



QUARTERLY STATEMENT

AS OF MARCH 31, 2007
OF THE CONDITION AND AFFAIRS OF THE

Health Alliance Plan of Michigan

NAIC Group Code 1311, 1311 NAIC Company Code 95844 Employer's ID Number 38-2242827
(Current Period) (Prior Period)

Organized under the Laws of Michigan, State of Domicile or Port of Entry Michigan
Country of Domicile United States

Licensed as business type: Life, Accident & Health [] Property/Casualty [] Dental Service Corporation []
Vision Service Corporation [] Other [] Health Maintenance Organization [X]
Hospital, Medical & Dental Service or Indemnity [] Is HMO, Federally Qualified? Yes [X] No []

Incorporated/Organized 06/27/1978 Commenced Business 02/08/1979

Statutory Home Office 2850 West Grand Boulevard, Detroit, MI 48202
(Street and Number) (City or Town, State and Zip Code)

Main Administrative Office 2850 West Grand Boulevard Detroit, MI 48202 313-872-8100
(Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address 2850 West Grand Boulevard, Detroit, MI 48202
(Street and Number or P.O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records 2850 West Grand Boulevard Detroit, MI 48202 248-443-1093
(Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Website Address www.hap.org

Statutory Statement Contact Dianna Ronan CPA 248-443-1093
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Policyowner Relations Contact 2850 West Grand Boulevard Detroit, MI 48202 313-872-8100
(Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number) (Extension)

OFFICERS

Name	Title	Name	Title
<u>Francine Parker</u>	<u>President and CEO</u>	<u>Maurice E. McMurray</u>	<u>Secretary</u>
<u>Ronald W. Berry</u>	<u>Treasurer</u>	<u>Colleen McClorey</u>	<u>Assistant Secretary</u>

OTHER OFFICERS

DIRECTORS OR TRUSTEES

<u>Nicholas C. Anderson</u>	<u>Mary Beth Bolton M.D.</u>	<u>Mary E Bunn</u>	<u>William A. Conway M.D.</u>
<u>Dennis H. DePaulis</u>	<u>Mary C. Dickson</u>	<u>John T. Gargaro</u>	<u>Jethro Joseph</u>
<u>Jackie Martin</u>	<u>Francine Parker</u>	<u>William L. Peirce</u>	<u>Carol Quigley IHM</u>
<u>Catherine A. Roberts</u>	<u>Robin Scales-Wooten</u>	<u>Nancy Schlichting</u>	<u>Gerald K. Smith</u>
<u>Rebecca R. Smith</u>	<u>Susan Wells</u>	<u>Karen Wezner #</u>	

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 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.

Francine Parker
President and CEO

Maurice E. McMurray
Secretary

Ronald W. Berry
Treasurer

a. Is this an original filing? Yes [X] No []

- b. If no,
1. State the amendment number _____
 2. Date filed _____
 3. Number of pages attached _____

Subscribed and sworn to before me this _____ day of _____,

Roderick Irwin Curry, Notary
August 14 2013

**STATEMENT AS OF MARCH 31, 2007 OF THE
Health Alliance Plan of Michigan**

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. Bonds0	.0
2. Stocks:				
2.1 Preferred stocks0	.0
2.2 Common stocks	130,127,216		130,127,216	128,653,501
3. Mortgage loans on real estate:				
3.1 First liens0	.0
3.2 Other than first liens0	.0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)	2,927,474	2,051,260	876,214	883,493
4.2 Properties held for the production of income (less \$ encumbrances)0	.0
4.3 Properties held for sale (less \$ encumbrances)0	.0
5. Cash (\$851,032), cash equivalents (\$143,265,102) and short-term investments (\$42,398,417)	186,514,551		186,514,551	171,219,931
6. Contract loans, (including \$ premium notes)			.0	.0
7. Other invested assets	64,714,171	.0	64,714,171	63,056,652
8. Receivables for securities0	.0
9. Aggregate write-ins for invested assets	881,822	.0	881,822	871,238
10. Subtotals, cash and invested assets (Lines 1 to 9)	385,165,234	2,051,260	383,113,974	364,684,814
11. Title plants less \$ charged off (for Title insurers only)0	.0
12. Investment income due and accrued	1,199,743		1,199,743	1,190,984
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection	33,037,741		33,037,741	19,289,034
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)0	.0
13.3 Accrued retrospective premiums0	.0
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers0	.0
14.2 Funds held by or deposited with reinsured companies0	.0
14.3 Other amounts receivable under reinsurance contracts0	.0
15. Amounts receivable relating to uninsured plans0	.0
16.1 Current federal and foreign income tax recoverable and interest thereon0	.0
16.2 Net deferred tax asset0	.0
17. Guaranty funds receivable or on deposit0	.0
18. Electronic data processing equipment and software	13,870,768	13,222,639	648,129	794,201
19. Furniture and equipment, including health care delivery assets (\$)	1,685,943	1,685,943	.0	.0
20. Net adjustment in assets and liabilities due to foreign exchange rates0	.0
21. Receivables from parent, subsidiaries and affiliates	1,125,811		1,125,811	1,256,619
22. Health care (\$6,219,266) and other amounts receivable	6,219,266		6,219,266	6,071,146
23. Aggregate write-ins for other than invested assets	13,936,431	13,120,132	816,299	689,250
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	456,240,938	30,079,975	426,160,963	393,976,048
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts0	.0
26. Total (Lines 24 and 25)	456,240,938	30,079,975	426,160,963	393,976,048
DETAILS OF WRITE-INS				
0901. Rabbi Trust	881,822		881,822	871,238
0902.				
0903.				
0998. Summary of remaining write-ins for Line 9 from overflow page0	.0	.0	.0
0999. Totals (Lines 0901 through 0903 plus 0998)(Line 9 above)	881,822	.0	881,822	871,238
2301. Other Receivables	128,845		128,845	68,344
2302. Deferred Compensation	629,611		629,611	563,062
2303. Intangible Asset	2,185,578	2,185,578	.0	.0
2398. Summary of remaining write-ins for Line 23 from overflow page	10,992,397	10,934,554	57,843	57,843
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	13,936,431	13,120,132	816,299	689,250

