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QUARTERLY STATEMENT

AS OF JUNE 30, 2013

OF THE CONDITION AND AFFAIRS OF THE

AmeriHealth Michigan, Inc.

NAIC Group Code 00936 (Current Period), _____ (Prior Period) NAIC Company Code 15104 Employer's ID Number 46-0906893

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 [ ] 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 08/15/2012 Commenced Business 04/17/2013

Statutory Home Office 200 Stevens Dr (Street and Number), Philadelphia, PA, US 19113 (City or Town, State, Country and Zip Code)

Main Administrative Office 200 Stevens Dr (Street and Number) Philadelphia, PA, US 19113 (City or Town, State, Country and Zip Code) 215-937-8000 (Area Code) (Telephone Number)

Mail Address 200 Stevens Dr (Street and Number or P.O. Box), Philadelphia, PA, US 19113 (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 200 Stevens Dr (Street and Number) Philadelphia, PA, US 19113 (City or Town, State, Country and Zip Code) 215-937-8000 (Area Code) (Telephone Number)

Internet Web Site Address N/A

Statutory Statement Contact Colleen Jeanette McCabe (Name) 215-863-5582 (Area Code) (Telephone Number) (Extension)

cmccabe@amerihealthcaritas.com (E-mail Address) 215-937-5349 (FAX Number)

OFFICERS

Name	Title	Name	Title
John Williamson Baackes #	President	Sharon Lynn Alexander Keilly #	Vice President
Steven Harvey Bohner #	Vice President & Treasurer	Robert Howard Gilman Esquire #	Vice President & Secretary

OTHER OFFICERS

Todd Adam Borow #	Assistant Secretary		

DIRECTORS OR TRUSTEES

Michael Abdul Rashid #	Anne Maureen Morrissey #	Steven Harvey Bohner #	

State of Pennsylvania
County of Delaware 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.

John Williamson Baackes President	Robert Howard Gilman, Esquire Vice President & Secretary	Steven Harvey Bohner Vice President & 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 August, 2013

