11549200220100100 2002 Document Code: 201

ANNUAL STATEMENT

For the Year Ending December 31, 2002

OF THE CONDITION AND AFFAIRS OF THE

HealthPlus Partners, Inc.

NAIC Group Code 3409 (Current Period), 0000 (Prior Period) NAIC Company Code 11549 Employer's ID Number 01-0729151

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[ ] Propery/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]

Date Incorporated or Organized 07/08/2002 Date Commenced Business 01/01/2003

Statutory Home Office 2050 South Linden Road (Street and Number), Flint, MI 48532 (City, or Town, State and Zip Code)

Main Administrative Office 2050 South Linden Road (Street and Number)
Flint, MI 48532 (City or Town, State and Zip Code) (800)332-9161 (Area Code) (Telephone Number)

Mail Address 2050 South Linden Road, P.O. Box 1700 (Street and Number or P.O. Box), Flint, MI 48501-1700 (City, or Town, State and Zip Code)

Primary Location of Books and Records 2050 South Linden Road (Street and Number)
Flint, MI 48532 (City, or Town, State and Zip Code) (800)332-9161 (Area Code) (Telephone Number)

Internet Website Address www.healthplus.com

Statement Contact Matthew Andrew Mendrygal, C.P.A. (Name) (810)230-2179 (Area Code)(Telephone Number)(Extension)
mmendrygal@healthplus.com (E-Mail Address) (810)230-2208 (Fax Number)

Policyowner Relations Contact 2050 South Linden Road, P.O. Box 1700 (Street and Number)
Flint, MI 48501-1700 (City, or Town, State and Zip Code) (800)332-9161 (Area Code) (Telephone Number)(Extension)

OFFICERS

President Paul Alan Fuhs Ph.D.
Secretary Dan Ellis Champney Esq.
Treasurer Matthew Andrew Mendrygal C.P.A.

VICE PRESIDENTS

DIRECTORS OR TRUSTEES

Penelope Drake Pestronk

State of Michigan
County of Genesee ss

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

(Signature)	(Signature)	(Signature)
Paul Alan Fuhs	Dan Ellis Champney	Matthew Andrew Mendrygal
(Printed Name)	(Printed Name)	(Printed Name)
President	Secretary	Treasurer

Subscribed and sworn to before me this _____ day of _____, 2003

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

(Notary Public Signature)

7 Analysis of Operations - . . . . . NONE
8 Underwriting Invest Exh Pt 1 - Premiums - . . . . . NONE
9 Underwriting Invest Exh Pt 2 - Claims Incurred - . . . . . NONE
10 Underwriting Invest Exh Pt 2A - Claims Liab. - . . . . . NONE
11 Underwriting Invest Exh Pt 2B - Claims UnPaid - . . . . . NONE
12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Total. . . . . NONE
12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Total. . . . . NONE
12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Total. . . . . NONE
12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Hospital and Medical. . . . . NONE
12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Hospital and Medical . . . . NONE
12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Hospital and Medical . . . . NONE
12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Medicare Supplement. . . . . NONE
12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Medicare Supplement . . . NONE
12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Medicare Supplement . . . NONE
12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Dental Only. . . . . NONE
12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Dental Only. . . . . NONE
12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Dental Only. . . . . NONE
12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Vision Only. . . . . NONE
12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Vision Only. . . . . NONE
12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Vision Only. . . . . NONE
12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Fed Emp HBPP. . . . . NONE
12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Fed Emp HBPP. . . . . NONE
12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Fed Emp HBPP. . . . . NONE
12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Title XVIII-Medicare. . . . . NONE
12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Title XVIII-Medicare. . . . . NONE
12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Title XVIII-Medicare . . . . . NONE
12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Title XIX-Medicaid. . . . . NONE
12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Title XIX-Medicaid. . . . . NONE
12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Title XIX-Medicaid. . . . . NONE
12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Other. . . . . NONE
12 Underwriting Invest Exh Pt 2C Sn B - Incur Claims - Other. . . . . NONE
12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Other. . . . . NONE
13 Underwriting Invest Exh Pt 2D - A & H Reserve - . . . . . NONE
14 Underwriting Invest Exh Pt 3 - Expenses -. . . . . NONE
15 Exhibit of Net Investment Income - . . . . . NONE
15 Exhibit of Capital Gains (Losses) -. . . . . NONE
16 Exhibit 1 - Analysis of Nonadmit. Assets -. . . . . NONE
17 Exhibit 2 - Enrollment By Product Type -. . . . . NONE
18 Exhibit 3 - Accident and Health Premiums - . . . . . NONE
19 Exhibit 4 - Health Care Receivables -. . . . . NONE
20 Exhibit 5 - Claims Payable - . . . . . NONE
21 Exhibit 6 - Ammounts Due From Parent - . . . . . NONE
22 Exhibit 7 - Amounts Due to Parent -. . . . . NONE
23 Exhibit 8 - Pt1 - Summary Trans. With Prov -. . . . . NONE
23 Exhibit 8 - Pt2 - Summary Trans. With Interm - . . . . . NONE
24 Exhibit 9 - Furniture and Equipment Owned - . . . . . NONE