**STATEMENT AS OF MARCH 31, 2007 OF THE
Health Alliance Plan of Michigan**

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded)	99,476,340	2,020,678	101,497,018	97,911,257
2. Accrued medical incentive pool and bonus amounts	2,695,480		2,695,480	2,152,020
3. Unpaid claims adjustment expenses	949,629		949,629	857,444
4. Aggregate health policy reserves	4,480,009		4,480,009	4,480,009
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance	37,186,334		37,186,334	17,777,822
9. General expenses due or accrued	11,958,070		11,958,070	14,284,396
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))			0	0
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$76,711 current) and interest thereon \$7,736 (including \$7,736 current)	313,515		313,515	236,223
15. Amounts due to parent, subsidiaries and affiliates	720,846		720,846	606,556
16. Payable for securities	438,448		438,448	422,833
17. Funds held under reinsurance treaties with (\$ authorized reinsurers and \$ unauthorized reinsurers)			0	0
18. Reinsurance in unauthorized companies			0	0
19. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
20. Liability for amounts held under uninsured plans	4,419,257		4,419,257	4,419,257
21. Aggregate write-ins for other liabilities (including \$ current)	9,842,015	0	9,842,015	8,475,978
22. Total liabilities (Lines 1 to 21)	172,479,944	2,020,678	174,500,622	151,623,795
23. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
24. Common capital stock	XXX	XXX		0
25. Preferred capital stock	XXX	XXX		0
26. Gross paid in and contributed surplus	XXX	XXX		0
27. Surplus notes	XXX	XXX		0
28. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
29. Unassigned funds (surplus)	XXX	XXX	251,660,341	242,352,253
30. Less treasury stock, at cost:				
30.1 shares common (value included in Line 24) \$)	XXX	XXX		0
30.2 shares preferred (value included in Line 25) \$)	XXX	XXX		0
31. Total capital and surplus (Lines 23 to 29 minus Line 30)	XXX	XXX	251,660,341	242,352,253
32. Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	426,160,963	393,976,048
DETAILS OF WRITE-INS				
2101. Pension Liability - Long Term	8,141,409		8,141,409	6,825,803
2102. Retiree Health Benefits	1,070,996		1,070,996	1,087,112
2103. Deferred Compensation	629,611		629,611	563,062
2198. Summary of remaining write-ins for Line 21 from overflow page	0	0	0	0
2199. Totals (Lines 2101 thru 2103 plus 2198) (Line 21 above)	9,842,015	0	9,842,015	8,475,978
2301.	XXX	XXX		
2302.	XXX	XXX		
2303.	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	XXX	XXX	0	0
2801.	XXX	XXX		
2802.	XXX	XXX		
2803.	XXX	XXX		
2898. Summary of remaining write-ins for Line 28 from overflow page	XXX	XXX	0	0
2899. Totals (Lines 2801 thru 2803 plus 2898) (Line 28 above)	XXX	XXX	0	0

