line 30)	X X X	X X X	22,800,491	17,949,669
32. Total Liabilities, capital and surplus (Lines 22 and 31)	X X X	X X X	36,871,709	35,242,651
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)				
2301.	X X X	X X X		
2302.	X X X	X X X		
2303.	X X X	X X X		
2398. Summary of remaining write-ins for Line 23 from overflow page	X X X	X X X		
2399. TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)	X X X	X X X		
2801.	X X X	X X X		
2802.	X X X	X X X		
2803.	X X X	X X X		
2898. Summary of remaining write-ins for Line 28 from overflow page	X X X	X X X		
2899. TOTALS (Lines 2801 through 2803 plus 2898) (Line 28 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	504,222	464,395
2. Net premium income (including \$..... non-health premium income)	X X X	93,232,118	81,283,343
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	(5,396,542)	(4,173,142)
7. Aggregate write-ins for other non-health revenues	X X X		
8. Total revenues (Lines 2 to 7)	X X X	87,835,576	77,110,201
Hospital and Medical:			
9. Hospital/medical benefits		46,677,381	41,650,112
10. Other professional services		5,908,783	3,782,392
11. Outside referrals		1,260,555	1,060,988
12. Emergency room and out-of-area		6,133,345	4,913,884
13. Prescription drugs		13,637,911	11,954,933
14. Aggregate write-ins for other hospital and medical			
15. Incentive pool, withhold adjustments and bonus amounts		1,593,660	1,424,562
16. Subtotal (Lines 9 to 15)		75,211,635	64,786,871
Less:			
17. Net reinsurance recoveries			140,217
18. Total hospital and medical (Lines 16 minus 17)		75,211,635	64,646,654
19. Non-health claims (net)			
20. Claims adjustment expenses, including \$..... cost containment expenses		1,927,214	1,651,594
21. General administrative expenses		5,697,997	5,877,812
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)		82,836,846	72,176,060
24. Net underwriting gain or (loss) (Lines 8 minus 23)	X X X	4,998,730	4,934,141
25. Net investment income earned		841,117	291,575
26. Net realized capital gains (losses) less capital gains tax of \$.....			
27. Net investment gains or (losses) (Lines 25 plus 26)		841,117	291,575
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		1,498,459	
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	X X X	7,338,306	5,225,716
31. Federal and foreign income taxes incurred	X X X	2,491,273	1,908,673
32. Net income (loss) (Lines 30 minus 31)	X X X	4,847,033	3,317,043
DETAILS OF WRITE-INS			
0601. Revenue - Other	X X X	134,119	21,786
0602. MDCH AQ Assessment Fee	X X X	(5,554,152)	(4,598,206)
0603. Management Income - Related Party	X X X	526,260	403,278
0698. Summary of remaining write-ins for Line 6 from overflow page	X X X	(502,769)	
0699. TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	X X X	(5,396,542)	(4,173,142)
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. Extraordinary Item - Claim Settlement		1,498,459	
2902			
2903			
2998. Summary of remaining write-ins for Line 29 from overflow page			
2999. TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above)		1,498,459	

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year	17,949,670	14,164,412	14,164,412
GAINS AND LOSSES TO CAPITAL & SURPLUS			
34. Net income or (loss) from Line 32	4,847,033	3,317,043	4,890,748
35. Change in valuation basis of aggregate policy and claim reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....			
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax			
39. Change in nonadmitted assets	3,789	(96,849)	69,510
40. Change in unauthorized reinsurance			
41. Change in treasury stock			
42. Change in surplus notes			
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		(1,175,000)	(1,175,000)
47. Aggregate write-ins for gains or (losses) in surplus			
48. Net change in capital and surplus (Lines 34 to 47)	4,850,822	2,045,194	3,785,258
49. Capital and surplus end of reporting period (Line 33 plus 48)	22,800,492	16,209,606	17,949,670
DETAILS OF WRITE-INS			
4701			
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)			