11549200243058000 2002 Document Code: 430

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

REPORT FOR: 1. CORPORATION: 2. DIVISION:

NAIC Group Code 3409 BUSINESS IN THE STATE OF **GRAND TOTAL** DURING THE YEAR NAIC Company Code 11549

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year										
2. First Quarter										
3. Second Quarter										
4. Third Quarter										
5. Current Year										
6. Current Year Member Months										
Total Member Ambulatory Encounters for Year:										
7. Physician										
8. Non-Physician										
9. Total										
10. Hospital Patient Days Incurred										
11. Number of Inpatient Admissions										
12. Premiums Collected										
13. Premiums Earned										
14. Amount Paid for Provision of Health Care Services										
15. Amount of Incurred for Provision of Health Care Services										

NONE

11549200243023000 2002 Document Code: 430

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

REPORT FOR: 1. CORPORATION: 2. DIVISION:

NAIC Group Code 3409 BUSINESS IN THE STATE OF **MICHIGAN** DURING THE YEAR NAIC Company Code 11549

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year										
2. First Quarter										
3. Second Quarter										
4. Third Quarter										
5. Current Year										
6. Current Year Member Months										
Total Member Ambulatory Encounters for Year:										
7. Physician										
8. Non-Physician										
9. Total										
10. Hospital Patient Days Incurred										
11. Number of Inpatient Admissions										
12. Premiums Collected										
13. Premiums Earned										
14. Amount Paid for Provision of Health Care Services										
15. Amount of Incurred for Provision of Health Care Services										

NONE

35 Schedule A - Verification -. . . . . NONE

35 Schedule B - Verification -. . . . . NONE

35 Schedule BA - Verification - . . . . . NONE

36 Schedule D - Summary by Country - . . . . . NONE

36 Schedule D - Verification -. . . . . NONE

SCHEDULE D - PART 1A - SECTION 1

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating Per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
1. U.S. GOVERNMENTS, SCHEDULES D & DA (Group 1)											
1.1 Class 1	1,000,000					1,000,000	100.00			1,000,000	
1.2 Class 2											
1.3 Class 3											
1.4 Class 4											
1.5 Class 5											
1.6 Class 6											
1.7 TOTALS	1,000,000					1,000,000	100.00			1,000,000	
2. ALL OTHER GOVERNMENTS, SCHEDULES D & DA (Group 2)											
2.1 Class 1											
2.2 Class 2											
2.3 Class 3											
2.4 Class 4											
2.5 Class 5											
2.6 Class 6											
2.7 TOTALS											
3. STATES, TERRITORIES AND POSSESSIONS ETC., GUARANTEED, SCHEDULES D & DA (Group 3)											
3.1 Class 1											
3.2 Class 2											
3.3 Class 3											
3.4 Class 4											
3.5 Class 5											
3.6 Class 6											
3.7 TOTALS											
4. POLITICAL SUBDIVISIONS OF STATES, TERRITORIES & POSSESSIONS, GUARANTEED, SCHEDULES D & DA (Group 4)											
4.1 Class 1											
4.2 Class 2											
4.3 Class 3											
4.4 Class 4											
4.5 Class 5											
4.6 Class 6											
4.7 TOTALS											
5. SPECIAL REVENUE & SPECIAL ASSESSMENT OBLIGATIONS ETC., NON-GUARANTEED, SCHEDULES D & DA (Group 5)											
5.1 Class 1											
5.2 Class 2											
5.3 Class 3											
5.4 Class 4											
5.5 Class 5											
5.6 Class 6											
5.7 TOTALS											