**STATEMENT AS OF MARCH 31, 2007 OF THE
Health Alliance Plan of Michigan**

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date
	1 Uncovered	2 Total	3 Total
1. Member Months.....	XXX	1,236,891	1,335,981
2. Net premium income (including \$ non-health premium income).....	XXX	397,711,328	392,833,952
3. Change in unearned premium reserves and reserve for rate credits	XXX		0
4. Fee-for-service (net of \$ medical expenses)	XXX		0
5. Risk revenue	XXX		0
6. Aggregate write-ins for other health care related revenues	XXX	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0
8. Total revenues (Lines 2 to 7)	XXX	397,711,328	392,833,952
Hospital and Medical:			
9. Hospital/medical benefits		266,415,237	253,191,717
10. Other professional services			0
11. Outside referrals		10,523,938	5,138,467
12. Emergency room and out-of-area		31,113,539	29,564,031
13. Prescription drugs		56,557,405	71,484,966
14. Aggregate write-ins for other hospital and medical.....	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....		1,812,763	938,025
16. Subtotal (Lines 9 to 15)	0	366,422,882	360,317,206
Less:			
17. Net reinsurance recoveries			0
18. Total hospital and medical (Lines 16 minus 17)	0	366,422,882	360,317,206
19. Non-health claims (net).....			0
20. Claims adjustment expenses, including \$ 2,020,993 cost containment expenses.....		4,119,649	4,740,503
21. General administrative expenses.....		23,041,713	21,715,762
22. Increase in reserves for life and accident and health contracts including \$ increase in reserves for life only).....			0
23. Total underwriting deductions (Lines 18 through 22)	0	393,584,243	386,773,471
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	4,127,085	6,060,481
25. Net investment income earned		4,113,105	2,515,263
26. Net realized capital gains (losses) less capital gains tax of \$.....		(1,038)	0
27. Net investment gains (losses) (Lines 25 plus 26)	0	4,112,068	2,515,263
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]			0
29. Aggregate write-ins for other income or expenses	0	130,350	119,919
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	8,369,502	8,695,663
31. Federal and foreign income taxes incurred	XXX		0
32. Net income (loss) (Lines 30 minus 31)	XXX	8,369,502	8,695,663
DETAILS OF WRITE-INS			
0601.	XXX		
0602.	XXX		
0603.	XXX		
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above)	XXX	0	0
0701.	XXX		
0702.	XXX		
0703.	XXX		
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0
0799. Totals (Lines 0701 thru 0703 plus 0798) (Line 7 above)	XXX	0	0
1401.			0
1402.			0
1403.			0
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above)	0	0	0
2901. Gain/(Loss) on the Sale of Assets.....		(6,014)	(4,384)
2902. Miscellaneous Income.....		136,364	124,303
2903.			
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above)	0	130,350	119,919

**STATEMENT AS OF MARCH 31, 2007 OF THE
Health Alliance Plan of Michigan**

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year
CAPITAL AND SURPLUS ACCOUNT:			
33. Capital and surplus prior reporting year.....	242,352,253	220,773,309	220,773,309
34. Net income or (loss) from Line 32	8,369,502	8,695,663	48,891,712
35. Change in valuation basis of aggregate policy and claim reserves		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$922,738	(1,397,325)	(2,085,130)
37. Change in net unrealized foreign exchange capital gain or (loss)		0	0
38. Change in net deferred income tax		0	0
39. Change in nonadmitted assets	15,848	(285,771)	4,772,363
40. Change in unauthorized reinsurance	0	0	0
41. Change in treasury stock		0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles		0	0
44. Capital Changes:			
44.1 Paid in		0	0
44.2 Transferred from surplus (Stock Dividend)		0	0
44.3 Transferred to surplus		0	0
45. Surplus adjustments:			
45.1 Paid in		0	0
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital		0	0
46. Dividends to stockholders		0	(30,000,000)
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital & surplus (Lines 34 to 47)	9,308,088	7,012,567	21,578,944
49. Capital and surplus end of reporting period (Line 33 plus 48)	251,660,341	227,785,877	242,352,253
DETAILS OF WRITE-INS			
4701.	0	0	0
4702.		0	0
4703.		0	0
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 thru 4703 plus 4798) (Line 47 above)	0	0	0