CASH FLOW

		1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations			
1.	Premiums collected net of reinsurance	93,232,118	111,547,130
2.	Net investment income	513,153	199,160
3.	Miscellaneous income	(5,396,542)	(5,935,463)
4.	Total (Lines 1 through 3)	88,348,729	105,810,826
5.	Benefit and loss related payments	78,184,171	90,919,504
6.	Net transfers to Separate, Segregated Accounts and Protected Cell Accounts		
7.	Commissions, expenses paid and aggregate write-ins for deductions	6,080,981	10,083,185
8.	Dividends paid to policyholders		
9.	Federal and foreign income taxes paid (recovered) \$..... net of tax on capital gains (losses)	2,450,000	2,150,000
10.	Total (Lines 5 through 9)	86,715,152	103,152,689
11.	Net cash from operations (Line 4 minus Line 10)	1,633,578	2,658,138
Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:		
12.1	Bonds		1,000,000
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		
12.7	Miscellaneous proceeds		7,105
12.8	Total investment proceeds (Lines 12.1 to 12.7)		1,007,105
13.	Cost of investments acquired (long-term only):		
13.1	Bonds		1,005,749
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)		1,005,749
14.	Net increase (or decrease) in contract loans and premium notes		
15.	Net cash from investments (Line 12.8 minus Lines 13.7 and 14)		1,355
Cash from Financing and Miscellaneous Sources			
16.	Cash provided (applied):		
16.1	Surplus notes, capital notes		
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		1,175,000
16.6	Other cash provided (applied)	251,303	(1,036,900)
17.	Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6)	251,303	(2,211,900)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18.	Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	1,884,880	447,593
19.	Cash, cash equivalents and short-term investments:		
19.1	Beginning of year	33,096,538	32,648,946
19.2	End of period (Line 18 plus Line 19.1)	34,981,419	33,096,538

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	55,065								55,065				
2. First Quarter	56,210								56,210				
3. Second Quarter	56,106								56,106				
4. Third Quarter	55,532								55,532				
5. Current Year													
6. Current Year Member Months	504,222								504,222				
Total Member Ambulatory Encounters for Period:													
7. Physician	167,811								167,811				
8. Non-Physician	134,093								134,093				
9. Total	301,904								301,904				
10. Hospital Patient Days Incurred	19,773								19,773				
11. Number of Inpatient Admissions	4,788								4,788				
12. Health Premiums Written	93,615,326								93,615,326				
13. Life Premiums Direct													
14. Property/Casualty Premiums Written													
15. Health Premiums Earned	93,615,326								93,615,326				
16. Property/Casualty Premiums Earned													
17. Amount Paid for Provision of Health Care Services	77,985,103								77,985,103				
18. Amount Incurred for Provision of Health Care Services	75,211,635								75,211,635				

7

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						
0399999 Aggregate Accounts Not Individually Listed - Covered						
0499999 Subtotals						
0599999 Unreported claims and other claim reserves						12,437,191
0699999 Total Amounts Withheld						
0799999 Total Claims Unpaid						12,437,191
0899999 Accrued Medical Incentive Pool And Bonus Amounts						869,385

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

	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		
Line of Business						
1. Comprehensive (hospital & medical)						
2. Medicare Supplement						
3. Dental only						
4. Vision only						
5. Federal Employees Health Benefits Plan						
6. Title XVIII - Medicare						
7. Title XIX - Medicaid	9,705,992	66,282,455	1,382,310	11,731,315	11,088,302	15,709,096
8. Other health						
9. Health subtotal (Lines 1 to 8)	9,705,992	66,282,455	1,382,310	11,731,315	11,088,302	15,709,096
10. Healthcare receivables (a)				225,000		
11. Other non-health						
12. Medical incentive pools and bonus amounts	966,829	1,029,827		869,385	966,829	1,272,668
13. TOTALS	10,672,821	67,312,282	1,382,310	12,825,700	12,055,131	16,981,764

(a) Excludes \$..... loans or advances to providers not yet expensed.

Notes to Financial Statement

1. Summary of Significant Accounting Policies

No Change

2. Accounting Change and Correction of Errors

No Change

3. Business Combination and Goodwill

On March 9, 2005, Midwest – HC, Inc, the parent corporation of Midwest Health Plan, Inc agreed to merge together. Midwest Health Plan, Inc then transferred approximately 87% of its common stock to a limited liability company that is owned and controlled by transferring shareholders. Each stockholder has an indirect ownership, via the limited liability company, in Midwest Health Plan, Inc in the same percentage.

4. Discontinued Operations

No Change

5. Investments

No Change

6. Joint Ventures, Partnerships and Limited Liability Companies

No Change.

7. Investment Income

For the nine months ended September 30, 2005, interest income was from:

Cash	92,348
Cash Equivalents, Short-term investments and bonds	<u>748,769</u>
Total	\$841,117

8. Derivative Instruments

No Change

9. Taxes On Income

No Change in the Non-Admitted Deferred Tax Asset.
\$2,491,273 was estimated for Federal Taxes the nine months ended September 30, 2005

10. Information Concerning Parent, Subsidiaries and Affiliates

No Change except that in 2004 the Plan entered into an agreement to provide management services to a related party.

