



QUARTERLY STATEMENT
AS OF March 31, 2005
OF THE CONDITION AND AFFAIRS OF THE
Paramount Care of Michigan

NAIC Group Code 1212 , 1212 NAIC Company Code 95566 Employer's ID Number 38-3200310
(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 12/16/1993 Commenced Business 06/07/1996

Statutory Home Office 106 Park Place , Dundee, MI 48131
(Street and Number) (City, or Town, State and Zip Code)

Main Administrative Office 106 Park Place
(Street and Number)

Dundee, MI 48131 (734)529-7800
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address 106 Park Place , Dundee, MI 48131
(Street and Number or P.O. Box) (City, or Town, State and Zip Code)

Primary Location of Books and Records 1901 Indian Wood Circle
(Street and Number)

Maumee, OH 43537 (419)887-2500
(City, or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Website Address www.paramounthealthcare.com

Statutory Statement Contact Jeff Martin (419)887-2959
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Policyowner Relations Contact 1901 Indian Wood Circle
(Street and Number)
Maumee, OH 43537 (419)887-2500
(City, or Town, State and Zip Code) (Area Code) (Telephone Number)(Extension)

OFFICERS

Name	Title
John Charles Randolph Mr.	Chairman
John Charles Randolph Mr.	President
Marilyn Naomi Carnell Ms.	Vice Chairman
Kathleen S. Hanley Mrs.	Treasurer
Jeffrey Craig Kuhn Mr.	Secretary

OTHERS

Neeraj Kumar Kanwal Dr
 Mark Henry Moser Mr.

Robert James Kolodgy Mr.
 Randall Dean Oostra Mr.

DIRECTORS OR TRUSTEES

Thomas Henry Gross Dr.
 Heather Ann Socha Ms.

Marilyn Naomi Carnell Ms.
 Jeffrey Ray Lewis Dr.
 John Charles Randolph Mr.

State of Michigan
 County of Monroe 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)
 John Charles Randolph
 (Printed Name)
 President
 (Title)

 (Signature)
 Jeffrey Craig Kuhn
 (Printed Name)
 Secretary
 (Title)

 (Signature)
 Gary Wayne Akenberger
 (Printed Name)
 Sr. VP, Finance & Operations
 (Title)

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				
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 (\$.....6,619,191), cash equivalents (\$.....) and short-term investments \$.....)	6,619,191		6,619,191	7,011,558
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)	6,619,191		6,619,191	7,011,558
11. Title plants less \$..... charged off (for Title insurers only)				
12. Investment income due and accrued				
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection	176,484	10,051	166,433	459,401
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				
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	17,530	17,530		
16.1 Current federal and foreign income tax recoverable and interest thereon				
16.2 Net deferred tax asset	205,544	205,544		
17. Guaranty funds receivable or on deposit				
18. Electronic data processing equipment and software	14,775	83	14,692	1,911
19. Furniture and equipment, including health care delivery assets (\$.....)	3,963	2,972	991	2,575
20. Net adjustments in assets and liabilities due to foreign exchange rates				
21. Receivables from parent, subsidiaries and affiliates	3,026,604	470,993	2,555,611	476,033
22. Health care (\$.....) and other amounts receivable				
23. Aggregate write-ins for other than invested assets	1,350	1,350		
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	10,065,441	708,523	9,356,918	7,951,478
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
26. TOTAL (Lines 24 and 25)	10,065,441	708,523	9,356,918	7,951,478
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. Prepaid rent	1,350	1,350		
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)	1,350	1,350		