**STATEMENT AS OF MARCH 31, 2007 OF THE
Health Alliance Plan of Michigan**

CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations		
1. Premiums collected net of reinsurance.....	403,371,133	1,598,583,092
2. Net investment income	2,955,350	10,225,116
3. Miscellaneous income	75,863	676,751
4. Total (Lines 1 to 3)	406,402,346	1,609,484,958
5. Benefits and loss related payments	362,293,661	1,427,845,246
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	25,106,021	91,850,786
8. Dividends paid to policyholders	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	0	0
10. Total (Lines 5 through 9)	387,399,682	1,519,696,032
11. Net cash from operations (Line 4 minus Line 10)	19,002,664	89,788,926
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	0	0
12.2 Stocks	35,743	51,358
12.3 Mortgage loans	0	0
12.4 Real estate	0	0
12.5 Other invested assets	14,323	129,407
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0
12.7 Miscellaneous proceeds	5,031	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	55,097	180,765
13. Cost of investments acquired (long-term only):		
13.1 Bonds	0	0
13.2 Stocks	1,246,447	5,474,681
13.3 Mortgage loans	0	0
13.4 Real estate	0	0
13.5 Other invested assets	65,813	0
13.6 Miscellaneous applications	0	80,583
13.7 Total investments acquired (Lines 13.1 to 13.6)	1,312,260	5,555,264
14. Net increase (or decrease) in contract loans and premium notes	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(1,257,163)	(5,374,499)
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0
16.3 Borrowed funds	(37,241)	236,223
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0
16.5 Dividends to stockholders	0	30,000,000
16.6 Other cash provided (applied).....	(2,413,640)	(1,447,595)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(2,450,881)	(31,211,371)
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)	15,294,620	53,203,056
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year.....	171,219,931	118,016,875
19.2 End of period (Line 18 plus Line 19.1)	186,514,551	171,219,931

Note: Supplemental disclosures of cash flow information for non-cash transactions:

20.0001. Subsidiary acquired in a business acquisition.....		603,601
20.0002. Note given for subsidiary acquired.....		343,601
20.0003. Cash paid for subsidiary acquired.....		260,000

**STATEMENT AS OF MARCH 31, 2007 OF THE
Health Alliance Plan of Michigan**

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 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	430,864	4,469	359,146	20,203	0	0	26,332	20,714	0	0
2. First Quarter	410,185	4,257	341,247	19,247			23,484	21,950		
3. Second Quarter	0									
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	1,236,891	13,111	1,030,139	58,859			70,647	64,135		
Total Member Ambulatory Encounters for Period:										
7. Physician	380,258									380,258
8. Non-Physician	191,662									191,662
9. Total	571,920	0	0	0	0	0	0	0	0	571,920
10. Hospital Patient Days Incurred	43,117		23,335	9,360				10,326		96
11. Number of Inpatient Admissions	9,366		5,830	1,664				1,847		25
12. Health Premiums Written	403,371,133	4,050,136	294,156,049	26,379,136			20,156,643	58,629,169		
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	397,711,328	3,950,078	287,294,846	26,379,136			21,458,099	58,629,169		
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	362,293,661	3,592,762	261,306,724	22,907,333			21,706,373	52,780,469		
18. Amount Incurred for Provision of Health Care Services	366,422,882	3,596,224	261,558,525	23,064,524			21,430,203	56,773,406		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$58,629,169

STATEMENT AS OF MARCH 31, 2007 OF THE
Health Alliance Plan of Michigan

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 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1	2	3	4		
	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)	54,869,154	208,761,029	25,701,426	60,966,862	80,570,580	86,956,485
2. Medicare Supplement	2,824,316	20,083,017	1,090,861	3,177,695	3,915,177	4,111,365
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan	3,885,165	17,821,208	1,124,331	2,923,289	5,009,496	4,323,790
6. Title XVIII - Medicare	1,998,029	50,782,440	142,828	6,369,726	2,140,857	2,519,617
7. Title XIX - Medicaid					0	0
8. Other Health					0	0
9. Health Subtotal (Lines 1 to 8).....	63,576,664	297,447,694	28,059,446	73,437,572	91,636,110	97,911,257
10. Healthcare receivables (a)					0	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts	1,269,303		882,717	1,812,763	2,152,020	2,152,020
13. Totals	64,845,967	297,447,694	28,942,163	75,250,335	93,788,130	100,063,277

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

NOTES TO FINANCIAL STATEMENTS

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

- A. Material changes in accounting principles and/or correction of errors - Not applicable.
- B. The cumulative effect of changes in accounting principles - Not applicable.

3. BUSINESS COMBINATIONS AND GOODWILL

- A. Statutory Purchase Method - Not applicable.
- B. Statutory Merger - Not applicable.
- C. Assumption Reinsurance - Not applicable.
- D. Impairment Loss - Not applicable.

4. DISCONTINUED OPERATIONS

Not applicable.

5. INVESTMENTS

- A. Mortgage Loans, including Mezzanine Real Estate Loans - Not applicable.
- B. Debt Restructuring - Not applicable.
- C. Reverse Mortgages - Not applicable.
- D. Loan-Backed Securities - Not applicable.
- E. For repurchase agreements, Company policies require a minimum of 102% of the fair value of securities purchased under repurchase agreements to be maintained as collateral.
- F. Real Estate - No significant change.
- G. Investments in Low-Income Housing Tax Credits - Not applicable.