11. Debt

No Change

12. Employee Benefit Plan

No Change

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

No Change

14. Commitments and Contingencies

No Change

Notes to Financial Statement

15. Leases

No Change

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

No Change

17. Sales, Transfer and Servicing of Financial Assets and Extinguishment of Liabilities

None

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

No Change

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

No Change

20. September 11 Events

No Change

21. Other Items

The Company recognized \$1,498,459 of extraordinary income related to the receipt of a litigation settlement.

22. Events Subsequent

None.

23. Reinsurance

No Change

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination.

No Change

25. Change in Incurred Claims and Claims Adjustment Expenses

No Change in methodology

26. Intercompany Pooling Arrangements

No Change

27. Structured Settlements

No Change

28. Health Care Receivables - Admitted

No Change in methodology - All receivables received within 90 days

29. Participating Policies

None

30. Premium Deficiency Reserves

None

31. Anticipated Salvage and Subrogation

None

Notes to Financial Statement

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 that 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[] No[X]
- 2.2 If yes, has the report been filed with the domiciliary state? Yes[] No[] N/A[X]

- 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[] No[X]

- 5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes[X] No[]
- 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
Midwest-HC, Inc.	00000	MI

- 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[] No[] N/A[X]

- 7.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2003
- 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. 12/31/2003
- 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). 06/16/2005
- 7.4 By what department or departments?
Department of Consumer & Industry Services (CIS), Office of Financial & Insurance Services (OFIS)

- 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]				

FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes[] No[X]
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$

INVESTMENT

- 11.1 Has there been any change in the reporting entity's own preferred or common stock? Yes[] No[X]
- 11.2 If yes, explain:

- 12.1 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]
- 12.2 If yes, give full and complete information relating thereto:

- 13. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$
- 14. Amount of real estate and mortgages held in short-term investments: \$

- 15.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes[] No[X]
- 15.2 If yes, please complete the following:

GENERAL INTERROGATORIES (Continued)

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Statement Value
15.21 Bonds		
15.22 Preferred Stock		
15.23 Common Stock		
15.24 Short-Term Investments		
15.25 Mortgages Loans on Real Estate		
15.26 All Other		
15.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 15.21 to 15.26)		
15.28 Total Investment in Parent included in Lines 15.21 to 15.26 above		

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

17. 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[X] No[]
 17.1 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
LaSalle Bank Midwest N.A.	Troy, MI 48084

17.2 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)
.....

17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? Yes[X] No[]
 17.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
Standard Federal Bank, N.A.	LaSalle Bank Midwest N.A.	09/13/2005 ..	Name Change ONLY - Unification of bank brands

17.5 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
.....

18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes[X] No[]
 18.2 If no, list exceptions:

SCHEDULE A - VERIFICATION**Real Estate**

	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)		

SCHEDULE B - VERIFICATION**Mortgage Loans**

	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)		

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)		

SCHEDULE D - VERIFICATION**Bonds and Stocks**

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	1,006,458	1,007,813
2. Cost of bonds and stocks acquired		1,005,749
3. Accrual of discount	3,188	
4. Increase (decrease) by adjustment		(7,105)
5. Increase (decrease) by foreign exchange adjustment		
6. Total profit (loss) on disposal		
7. Consideration for bonds and stocks disposed of		1,000,000
8. Amortization of premium		
9. Book/adjusted carrying value, current period	1,009,646	1,006,458
10. Total valuation allowance		
11. Subtotal (Lines 9 plus 10)	1,009,646	1,006,458
12. Total nonadmitted amounts		
13. Statement value	1,009,646	1,006,458

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	36,219,525	27,378,183	28,524,384	1,062	32,848,250	36,219,525	35,074,386	22,400,877
2. Class 2								
3. Class 3								
4. Class 4								
5. Class 5								
6. Class 6								
7. TOTAL Bonds	36,219,525	27,378,183	28,524,384	1,062	32,848,250	36,219,525	35,074,386	22,400,877
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	36,219,525	27,378,183	28,524,384	1,062	32,848,250	36,219,525	35,074,386	22,400,877

SCHEDULE DA - PART 1**Short - Term Investments Owned End of Current Quarter**

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
8299999. TOTALS	34,064,741	X X X	34,064,741	575,406	

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	21,394,419	
2. Cost of short-term investments acquired	68,019,211	21,394,419
3. Increase (decrease) by adjustment		
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	55,348,889	
7. Book/adjusted carrying value, current period	34,064,741	21,394,419
8. Total valuation allowance		
9. Subtotals (Lines 7 plus 8)	34,064,741	21,394,419
10. Total nonadmitted amounts		
11. Statement value (Lines 9 minus 10)	34,064,741	21,394,419
12. Income collected during period	499,268	
13. Income earned during period	681,256	