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating Per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
6. PUBLIC UTILITIES (UNAFFILIATED), SCHEDULES D & DA (Group 6)											
6.1 Class 1											
6.2 Class 2											
6.3 Class 3											
6.4 Class 4											
6.5 Class 5											
6.6 Class 6											
6.7 TOTALS											
7. INDUSTRIAL & MISCELLANEOUS (UNAFFILIATED), SCHEDULES D & DA (Group 7)											
7.1 Class 1											
7.2 Class 2											
7.3 Class 3											
7.4 Class 4											
7.5 Class 5											
7.6 Class 6											
7.7 TOTALS											
8. CREDIT TENANT LOANS, SCHEDULES D & DA (Group 8)											
8.1 Class 1											
8.2 Class 2											
8.3 Class 3											
8.4 Class 4											
8.5 Class 5											
8.6 Class 6											
8.7 TOTALS											
9. PARENT, SUBSIDIARIES AND AFFILIATES, SCHEDULES D & DA (Group 9)											
9.1 Class 1											
9.2 Class 2											
9.3 Class 3											
9.4 Class 4											
9.5 Class 5											
9.6 Class 6											
9.7 TOTALS											

NONE

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values By Major Types of Issues and NAIC Designations

Quality Rating Per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
10. TOTAL BONDS CURRENT YEAR											
10.1 Class 1	1,000,000					1,000,000	100.00	XXX	XXX	1,000,000	
10.2 Class 2								XXX	XXX		
10.3 Class 3								XXX	XXX		
10.4 Class 4								XXX	XXX		
10.5 Class 5						(c)		XXX	XXX		
10.6 Class 6						(c)		XXX	XXX		
10.7 TOTALS	1,000,000					(b) 1,000,000	100.00	XXX	XXX	1,000,000	
10.8 Line 10.7 as a % of Column 6	100.00					100.00	XXX	XXX	XXX	100.00	
11. TOTAL BONDS PRIOR YEAR											
11.1 Class 1						XXX	XXX				
11.2 Class 2						XXX	XXX				
11.3 Class 3						XXX	XXX				
11.4 Class 4						XXX	XXX				
11.5 Class 5						XXX	XXX	(c)			
11.6 Class 6						XXX	XXX	(c)			
11.7 TOTALS						XXX	XXX	(b)			
11.8 Line 11.7 as a % of Col. 8						XXX	XXX		XXX		
12. TOTAL PUBLICLY TRADED BONDS											
12.1 Class 1	1,000,000					1,000,000	100.00			1,000,000	XXX
12.2 Class 2											XXX
12.3 Class 3											XXX
12.4 Class 4											XXX
12.5 Class 5											XXX
12.6 Class 6											XXX
12.7 TOTALS	1,000,000					1,000,000	100.00			1,000,000	XXX
12.8 Line 12.7 as a % of Col. 6	100.00					100.00	XXX	XXX	XXX	100.00	XXX
12.9 Line 12.7 as a % of Line 10.7, Col. 6, Section 10	100.00					100.00	XXX	XXX	XXX	100.00	XXX
13. TOTAL PRIVATELY PLACED BONDS											
13.1 Class 1										XXX	
13.2 Class 2										XXX	
13.3 Class 3										XXX	
13.4 Class 4										XXX	
13.5 Class 5										XXX	
13.6 Class 6										XXX	
13.7 TOTALS										XXX	
13.8 Line 13.7 as a % of Col. 6							XXX	XXX	XXX	XXX	
13.9 Line 13.7 as a % of Line 10.7, Col. 6, Section 10							XXX	XXX	XXX	XXX	

(a) Includes $..... freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.
(b) Includes $..... current year, $..... prior year of bonds with Z designations and $..... current year, $..... prior year of bonds with Z* designations. The letter "Z" means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z*" means the SVO could not evaluate the obligation because valuation procedures for the security class is under regulatory review.
(c) Includes $..... current year, $..... prior year of bonds with 5* designations and $..... current year, $..... prior year of bonds with 6* designations. "5*" means the NAIC designation was assigned by the SVO in reliance on the insurer's certification that the issuer is current in all principal and interest payments. "6*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.