6. JOINT VENTURES, PARTNERSHIPS AND LIMITED LIABILITY COMPANIES

- A. The Company has no new investments in Joint Ventures, Partnerships or Limited Liability Companies that exceed 10% of its admitted assets.
- B. Impaired investments in Joint Ventures, Partnerships and Limited Liability Companies - Not applicable.

7. INVESTMENT INCOME

- A. The bases for excluding (nonadmitting) any investment income due and accrued - Not applicable.

NOTES TO FINANCIAL STATEMENTS

B. The total amount of investment income excluded - Not applicable.

8. DERIVATIVE INSTRUMENTS

Not applicable.

9. INCOME TAXES

Not applicable.

10. INFORMATION CONCERNING PARENT, SUBSIDIARIES AND AFFILIATES

No significant change.

11. DEBT

No significant change.

The Company does not have any reverse repurchase agreements.

12. RETIREMENT PLANS, DEFERRED COMPENSATION, POSTEMPLOYMENT BENEFITS AND COMPENSATED ABSENCES AND OTHER POSTRETIREMENT BENEFIT PLANS

No significant change.

13. CAPITAL AND SURPLUS, SHAREHOLDER' DIVIDEND RESTRICTIONS AND QUASI-REORGANIZATIONS

A. The Corporation has no common stock.

B. The Corporation has no preferred stock.

C. The Corporation has no restrictions on unassigned funds (surplus).

D. The Corporation holds 1,500,000 shares of AHLIC stock with a par value of \$1,500,000 and 50,000 shares of Preferred Health Plan with a par value of \$50,000.

E. The Corporation has no surplus notes outstanding.

F. The Corporation has no quasi-reorganization to report.

G. The portion of unassigned funds (surplus) represented or reduced by cumulative unrealized gains and (losses) is (\$2,420,000).

14. CONTINGENCIES

NOTES TO FINANCIAL STATEMENTS

No significant change.

15. LEASES

No significant change.

16. INFORMATION ABOUT FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK AND FINANCIAL INSTRUMENTS WITH CONCENTRATIONS OF CREDIT 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 PLANS AND THE UNINSURED PORTION OF PARTIALLY UNINSURED PLANS

A. ASO Plans - Not applicable.

B. ASC Plans - Not applicable.

C. Medicare or Similarly Structured Cost Based Reimbursement Contract - Not applicable.

19. DIRECT PREMIUM WRITTEN/PRODUCED BY MANAGING GENERAL AGENTS/THIRD PARTY ADMINISTRATION

Not applicable.

20. SEPTEMBER 11 EVENTS

Not applicable.

21. OTHER ITEMS

A. Extraordinary Items - Not applicable.

B. Troubled Debt Restructuring - Not applicable.

C. Other Disclosures - Not applicable.

D. At March 31, 2007 and December 31, 2006 the Company had admitted assets of \$33,038,000 and \$19,289,000, respectively, in Uncollected Premiums. The Company routinely assesses the collectibility of these receivables. Based upon Company experience, less than 1% of the balance may become uncollectible and the potential loss is not material to the Company's financial condition.

E. Business Interruption Insurance Recoveries - Not applicable.

22. EVENTS SUBSEQUENT

STATEMENT AS OF MARCH 31, 2007 OF THE
Health Alliance Plan of Michigan

NOTES TO FINANCIAL STATEMENTS

Not applicable.

23. REINSURANCE

- A. Ceded Reinsurance Report - Not applicable.
- B. Uncollectible Reinsurance - Not applicable.
- C. Commutation of Ceded Reinsurance - Not applicable.

24. RETROSPECTIVELY RATED CONTRACTS & CONTRACTS SUBJECT TO REDETERMINATION

Not applicable.

25. CHANGE IN INCURRED CLAIMS AND CLAIM ADJUSTMENT EXPENSES

Not applicable.

26. INTERCOMPANY POOLING ARRANGEMENTS

Not applicable.

27. STRUCTURED SETTLEMENTS

Not applicable.

28. HEALTHCARE RECEIVABLES

- A. Pharmaceutical Rebate Receivables (dollars in thousands)

These rebates are calculated using historical rebate trends and membership

Quarter	Estimated Pharmacy Rebates as Reported on Financial Statements	Pharmacy Rebates as Billed or Otherwise Confirmed	Actual Rebates Received Within 90 Days of Billing	Actual Rebates Received Within 91 to 180 Days of Billing	Actual Rebates Received More than 180 Days after Billing
03/31/2007	2,924	2,721			
12/31/2006	2,508	2,587	2,873		
09/30/2006	1,568	2,661	3,073	117	
06/30/2006	1,571	1,783	2,051	505	371
03/31/2006	1,631	1,842	2,301	26	124
12/31/2005	1,627	1,892	2,126	144	(146)
09/30/2005	1,047	1,166	1,071	366	
06/30/2005	952	1,086	986	239	
03/31/2005	937	1,154	962	22	305

**STATEMENT AS OF MARCH 31, 2007 OF THE
Health Alliance Plan of Michigan**

NOTES TO FINANCIAL STATEMENTS

B. Risk Sharing Receivables (dollars in thousands)

Risk sharing receivables are based on the actual financial performance of the contracted provider network for their contracted period.