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....73,200 reinsurance ceded)	3,119,497		3,119,497	2,180,266
2. Accrued medical incentive pool and bonus amounts				
3. Unpaid claims adjustment expenses	135,000		135,000	135,000
4. Aggregate health policy reserves	300,000		300,000	300,000
5. Aggregate life policy reserves				
6. Property/casualty unearned premium reserve				
7. Aggregate health claim reserves				
8. Premiums received in advance	539,938		539,938	268,802
9. General expenses due or accrued	56,255		56,255	78,412
10.1 Current federal and foreign income tax payable and interest thereon (including \$..... on realized gains (losses))	80,858		80,858	
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	16,892		16,892	864
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)	4,248,440		4,248,440	2,963,344
23. Aggregate write-ins for special surplus funds	X X X	X X X		
24. Common capital stock	X X X	X X X	10,000	10,000
25. Preferred capital stock	X X X	X X X		
26. Gross paid in and contributed surplus	X X X	X X X	7,990,000	7,990,000
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	(2,891,522)	(3,011,866)
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	5,108,478	4,988,134
32. Total Liabilities, capital and surplus (Lines 22 and 31)	X X X	X X X	9,356,918	7,951,478
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	24,526	23,627
2. Net premium income (including \$..... non-health premium income)	X X X	7,457,418	6,758,735
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. Aggregate write-ins for other non-health revenues	X X X		
8. Total revenues (Lines 2 to 7)	X X X	7,457,418	6,758,735
Hospital and Medical:			
9. Hospital/medical benefits		5,346,331	5,211,843
10. Other professional services		23,985	
11. Outside referrals			
12. Emergency room and out-of-area		573,500	309,887
13. Prescription drugs		639,362	615,407
14. Aggregate write-ins for other hospital and medical			
15. Incentive pool, withhold adjustments and bonus amounts			
16. Subtotal (Lines 9 to 15)		6,583,178	6,137,138
Less:			
17. Net reinsurance recoveries		128,235	
18. Total hospital and medical (Lines 16 minus 17)		6,454,943	6,137,138
19. Non-health claims (net)			
20. Claims adjustment expenses, including \$.....68,901 cost containment expenses		132,502	43,246
21. General administrative expenses		530,010	674,903
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)		7,117,455	6,855,287
24. Net underwriting gain or (loss) (Lines 8 minus 23)	X X X	339,963	(96,552)
25. Net investment income earned		26,515	3,023
26. Net realized capital gains (losses) less capital gains tax of \$.....			
27. Net investment gains or (losses) (Lines 25 plus 26)		26,515	3,023
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			
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	366,478	(93,529)
31. Federal and foreign income taxes incurred	X X X	80,858	43,449
32. Net income (loss) (Lines 30 minus 31)	X X X	285,620	(136,978)
DETAILS OF WRITE-INS			
0601	X X X		
0602	X X X		
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		
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			
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)			

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	4,988,134	1,838,950	1,838,950
GAINS AND LOSSES TO CAPITAL & SURPLUS			
34. Net income or (loss) from Line 32	285,620	(136,978)	(668,379)
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			258,152
39. Change in nonadmitted assets	(165,276)	6,801	(440,589)
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			4,000,000
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			
48. Net change in capital and surplus (Lines 34 to 47)	120,344	(130,177)	3,149,184
49. Capital and surplus end of reporting period (Line 33 plus 48)	5,108,478	1,708,773	4,988,134
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	8,055,617	28,376,496
2.	Net investment income	26,515	23,225
3.	Miscellaneous income		
4.	Total (Lines 1 through 3)	8,082,132	28,399,721
5.	Benefit and loss related payments	5,495,783	25,540,952
6.	Net transfers to Separate, Segregated Accounts and Protected Cell Accounts		
7.	Commissions, expenses paid and aggregate write-ins for deductions	669,596	2,852,728
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)	6,165,379	28,393,680
11.	Net cash from operations (Line 4 minus Line 10)	1,916,753	6,041
Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:		
12.1	Bonds		
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		
12.8	Total investment proceeds (Lines 12.1 to 12.7)		
13.	Cost of investments acquired (long-term only):		
13.1	Bonds		
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)		
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)		
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		4,000,000
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)	(2,309,120)	96,368
17.	Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6)	(2,309,120)	4,096,368
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)	(392,367)	4,102,409
19.	Cash, cash equivalents and short-term investments:		
19.1	Beginning of year	7,011,558	2,909,149
19.2	End of period (Line 18 plus Line 19.1)	6,619,191	7,011,558

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	8,171	2	7,177					992					
2. First Quarter	8,160	2	7,163					995					
3. Second Quarter													
4. Third Quarter													
5. Current Year													
6. Current Year Member Months	24,526	6	21,527					2,993					
Total Member Ambulatory Encounters for Period:													
7. Physician	17,549	3	12,258					5,288					
8. Non-Physician	8,407		984					7,423					
9. Total	25,956	3	13,242					12,711					
10. Hospital Patient Days Incurred	661		282					379					
11. Number of Inpatient Admissions	138		83					55					
12. Health Premiums Written	7,540,086	1,482	5,316,077					2,222,527					
13. Life Premiums Direct													
14. Property/Casualty Premiums Written													
15. Health Premiums Earned	7,540,086	1,482	5,316,077					2,222,527					
16. Property/Casualty Premiums Earned													
17. Amount Paid for Provision of Health Care Services	5,643,947	1,064	3,818,204					1,824,679					
18. Amount Incurred for Provision of Health Care Services	6,583,178	1,235	4,431,235					2,150,708					