SCHEDULE D - PART 1A - SECTION 2

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Types of and subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
1. U.S. GOVERNMENTS, SCHEDULES D & DA (Group 1)											
1.1 Issuer Obligations	1,000,000					1,000,000	100.00			1,000,000	
1.2 Single Class Mortgage-Backed/Asset-Backed Bonds											
1.7 TOTALS	1,000,000					1,000,000	100.00			1,000,000	
2. ALL OTHER GOVERNMENTS, SCHEDULES D & DA (Group 2)											
2.1 Issuer Obligations											
2.2 Single Class Mortgage-Backed/Asset-Backed Bonds											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
2.3 Defined											
2.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
2.5 Defined											
2.6 Other											
2.7 TOTALS											
3. STATES, TERRITORIES AND POSSESSIONS, GUARANTEED, SCHEDULES D & DA (Group 3)											
3.1 Issuer Obligations											
3.2 Single Class Mortgage-Backed/Asset-Backed Bonds											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
3.3 Defined											
3.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
3.5 Defined											
3.6 Other											
3.7 TOTALS											
4. POLITICAL SUBDIVISIONS OF STATES, TERRITORIES & POSSESSIONS, GUARANTEED, SCHEDULES D & DA (Group 4)											
4.1 Issuer Obligations											
4.2 Single Class Mortgage-Backed/Asset-Backed Bonds											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
4.3 Defined											
4.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
4.5 Defined											
4.6 Other											
4.7 TOTALS											
5. SPECIAL REVENUE & SPECIAL ASSESSMENT OBLIGATIONS ETC., NON-GUAR., SCH. D & DA (Group 5)											
5.1 Issuer Obligations											
5.2 Single Class Mortgage-Backed/Asset-Backed Bonds											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
5.3 Defined											
5.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
5.5 Defined											
5.6 Other											
5.7 TOTALS											

SCHEDULE D - PART 1A - SECTION 2 (continued)

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Types of and subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
6. PUBLIC UTILITIES (UNAFFILIATED), SCHEDULES D & DA (Group 6)											
6.1 Issuer Obligations											
6.2 Single Class Mortgage-Backed/Asset-Backed Bonds											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
6.3 Defined											
6.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
6.5 Defined											
6.6 Other											
6.7 TOTALS											
7. INDUSTRIAL & MISCELLANEOUS (UNAFFILIATED), SCHEDULES D & DA (Group 7)											
7.1 Issuer Obligations											
7.2 Single Class Mortgage-Backed/Asset-Backed Bonds											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
7.3 Defined											
7.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
7.5 Defined											
7.6 Other											
7.7 TOTALS											
8. CREDIT TENANT LOANS, SCHEDULES D & DA (Group 8)											
8.1 Issuer Obligations											
8.7 TOTALS											
9. PARENT, SUBSIDIARIES AND AFFILIATES, SCHEDULES D & DA (Group 9)											
9.1 Issuer Obligations											
9.2 Single Class Mortgage-Backed/Asset-Backed Bonds											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
9.3 Defined											
9.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
9.5 Defined											
9.6 Other											
9.7 TOTALS											

NONE

SCHEDULE D - PART 1A - SECTION 2 (continued)