Calendar Year	Evaluation Period Year Ending	Risk Sharing Recv'ble as Estimated in the Prior Year	Risk Sharing Recv'ble as Estimated in the Current Year	Risk Sharing Recv'ble Billed	Risk Sharing Recv'ble Not Yet Billed	Actual Risk Sharing Amounts Received in Year Billed	Actual Risk Sharing Amounts Received First Year Subseqnt	Actual Risk Sharing Amounts Received 2nd Year Subseqnt	Actual Risk Sharing Amounts Received All Other
2005	2005	8,111	151		151	7,979			
	2006	XXX	XXX		XXX				

29. PARTICIPATING POLICIES

Not applicable.

30. PREMIUM DEFICIENCY RESERVES

Not applicable.

31. ANTICIPATED SALVAGE AND SUBROGATION

Not applicable.

**STATEMENT AS OF MARCH 31, 2007 OF THE
Health Alliance Plan of Michigan**

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 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]
- 1.2 If yes, has the report been filed with the domiciliary state? Yes [] No []
- 2.1 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]
- 2.2 If yes, date of change:
If not previously filed, furnish herewith a certified copy of the instrument as amended.
3. 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 - organizational chart.
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 4.2 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

5. 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 [] NA [X]
If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2002
- 6.2 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. 12/31/2002
- 6.3 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). 05/11/2004
- 6.4 By what department or departments?
The Michigan Office of Financial and Insurance Services.....
- 7.1 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? Yes [] No [X]
- 7.2 If yes, give full information:
.....
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
.....
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [] No [X]
- 8.4 If response to 8.3 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

**STATEMENT AS OF MARCH 31, 2007 OF THE
Health Alliance Plan of Michigan**

GENERAL INTERROGATORIES

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?..... Yes [X] No []
- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c) Compliance with applicable governmental laws, rules and regulations;
- (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e) Accountability for adherence to the code.
- 9.11 If the response to 9.1 is No, please explain:
.....
- 9.2 Has the code of ethics for senior managers been amended?..... Yes [] No [X]
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
.....
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers?..... Yes [] No [X]
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).
.....

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:..... \$809,536

INVESTMENT

- 11.1 Has there been any change in the reporting entity's own preferred or common stock? Yes [] No []
- 11.2 If yes, explain:
Not applicable.....
- 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 [X] No []
- 15.2 If yes, please complete the following:

	1		2
	Prior Year-End Book/Adjusted Carrying Value		Current Quarter Book/Adjusted Carrying Value
15.21 Bonds	\$		\$
15.22 Preferred Stock	\$		\$
15.23 Common Stock	\$25,693,822		\$25,423,670
15.24 Short-Term Investments	\$		\$
15.25 Mortgage Loans on Real Estate	\$		\$
15.26 All Other	\$0		\$658,690
15.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 15.21 to 15.26).....	\$25,693,822		\$26,082,359
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 []
If no, attach a description with this statement.

**STATEMENT AS OF MARCH 31, 2007 OF THE
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GENERAL INTERROGATORIES

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

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
Comerica Bank NA.....	Detroit Michigan.....
Western Assets.....	Wilmington Delaware.....
JPMorgan Chase.....	New York New York.....

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)
Not applicable.....		

17.3 Have there been any changes, including name changes in the custodian(s) identified in 17.1 during the current quarter?

Yes No

17.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
Not applicable.....			

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
Not applicable.....	Brian Gamble.....	Detroit Michigan.....
2405849.....	Kyle Logan.....	Charlotte North Carolina.....
70923.....	Calvin Johnson.....	Chicago Illinois.....
7691.....	Susan Renaud.....	Detroit Michigan.....
110441.....	Sandy Goodman.....	Pasadena California.....
1723878.....	Joe Gaskey.....	Charlotte North Carolina.....
7691.....	Paul Youngblood.....	Detroit Michigan.....
7691.....	Brian Kerber.....	Detroit Michigan.....
Not applicable.....	Janet Kosciuk.....	Columbus Ohio.....

18.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed?

Yes No

18.2 If no, list exceptions:

.....