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	611,757	177,066	241,361	18,269	33,205	1,081,658
0399999 Aggregate Accounts Not Individually Listed - Covered						
0499999 Subtotals	611,757	177,066	241,361	18,269	33,205	1,081,658
0599999 Unreported claims and other claim reserves						2,111,039
0699999 Total Amounts Withheld						
0799999 Total Claims Unpaid						3,192,697
0899999 Accrued Medical Incentive Pool And Bonus Amounts						

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		
1. Comprehensive (hospital & medical)	1,417,307	2,373,811	224,394	1,720,156	1,641,701	1,631,348
2. Medicare Supplement						
3. Dental only						
4. Vision only						
5. Federal Employees Health Benefits Plan						
6. Title XVIII - Medicare	363,283	1,361,311	83,761	1,091,186	447,044	548,918
7. Title XIX - Medicaid						
8. Other health						
9. Health subtotal (Lines 1 to 8)	1,780,590	3,735,122	308,155	2,811,342	2,088,745	2,180,266
10. Healthcare receivables (a)						
11. Other non-health						
12. Medical incentive pools and bonus amounts						
13. TOTALS	1,780,590	3,735,122	308,155	2,811,342	2,088,745	2,180,266

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

Notes to Financial Statement

1. Summary of Significant Accounting Policies
 - A. Accounting Practices
No significant change
 - B. Use of Estimates in the Preparation of the Financial Statements
No significant change
 - C. Accounting Policy
No significant change.
2. Accounting Changes and Corrections of Errors
-NOT APPLICABLE
3. Business Combinations and Goodwill
-NOT APPLICABLE
4. Discontinued Operations
-NOT APPLICABLE
5. Investments
-NOT APPLICABLE
6. Joint ventures, Partnerships and Limited Liability Companies
-NOT APPLICABLE.
7. Investment Income
No significant change.
8. Derivative Instruments
-NOT APPLICABLE
9. Income Taxes
No significant change.
10. Information Concerning Parent, Subsidiaries and Affiliates
No significant change.
11. Debt
-NOT APPLICABLE
12. Retirement Plans, Deferred Compensation, Postemployment Benefits
No significant change
13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations
No significant change.

Notes to Financial Statement

14. Contingencies
-NOT APPLICABLE.
15. Leases
-NOT APPLICABLE
16. Off-Balance Sheet Risk
-NOT APPLICABLE
17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities
-NOT APPLICABLE
18. Gain or loss to the Reporting Entity from Uninsured A&H Plans and the uninsured Portion of partially Insured Plans
-NOT APPLICABLE
19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators.
-NOT APPLICABLE
20. September 11, 2001
-NOT APPLICABLE
21. Other Items
No significant change.
22. Subsequent Events
No significant change.
23. Reinsurance
No significant change.
24. Retrospectively Rated Contracts
-NOT APPLICABLE
25. Change in Incurred Claims and Claim Adjustment Expenses
No significant change.
26. Intercompany Pooling Arrangements
-NOT APPLICABLE
27. Structured Settlements
-NOT APPLICABLE
28. Health Care Receivables
-NOT APPLICABLE

Notes to Financial Statement

29. Participating Policies

-NOT APPLICABLE

30. Premium Deficiency Reserves

No significant change.

31. Anticipated Salvage and Subrogation

-NOT APPLICABLE

32. Organization and Operation

No significant change.

33. Minimum Net Worth

No significant change.

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[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? Yes[] No[X]
If yes, complete the Schedule Y - Part 1 - organization chart
- 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? Yes[] No[] N/A[X]
If yes, attach an explanation.
- 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). 12/09/2004
- 7.4 By what department or departments?
Michigan Office of Financial and Insurance Services
- 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[X] No[]
- 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]
 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[] No[X]
 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
.....