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Types of and subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
10. TOTAL BONDS CURRENT YEAR											
10.1 Issuer Obligations	1,000,000					1,000,000	100.00	XXX	XXX	1,000,000	
10.2 Single Class Mortgage-Backed/Asset-Backed Bonds								XXX	XXX		
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
10.3 Defined								XXX	XXX		
10.4 Other								XXX	XXX		
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
10.5 Defined								XXX	XXX		
10.6 Other								XXX	XXX		
10.7 TOTALS	1,000,000					1,000,000	100.00	XXX	XXX	1,000,000	
10.8 Line 10.7 as a % of Column 6	100.00					100.00	XXX	XXX	XXX	100.00	
11. TOTAL BONDS PRIOR YEAR											
11.1 Issuer Obligations						XXX	XXX				
11.2 Single Class Mortgage-Backed/Asset-Backed Bonds						XXX	XXX				
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
11.3 Defined						XXX	XXX				
11.4 Other						XXX	XXX				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
11.5 Defined						XXX	XXX				
11.6 Other						XXX	XXX				
11.7 TOTALS						XXX	XXX				
11.8 Line 11.7 as a % of Column 8						XXX	XXX		XXX		
12. TOTAL PUBLICLY TRADED BONDS											
12.1 Issuer Obligations	1,000,000					1,000,000	100.00			1,000,000	XXX
12.2 Single Class Mortgage-Backed/Asset-Backed Bonds											XXX
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
12.3 Defined											XXX
12.4 Other											XXX
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
12.5 Defined											XXX
12.6 Other											XXX
12.7 TOTALS	1,000,000					1,000,000	100.00			1,000,000	XXX
12.8 Line 12.7 as a % of Column 6	100.00					100.00	XXX	XXX	XXX	100.00	XXX
12.9 Line 12.7 as a % of Line 10.7, Column 6, Section 10	100.00					100.00	XXX	XXX	XXX	100.00	XXX
13. TOTAL PRIVATELY PLACED BONDS											
13.1 Issuer Obligations										XXX	
13.2 Single Class Mortgage-Backed/Asset-Backed Bonds										XXX	
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
13.3 Defined										XXX	
13.4 Other										XXX	
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
13.5 Defined										XXX	
13.6 Other										XXX	
13.7 TOTALS										XXX	
13.8 Line 13.7 as a % of Column 6							XXX	XXX	XXX	XXX	
13.9 Line 13.7 as a % of Line 10.7, Column 6, Section 10							XXX	XXX	XXX	XXX	

SCHEDULE DA - PART 2

Verification of SHORT-TERM INVESTMENTS Between Years

		1 Total	2 Bonds	3 Mortgage Loans	4 Other Short-term Investment Assets (a)	5 Investments in Parent, Subsidiaries and Affiliates
1.	Book/adjusted carrying value, prior year					
2.	Cost of short-term investments acquired	1,000,000	1,000,000			
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					
7.	Book/adjusted carrying value, current year	1,000,000	1,000,000			
8.	Total valuation allowance					
9.	Subtotal (Lines 7 plus 8)	1,000,000	1,000,000			
10.	Total nonadmitted amounts					
11.	Statement value (Lines 9 minus 10)	1,000,000	1,000,000			
12.	Income collected during year					
13.	Income earned during year					

(a) Indicate the category of such assets, for example, joint ventures, transportation equipment:

44 Schedule DB Part A Verification - . . . . . NONE

44 Schedule DB Part B Verification - . . . . . NONE

45 Schedule DB Part C Verification - . . . . . NONE

45 Schedule DB Part D Verification - . . . . . NONE

45 Schedule DB Part E Verification - . . . . . NONE

46 Schedule DB Part F Sn 1 - Sum Replicated Assets - . . . . . NONE

47 Schedule DB Part F Sn 2 - Recon Replicated Assets - . . . . . NONE

48 Schedule S - Part 1 - Section 2 - . . . . . NONE

49 Schedule S - Part 2 - . . . . . NONE

50 Schedule S - Part 3 - Section 2 - . . . . . NONE

51 Schedule S - Part 4 - . . . . . NONE

52 Schedule S - Part 5 - . . . . . NONE

SCHEDULE S - PART 6

Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

	1 As Reported (net of ceded)	2 Restatement Adjustments	3 Restated (gross of ceded)
ASSETS (Page 2, Col. 3)			
1. Cash and invested assets (Line 9)	1,000,000		1,000,000
2. Amounts recoverable from reinsurers (Line 12)			
3. Accident and health premiums due and unpaid (Line 10)			
4. Net credit for ceded reinsurance	X X X		
5. All other admitted assets (Balance)			
6. Total assets (Line 23)	1,000,000		1,000,000
LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7. Claims unpaid (Line 1)			
8. Accrued medical incentive pool and bonus payments (Line 2)			
9. Premiums received in advance (Line 6)			
10. Reinsurance in unauthorized companies (Line 14)			
11. All other liabilities (Balance)			
12. Total liabilities (Line 18)			
13. Total capital and surplus (Line 26)	1,000,000	X X X	1,000,000
14. Total liabilities, capital and surplus (Line 27)	1,000,000		1,000,000
NET CREDIT FOR CEDED REINSURANCE			
15. Claims unpaid			
16. Accrued medical incentive pool			
17. Premiums received in advance			
18. Reinsurance recoverable on paid losses			
19. Other ceded reinsurance recoverables			
20. Total ceded reinsurance recoverables			
21. Premiums receivable			
22. Unauthorized reinsurance			
23. Other ceded reinsurance payables/offsets			
24. Total ceded reinsurance payables/offsets			
25. Total net credit for ceded reinsurance			