**STATEMENT AS OF MARCH 31, 2007 OF THE
Health Alliance Plan of Michigan**

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	2,795,374	3,410,393
2. Increase (decrease) by adjustment	(201,657)	(822,606)
3. Cost of acquired	0	0
4. Cost of additions to and permanent improvements	333,756	207,587
5. Total profit (loss) on sales	0	0
6. Increase (decrease) by foreign exchange adjustment	0	0
7. Amount received on sales	0	0
8. Book/adjusted carrying value at end of current period	2,927,474	2,795,374
9. Total valuation allowance	0	0
10. Subtotal (Lines 8 plus 9)	2,927,474	2,795,374
11. Total nonadmitted amounts	2,051,260	1,911,881
12. Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)	876,214	883,493

SCHEDULE B – VERIFICATION

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
NONE		
1. Book value/recorded investment excluding accrued interest on mortgages owned, December 31 of prior year	0	0
2. Amount loaned during period:		
2.1. Actual cost at time of acquisitions	0	0
2.2. Additional investment made after acquisitions	0	0
3. Accrual of discount and mortgage interest points and commitment fees	0	0
4. Increase (decrease) by adjustment	0	0
5. Total profit (loss) on sale	0	0
6. Amounts paid on account or in full during the period	0	0
7. Amortization of premium	0	0
8. Increase (decrease) by foreign exchange adjustment	0	0
9. Book value/recorded investment excluding accrued interest on mortgages owned at end of current period	0	0
10. Total valuation allowance	0	0
11. Subtotal (Lines 9 plus 10)	0	0
12. Total nonadmitted amounts	0	0
13. Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column)	0	0

SCHEDULE BA – VERIFICATION

Other Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of long-term invested assets owned, December 31 of prior year	63,056,652	59,351,008
2. Cost of acquisitions during period:		
2.1. Actual cost at time of acquisitions	607,205	0
2.2. Additional investment made after acquisitions	65,813	0
3. Accrual of discount	0	0
4. Increase (decrease) by adjustment	997,677	3,828,432
5. Total profit (loss) on sale	1,148	6,619
6. Amounts paid on account or in full during the period	14,323	129,407
7. Amortization of premium	0	0
8. Increase (decrease) by foreign exchange adjustment	0	0
9. Book/adjusted carrying value of long-term invested assets at end of current period	64,714,171	63,056,652
10. Total valuation allowance	0	0
11. Subtotal (Lines 9 plus 10)	64,714,171	63,056,652
12. Total nonadmitted amounts	0	0
13. Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3)	64,714,171	63,056,652

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	128,653,501	125,317,749
2. Cost of bonds and stocks acquired	1,246,447	5,474,681
3. Accrual of discount	0	0
4. Increase (decrease) by adjustment	871,253	(2,085,131)
5. Increase (decrease) by foreign exchange adjustment	0	0
6. Total profit (loss) on disposal	(1,038)	(2,441)
7. Consideration for bonds and stocks disposed of	642,948	51,358
8. Amortization of premium	0	0
9. Book/adjusted carrying value, current period	130,127,216	128,653,501
10. Total valuation allowance	0	0
11. Subtotal (Lines 9 plus 10)	130,127,216	128,653,501
12. Total nonadmitted amounts	0	0
13. Statement value	130,127,216	128,653,501

**STATEMENT AS OF MARCH 31, 2007 OF THE
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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 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1	42,460,410	24,528,042	24,590,035		42,398,417	0	0	42,460,410
2. Class 2	0				0	0	0	0
3. Class 3	0				0	0	0	0
4. Class 4	0				0	0	0	0
5. Class 5	0				0	0	0	0
6. Class 6	0				0	0	0	0
7. Total Bonds	42,460,410	24,528,042	24,590,035	0	42,398,417	0	0	42,460,410
PREFERRED STOCK								
8. Class 1	0				0	0	0	0
9. Class 2	0				0	0	0	0
10. Class 3	0				0	0	0	0
11. Class 4	0				0	0	0	0
12. Class 5	0				0	0	0	0
13. Class 6	0				0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	42,460,410	24,528,042	24,590,035	0	42,398,417	0	0	42,460,410

STATEMENT AS OF MARCH 31, 2007 OF THE
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SCHEDULE DA - PART 1

Short-Term Investments Owned End of Current Quarter

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
8299999 Totals	42,398,417	XXX	42,398,417	612,309	

SCHEDULE DA - PART 2- VERIFICATION

Short-Term Investments Owned

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	42,460,410	13,000,000
2. Cost of short-term investments acquired	24,528,042	29,460,410
3. Increase (decrease) by adjustment0
4. Increase (decrease) by foreign exchange adjustment0
5. Total profit (loss) on disposal of short-term investments0
6. Consideration received on disposal of short-term investments	24,590,035	.0
7. Book/adjusted carrying value, current period	42,398,417	42,460,410
8. Total valuation allowance0
9. Subtotal (Lines 7 plus 8)	42,398,417	42,460,410
10. Total nonadmitted amounts0
11. Statement value (Lines 9 minus 10)	42,398,417	42,460,410
12. Income collected during period	560,877	562,452
13. Income earned during period	612,309	796,386