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[] No[X]
 17.4 If yes, give full and complete information relating thereto:

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

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:

12	Schedule A Verification	NONE
12	Schedule B Verification	NONE
12	Schedule BA Verification	NONE
12	Schedule D Verification	NONE
13	Schedule D Part 1B	NONE
14	Schedule DA Part 1	NONE
14	Schedule DA Part 2 Verification	NONE
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)	No	Yes	5,317,559	2,222,527				
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	5,317,559	2,222,527				
59.	Reporting entity contributions for Employee Benefit Plans	X X X	X X X						
60.	Total (Direct Business)	X X X	(a) 1	5,317,559	2,222,527				
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

No changes noted.

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 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									
Sky Bank	Maumee, OH		2.250	26,515		5,262,198	4,439,502	5,619,191	XXX
Sky Bank	Adrian, MI					1,000,000	1,000,000	1,000,000	XXX
0199998 Deposits in depositories that do not exceed the allowable limit in any one depository (See Instructions) - open depositories		XXX	XXX						XXX
0199999 Totals - Open Depositories		XXX	XXX	26,515		6,262,198	5,439,502	6,619,191	XXX
0299998 Deposits in depositories that do not exceed the allowable limit in any one depository (See Instructions) - suspended depositories		XXX	XXX						XXX
0299999 Totals - Suspended Depositories		XXX	XXX						XXX
0399999 Total Cash On Deposit		XXX	XXX	26,515		6,262,198	5,439,502	6,619,191	XXX
0499999 Cash in Company's Office		XXX	XXX	XXX	XXX				XXX
0599999 Total Cash		XXX	XXX	26,515		6,262,198	5,439,502	6,619,191	XXX