SCHEDULE Y (continued)

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1 NAIC Company Code	2 Federal ID Number	3 Names of Insurers and Parent, Subsidiaries or Affiliates	4 Shareholder Dividends	5 Capital Contributions	6 Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	7 Income/(Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	8 Management Agreements and Service Contracts	9 Income/(Disbursements) Incurred Under Reinsurance Agreements	10 *	11 Any Other Material Activity not in the Ordinary Course of the Insurer's Business	12 Totals	13 Reinsurance Recoverable/(Payable) on Losses and/or Reserve Credit Taken/(Liability)
11549	01-0729151	Healthplus Partners Inc		1,000,000							1,000,000	
95580	38-2160688	Healthplus Of MI Inc		(1,000,000)							(1,000,000)	
9999999 Totals									X X X			

Schedule Y Part 2 Explanation:

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

	Response
MARCH FILING	
1. Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	No
2. Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	No
3. Will an actuarial certification be filed by March 1?	See Explanation
4. Will the Risk-based Capital Report be filed with the NAIC by March 1?	Yes
5. Will the Risk-based Capital Report be filed with the state of domicile, if required by March 1?	Yes
6. Will the SVO Compliance Certification be filed by March 1?	No
APRIL FILING	
7. Will Management's Discussion and Analysis be filed by April 1?	Yes
8. Will the Long-term Care Experience Reporting Forms be filed with the state of domicile by April 1?	No
9. Will the Investment Risks Interrogatories be filed by April 1?	Yes
JUNE FILING	
10. Will an audited financial report be filed by June 1 with the state of domicile?	See Explanation

Explanations:

Filing waived by Michigan Office of Financial and Insurance Services
Filing waived by Michigan Office of Financial and Insurance Services

Bar Codes:

Medicare Supplement Insurance Experience Exhibit

11549200236000000 2002 Document Code: 360

Supplemental Compensation Exhibit

11549200246000000 2002 Document Code: 460

SVO Compliance Certification

11549200247000000 2002 Document Code: 470

LTC Experience Reporting Form C

11549200233000000 2002 Document Code: 330

OVERFLOW PAGE FOR WRITE-INS

MEDICARE SUPPLEMENT INSURANCE EXPERIENCE EXHIBIT
FOR THE STATE OF **MICHIGAN**

NAIC Group Code: 3409 NAIC Company Code: 11549

Address (City, State and Zip Code): Flint, MI 48532

Person Completing This Exhibit:

Title: Telephone:

1	2	3	4	5	6	7	8	9	10	Policies Issued Through 1999				Policies Issued in 2000, 2001, 2002			
										11	Incurred Claims		14	15	Incurred Claims		18
											12	13			16	17	
Compliance with OBRA	Policy Form Number	Standardized Medicare Supplement Benefit Plan	Medicare Select	Plan Characteristics	Date Approved	Date Approval Withdrawn	Date Last Amended	Date Closed	Policy Marketing Trade Name	Premiums Earned	Amount	Percent of Premiums Earned	Number of Covered Lives	Premiums Earned	Amount	Percent of Premiums Earned	Number of Covered Lives
0299999 Total Experience on Group Policies																	

NONE

GENERAL INTERROGATORIES

1. If response in Column 1 is no, give full and complete details:
2. Claims address and contact person provided to the Secretary of Health and Human Services as required by 42 U.S.C. 1395ss(c)(3)(E) for this state.
   2.1 Address:
   2.2 Contact Person and Phone Number:
3. Billing address and contact person for user fees established under 42 U.S.C. 1395u(h)(3)(B)
   3.1 Address:
   3.2 Contact Person and Phone Number:
4. Explain any policies identified above as policy type "O":

INDEX TO HEALTH ANNUAL STATEMENT