Schedule DB - Part F - Section 1

NONE

Schedule DB - Part F - Section 2

NONE

Schedule S

NONE

**STATEMENT AS OF MARCH 31, 2007 OF THE
Health Alliance Plan of Michigan**

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

States, Etc.	1 Is Insurer Licensed (Yes or No)	Direct Business Only							9 Deposit-Type Contracts	
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefit Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/ Casualty Premiums	8 Total Columns 2 Through 7		
1. Alabama	AL	No							0	
2. Alaska	AK	No							0	
3. Arizona	AZ	No							0	
4. Arkansas	AR	No							0	
5. California	CA	No							0	
6. Colorado	CO	No							0	
7. Connecticut	CT	No							0	
8. Delaware	DE	No							0	
9. District of Columbia	DC	No							0	
10. Florida	FL	No							0	
11. Georgia	GA	No							0	
12. Hawaii	HI	No							0	
13. Idaho	ID	No							0	
14. Illinois	IL	No							0	
15. Indiana	IN	No							0	
16. Iowa	IA	No							0	
17. Kansas	KS	No							0	
18. Kentucky	KY	No							0	
19. Louisiana	LA	No							0	
20. Maine	ME	No							0	
21. Maryland	MD	No							0	
22. Massachusetts	MA	No							0	
23. Michigan	MI	Yes	316,225,701	58,629,169		21,458,099			396,312,969	
24. Minnesota	MN	No							0	
25. Mississippi	MS	No							0	
26. Missouri	MO	No							0	
27. Montana	MT	No							0	
28. Nebraska	NE	No							0	
29. Nevada	NV	No							0	
30. New Hampshire	NH	No							0	
31. New Jersey	NJ	No							0	
32. New Mexico	NM	No							0	
33. New York	NY	No							0	
34. North Carolina	NC	No							0	
35. North Dakota	ND	No							0	
36. Ohio	OH	No							0	
37. Oklahoma	OK	No							0	
38. Oregon	OR	No							0	
39. Pennsylvania	PA	No							0	
40. Rhode Island	RI	No							0	
41. South Carolina	SC	No							0	
42. South Dakota	SD	No							0	
43. Tennessee	TN	No							0	
44. Texas	TX	No							0	
45. Utah	UT	No							0	
46. Vermont	VT	No							0	
47. Virginia	VA	No							0	
48. Washington	WA	No							0	
49. West Virginia	WV	No							0	
50. Wisconsin	WI	No							0	
51. Wyoming	WY	No							0	
52. American Samoa	AS	No							0	
53. Guam	GU	No							0	
54. Puerto Rico	PR	No							0	
55. U.S. Virgin Islands	VI	No							0	
56. Northern Mariana Islands	MP								0	
57. Canada	CN								0	
58. Aggregate Other Alien	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX		316,225,701	58,629,169	0	21,458,099	0	0	396,312,969	0
60. Reporting entity contributions for Employee Benefit Plans	XXX		1,398,359						1,398,359	
61. Total (Direct Business)	(a) 1		317,624,060	58,629,169	0	21,458,099	0	0	397,711,328	0
DETAILS OF WRITE-INS										
5801.	XXX									
5802.	XXX									
5803.	XXX									
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX		0	0	0	0	0	0	0	0
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX		0	0	0	0	0	0	0	0

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

Schedule Y - Part 1

NONE

**STATEMENT AS OF MARCH 31, 2007 OF THE
Health Alliance Plan of Michigan**

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 supplemental is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

RESPONSE

1. Will the Medicare Part D Coverage Statement be filed with the state of domicile and the NAIC with this statement?

.....SEE EXPLANATION.....

Explanation:

1.The Company provides Medicare Part D coverage through a Medicare Advantage plan

Bar Code:

**STATEMENT AS OF MARCH 31, 2007 OF THE
Health Alliance Plan of Michigan**

OVERFLOW PAGE FOR WRITE-INS

MQ002 Additional Aggregate Lines for Page 02 Line 23.

*ASSETS

	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	Prior Year Net Admitted Assets
2304. Goodwill.....	9,387,282	9,387,282	0	0
2305. Prepaid Expense.....	1,547,272	1,547,272	0	0
2306. Other Assets.....	57,843		57,843	57,843
2397. Summary of remaining write-ins for Line 23 from Page 02	10,992,397	10,934,554	57,843	57,843

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 1

NONE

Schedule B - Part 2

NONE

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part D - Section 1

NONE