E09 **Schedule E Part 2 Cash Equivalents** **NONE**

ACT **Actuarial Statement** **NONE**

AEP **Amended Explanation** **NONE**

INDEX TO HEALTH QUARTERLY STATEMENT

Accident and Health Insurance; 18
 Accounting Changes and Corrections of Errors; Q11; 25, Note 2
 Accounting Practices and Policies; Q5; 25, Note 1
 Admitted Assets; Q2; 2; 26; 29; Supp2; Supp3; Supp4; Supp5; Supp6; Supp7
 Affiliated Transactions; 15; 26; 27; 29; 32; 37; 52; E14
 Bonds; Q2; Q6; Q11.1; QE04; QE05; 2; 6; 15; 16; 26; 27.2; 27.4; 29; 32; 33; 34; 35; 36; 37; 38; E08; E11; E12; E13; Supp2
 Bonuses; Q3; Q4; Q8; Q9; 3; 4; 7; 9; 11; 20; 23; 28.1; 49
 Borrowed Funds; Q3; Q6; 3; 6
 Business Combinations and Goodwill; 25, Note 3
 Capital Gains (Losses)
 Realized; Q4; 4; 7; 29; 40; E12; E13; E21
 Unrealized; Q4; Q5; 4; 5
 Capital Stock; Q2; 2; 25, Note 13
 Capital Notes; Q6; 6; 25, Note 11
 Caps; QE06; 40; E16; E17; E18
 Cash; Q2; Q6; QE08; 2; 6; 15; 16; 26; 49; E23
 Cash Equivalents; Q2; Q6; 2; 6; 15; 16; 26; E24
 Claims; Q3; Q8; 3; 9; 11; 12; 20; 29; 48; 49; Supp8; Supp32; Supp33; Supp34; Supp35; Supp36; Supp37; Supp38; Supp39; Supp40; Supp41; Supp42; Supp43; Supp44;
 Supp45; Supp46; Supp50; Supp51; Supp52; Supp61; Supp62; Supp63; Supp64; Supp65; Supp66
 Coinsurance; 44; Supp21
 Collars; QE07; E19; E20; Supp7
 Commissions; Q6; 6; 48; Supp29; Supp59
 Common Stock; Q2; Q3; Q6; Q11.1; 2; 3; 6; 15; 16; 26; 27; 28; 29; 32; E10; E11; E12; E13; Supp2
 Cost Containment Expenses; Q4; 4; 7; 19; Supp63
 Contingencies; 25, Note 14
 Counterparty Exposure; 25, Note 8
 Debt; 25, Note 11
 Deferred Compensation; 25, Note 2
 Derivative Instruments; Q14; Q15; QE06; QE07; 15; 27.2; 25, Note 8; 42; E16; E17; E18; E19; E20; E21; E22
 Deposit-Type Contracts; Supp20
 Depreciation; 15
 Discontinued Operations; 25, Note 4
 Electronic Data Processing Equipment; Q2; 2; 16
 Encumbrances; Q2; QE01; 2; E02; E03; E06; E07
 Emergency Room; Q4; 4; 7
 Enrollment and Utilization; 17
 Equity Securities; 26
 Exchange or Counterparty; E16; E17; E18; E19; E20; E21; E22
 Expenses; Q3; Q4; Q6; 3; 4; 6; 7; 12; 14; 15; 27.4; 29; E01; E03; Supp53; Supp59; Supp61; Supp62; Supp63; Supp64; Supp65; Supp66
 Experience Rating Refunds; 13; Supp24
 Extinguishment of Liabilities; 25, Note 17
 Extraordinary Item; 25, Note 21
 Fee for Service; Q4; 4; 7; 23
 Federal ID Number; 44; 45; 46; 47
 Federal Reserve Board; 27.1
 Floors; E16; E17; E18; Supp7
 Foreign Control; 27
 Foreign Exchange; Q2; Q3; Q5; Q12; QE01; QE02; QE04; QE05; 2; 3; 5; 16; 31; 32; 39; E01; E03; E04; E05; E06; E07; E08; E09; E10; E11; E12; E13; E15
 Forwards; QE07; 41; E19; E20; Supp7
 Furniture, Equipment and Supplies; Q2; 2; 16; 24
 Futures Contracts; 41
 Guaranty Fund; Q2; Q18; 2; 16; 50
 Health Care Receivables; Q2; Q9; 2; 11; 16; 19; 25, Note 28
 Health Statement Test; 28
 Hedging Transactions; 27.2; E16; E17; E18; E19; E20; E21; Supp7
 Holding Company; 27; 27.1; 51
 Hospital/Medical Benefits; Q4; 4; 7; 48
 Incentive Pools; Q3; Q4; Q9; 3; 4; 7; 9; 11; 20; 23; 28.1; 49
 Income; Q4; Q5; 4; 5; 29
 Income Generation Transactions; E17; E18; Supp7
 Income Taxes; Q2; Q3; Q4; Q5; 2; 3; 4; 5; 15; 16; 25, Note 9; Supp61
 Incurred Claims and Claim Adjustment Expenses; 25, Note 25; Supp53; Supp54; Supp55; Supp56; Supp57; Supp58
 Intercompany Pooling; 25, Note 26; Supp31; Supp32; Supp33; Supp34; Supp35; Supp36; Supp37; Supp38; Supp39; Supp40; Supp41; Supp42; Supp43; Supp44; Supp45;
 Supp46; Supp47; Supp48; Supp49; Supp50; Supp51; Supp52
 Insurance Futures Options; E16; E17; E18
 Investment Expenses; 15
 Investment Income; 25, Note 7
 Accrued; Q2; 2; 16
 Earned; Q2; Q14; 4; 15; 39; E24
 Received; Q6; 6; 39
 Investments; Q11.1; 15; 25, Note 5; 27.3; Supp7; Supp12; Supp61
 Joint Ventures; 25, Note 6
 Leases; 25, Note 15
 Letters of Credit; 47