15 Schedule DB Part F Section 1 NONE

16 Schedule DB Part F Section 2 NONE

17 Schedule S Ceded Reinsurance NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS**Allocated by States and Territories**

		Direct Business Only Year-to-Date							
State, Etc.		1 Guaranty Fund (Yes or No)	2 Is Insurer Licensed (Yes or No)	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	8 Property/ Casualty Premiums
1.	Alabama (AL)	No	No						
2.	Alaska (AK)	No	No						
3.	Arizona (AZ)	No	No						
4.	Arkansas (AR)	No	No						
5.	California (CA)	No	No						
6.	Colorado (CO)	No	No						
7.	Connecticut (CT)	No	No						
8.	Delaware (DE)	No	No						
9.	District of Columbia (DC)	No	No						
10.	Florida (FL)	No	No						
11.	Georgia (GA)	No	No						
12.	Hawaii (HI)	No	No						
13.	Idaho (ID)	No	No						
14.	Illinois (IL)	No	No						
15.	Indiana (IN)	No	No						
16.	Iowa (IA)	No	No						
17.	Kansas (KS)	No	No						
18.	Kentucky (KY)	No	No						
19.	Louisiana (LA)	No	No						
20.	Maine (ME)	No	No						
21.	Maryland (MD)	No	No						
22.	Massachusetts (MA)	No	No						
23.	Michigan (MI)	Yes	Yes			93,615,326			
24.	Minnesota (MN)	No	No						
25.	Mississippi (MS)	No	No						
26.	Missouri (MO)	No	No						
27.	Montana (MT)	No	No						
28.	Nebraska (NE)	No	No						
29.	Nevada (NV)	No	No						
30.	New Hampshire (NH)	No	No						
31.	New Jersey (NJ)	No	No						
32.	New Mexico (NM)	No	No						
33.	New York (NY)	No	No						
34.	North Carolina (NC)	No	No						
35.	North Dakota (ND)	No	No						
36.	Ohio (OH)	No	No						
37.	Oklahoma (OK)	No	No						
38.	Oregon (OR)	No	No						
39.	Pennsylvania (PA)	No	No						
40.	Rhode Island (RI)	No	No						
41.	South Carolina (SC)	No	No						
42.	South Dakota (SD)	No	No						
43.	Tennessee (TN)	No	No						
44.	Texas (TX)	No	No						
45.	Utah (UT)	No	No						
46.	Vermont (VT)	No	No						
47.	Virginia (VA)	No	No						
48.	Washington (WA)	No	No						
49.	West Virginia (WV)	No	No						
50.	Wisconsin (WI)	No	No						
51.	Wyoming (WY)	No	No						
52.	American Samoa (AS)	No	No						
53.	Guam (GU)	No	No						
54.	Puerto Rico (PR)	No	No						
55.	U.S. Virgin Islands (VI)	No	No						
56.	Canada (CN)	No	No						
57.	Aggregate other alien (OT)	X X X	X X X						
58.	Subtotal	X X X	X X X			93,615,326			
59.	Reporting entity contributions for Employee Benefit Plans	X X X	X X X						
60.	Total (Direct Business)	X X X	(a) 1			93,615,326			
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.

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date
	1 Uncovered	2 Total	3 Total
0604. Child & Adolescent Program Fee	X X X	(502,769)
0697. Summary of remaining write-ins for Line 6 (Lines 0604 through 0696)	X X X	(502,769)

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 Depository		2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
						6 First Month	7 Second Month	8 Third Month	
open depositories									
Standard Federal Bank, N.A.	Checking		3.300	35,640		1,893,826	2,280,325	873,331	X X X
Standard Federal Bank, N.A.	Payroll Account					55,748	136,509	43,347	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	35,640		1,949,574	2,416,834	916,678	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	35,640		1,949,574	2,416,834	916,678	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	35,640		1,949,574	2,416,834	916,678	X X X

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 CUSIP Identification	2 Description	3 Code	4 Date Acquired	5 Rate of Interest	6 Maturity Date	7 Book/Adjusted Carrying Value	8 Amount of Interest Due & Accrued	9 Gross Investment Income
<div style="border: 1px solid black; padding: 10px; display: inline-block; font-size: 2em; font-weight: bold; letter-spacing: 0.5em;">N O N E</div>								
0199999 Total Cash Equivalents

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