INDEX TO HEALTH QUARTERLY STATEMENT

Limited Liability Company (LLC); 25, Note 6
 Limited Partnership; 25, Note 6
 Long-Term Care Insurance; 8; 53; Supp13; Supp14; Supp15; Supp16
 Long-Term Invested Assets; QE03; 31; E06
 Loss Development; 12
 Managing General Agents; 25, Note 19
 Maximum Retained Risk; 28
 Member Months; Q4; Q7; 4; 17; 29; 30
 Minimum Net Worth; 28.1
 Mortgage Loans; Q2; Q6; Q11.1; QE02; 2; 6; 15; 16; 26; 29; E04; E05; Supp6
 Non Admitted Assets; Q2; Q5; Q12; 2; 5; 16; 32; 39
 Off-Balance Sheet Risk; 25, Note 16
 Options; QE06; 27.2; 40; E16; E17; E18; Supp7
 Organizational Chart; Q11; Q19; 51
 Other Derivative Transactions; E16; E17
 Out-of-Area; Q4; 4; 7
 Outside Referrals; Q4; 4; 7
 Parents, Subsidiaries and Affiliates; Q2; Q3; Q11.1; 2; 3; 16; 21; 22; 25, Note 10; 32
 Participating Policies; 25, Note 29; Supp19
 Pharmaceutical Rebates; 25, Note 28
 Policyholder Dividends; Q6; 6; Supp59
 Postemployment Benefits; 25, Note 12
 Postretirement Benefits; 25, Note 12
 Preferred Stock; Q2; Q3; Q6; Q11.1; 2; 3; 6; 15; 16; 26; 27.2; 27.4; 29; 32; E09; E11; E12; E13; Supp7
 Premium Deficiency Reserves; 25, Note 30
 Premiums and Considerations
 Advance; Q3; 3; 49
 Collected; Q6; 6
 Deferred; Q2; 2
 Direct; Q7; Q18; 28; 30; 49; 50; Supp24
 Earned; Q7; 7; 12; 28; 29; 30; Supp8; Supp31; Supp59; Supp61
 Retrospective; Q2; 12
 Uncollected; Q2; 2; 16
 Unearned; Q4; Q7; 4; 7; 13
 Written; Q4; Q7; 4; 18; 30; 49; 50; Supp24; Supp59; Supp63; Supp64; Supp65; Supp66
 Prescription Drugs; Q4; 4; 7
 Product Type; 17
 Provider Transactions; 23
 Quasi Reorganizations; 25, Note 13
 Real Estate; Q2; QE01; 2; 15; 16; 26; 29; E01; E02; E03
 Redetermination, Contracts Subject to; 25, Note 24
 Reinsurance; 25, Note 23
 Assumed; 8; 9; 10; 44; Supp21; Supp29; Supp30; Supp31; Supp32; Supp33; Supp34; Supp35; Supp36; Supp37; Supp38; Supp39; Supp40; Supp41; Supp42; Supp43;
 Supp44; Supp45; Supp46; Supp47; Supp48; Supp49; Supp50; Supp51; Supp52
 Ceded; Q3; Q17; 3; 8; 9; 10; 44; Supp18; Supp30; Supp31; Supp32; Supp33; Supp34; Supp35; Supp36; Supp 37; Supp38; Supp39; Supp40; Supp41; Supp42;
 Supp43; Supp44; Supp45; Supp46; Supp47; Supp48; Supp49; Supp50; Supp51; Supp52
 Claims; 9; 10; 44; 45; 48
 Funds Held; Q2; 2; 16; Supp29
 Payable; Q3; 3; 45
 Premiums; Q3; 3; 8
 Receivable; Q2; Q4; 2; 7; 9; 16; 48; 49
 Unauthorized; Q3; Q5; 3; 47; 48; 49
 Reserves
 Accident and Health; Q3; Q4; 3; 4; 7
 Annuity; Supp19
 Claims; Q3; Q5; Q8; 3; 5; 9
 Life; Q3; 3; 7; Supp18
 Retirement Plans; 25, Note 12; Supp26
 Retrospectively Rated Policies; 25, Note 24
 Risk-Based Capital; 53
 Adjusted Capital; 29
 Authorized Control Level; 29
 Risk Revenue; Q4; 4; 7
 Salvage and Subrogation; 25, Note 31; Supp31; Supp32; Supp33; Supp34; Supp35; Supp 36; Supp37; Supp38; Supp39; Supp40; Supp41; Supp42; Supp43; Supp44;
 Supp45; Supp46; Supp47; Supp48; Supp49; Supp50; Supp51; Supp52
 September 11 Events; 25, Note 20
 Servicing of Financial Assets; 25, Note 17
 Short-Term Investments; Q2; Q6; Q11.1; Q14; 2; 6; 15; 26; 29; 39; E15
 Special Deposits; E25
 Stockholder Dividends; Q5; 5
 Stop Loss; 8
 Subsequent Events; 25, Note 22
 Surplus; Q3; Q5; 3; 5; 25, Note 13; 29

INDEX TO HEALTH QUARTERLY STATEMENT

Surplus Notes; Q3; Q5; Q6; 3; 5; 6

Swaps; QE07; E19; E20

Synthetic Assets; Q15; Q16; 42; 43

Third Party Administrator; 25, Note 19

Treasury Stock; Q3; Q5; 3; 5; 6

Uninsured Accident and Health; Q2; Q3; 2; 3; 16; 25, Note 18

Valuation Allowance; Q12; Q14; 31; 32

Wash Sales; 25, Note 17

Withholds; Q4; Q8; 4; 7; 10; 20; 23; 28.1