Joyce H. Kissinger, Notary Public
May 6, 2016

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
1. Bonds			0	0
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less $ ..... encumbrances)			0	0
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 ($ 1,498,538), cash equivalents ($ 0) and short-term investments ($ 125,000)	1,623,538		1,623,538	0
6. Contract loans (including $ ..... premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets	0		0	0
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	1,623,538	0	1,623,538	0
13. Title plants less $ ..... charged off (for Title insurers only)			0	0
14. Investment income due and accrued			0	0
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection			0	0
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $ ..... earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	0
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans			0	0
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset			0	0
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software			0	0
21. Furniture and equipment, including health care delivery assets ($ .....)			0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates			0	0
24. Health care ($ .....) and other amounts receivable			0	0
25. Aggregate write-ins for other than invested assets	0	0	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	1,623,538	0	1,623,538	0
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	1,623,538	0	1,623,538	0
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0
2501.				
2502.				
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	0	0	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less $ ..... reinsurance ceded)			0	0
2. Accrued medical incentive pool and bonus amounts			0	0
3. Unpaid claims adjustment expenses			0	0
4. Aggregate health policy reserves including the liability of $ ..... for medical loss ratio rebate per the Public Health Service Act			0	0
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			0	0
9. General expenses due or accrued			0	0
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 $ ..... current) and interest thereon $ ..... (including $ ..... current)			0	0
15. Amounts due to parent, subsidiaries and affiliates			0	0
16. Derivatives			0	0
17. Payable for securities			0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with $ ..... authorized reinsurers, $ ..... unauthorized reinsurers and $ ..... certified reinsurers)			0	0
20. Reinsurance in unauthorized and certified ($ .....) companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans			0	0
23. Aggregate write-ins for other liabilities (including $ ..... current)	0	0	0	0
24. Total liabilities (Lines 1 to 23)	0	0	0	0
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX		0
27. Preferred capital stock	XXX	XXX		0
28. Gross paid in and contributed surplus	XXX	XXX	1,625,000	0
29. Surplus notes	XXX	XXX	0	0
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	(1,462)	0
32. Less treasury stock, at cost:				
32.1 ..... shares common (value included in Line 26 $ .....)	XXX	XXX		0
32.2 ..... shares preferred (value included in Line 27 $ .....)	XXX	XXX		0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	1,623,538	0
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	1,623,538	0
DETAILS OF WRITE-INS				
2301.				
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	0	0	0	0
2501.	XXX	XXX		
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	XXX		0	0
2. Net premium income (including $ non-health premium income)	XXX		0	0
3. Change in unearned premium reserves and reserve for rate credits	XXX		0	0
4. Fee-for-service (net of $ medical expenses)	XXX		0	0
5. Risk revenue	XXX		0	0
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	0	0	0
Hospital and Medical:				
9. Hospital/medical benefits			0	0
10. Other professional services			0	0
11. Outside referrals			0	0
12. Emergency room and out-of-area			0	0
13. Prescription drugs			0	0
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts			0	0
16. Subtotal (Lines 9 to 15)	0	0	0	0
Less:				
17. Net reinsurance recoveries			0	0
18. Total hospital and medical (Lines 16 minus 17)	0	0	0	0
19. Non-health claims (net)			0	0
20. Claims adjustment expenses, including $ cost containment expenses			0	0
21. General administrative expenses		1,462	0	0
22. Increase in reserves for life and accident and health contracts (including $ increase in reserves for life only)			0	0
23. Total underwriting deductions (Lines 18 through 22)	0	1,462	0	0
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(1,462)	0	0
25. Net investment income earned			0	0
26. Net realized capital gains (losses) less capital gains tax of $			0	0
27. Net investment gains (losses) (Lines 25 plus 26)	0	0	0	0
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered $) (amount charged off $)]			0	0
29. Aggregate write-ins for other income or expenses	0	0	0	0
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	(1,462)	0	0
31. Federal and foreign income taxes incurred	XXX		0	0
32. Net income (loss) (Lines 30 minus 31)	XXX	(1,462)	0	0
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	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	0	0	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	0	0
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year	0	0	0
34. Net income or (loss) from Line 32	(1,462)	0	0
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 $		0	0
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		0	0
40. Change in unauthorized and certified 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	1,625,000	0	0
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital		0	0
46. Dividends to stockholders		0	0
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital and surplus (Lines 34 to 47)	1,623,538	0	0
49. Capital and surplus end of reporting period (Line 33 plus 48)	1,623,538	0	0
DETAILS OF WRITE-INS			
4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	0	0	0
2. Net investment income	0	0	0
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	0	0	0
5. Benefit and loss related payments	0	0	0
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	1,462	0	0
8. Dividends paid to policyholders		0	0
9. Federal and foreign income taxes paid (recovered) net of $ ..... tax on capital gains (losses)	0	0	0
10. Total (Lines 5 through 9)	1,462	0	0
11. Net cash from operations (Line 4 minus Line 10)	(1,462)	0	0
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	0	0	0
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	0	0	0
13. Cost of investments acquired (long-term only):			
13.1 Bonds	0	0	0
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	0	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	0	0	0
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	0	0	0
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock	1,625,000	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities		0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied)	0	0	0
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	1,625,000	0	0
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	1,623,538	0	0
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	0	0	0
19.2 End of period (Line 18 plus Line 19.1)	1,623,538	0	0

Prem., Enrollment

NONE

Claims Unpaid

NONE

Underwriting and Investment Exhibit

NONE

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

AmeriHealth Michigan, Inc. (the Company) prepares its statutory financial statements in accordance with the accounting practices prescribed or permitted by the Michigan Department of Insurance and Financial Services (DIFS). The Michigan DIFS recognizes only statutory accounting practices prescribed or permitted by the State of Michigan for determining and reporting the financial condition and results of operations of an insurance company, and for determining its solvency under the Michigan Insurance Law. The National Association of Insurance Commissioners' (NAIC) *Accounting Practices and Procedures* manual (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the State of Michigan.

Currently, "prescribed" statutory accounting practices are interspersed throughout the state insurance laws and regulations, NAIC SAP, and a variety of other NAIC publications. "Permitted" statutory accounting practices encompass all accounting practices that are not prescribed but are permitted by the domicile state department of insurance; such practices may differ from state to state, may differ from company to company within a state, and may change in the future.

The Company's net loss and capital and surplus as stated on a NAIC SAP basis and on the basis of practices prescribed or permitted by the State of Michigan are the same at June 30, 2013.

A reconciliation of the Company's net loss and capital and surplus between the NAIC SAP and practices prescribed and permitted by the State of Michigan is shown below:

	State of Domicile	20 13	20 12
NET INCOME			
(1) AmeriHealth Michigan, Inc. state basis (Page 4, Line 32, Columns 2 & 3)	Michigan	$ (1,462)	$ 0
(2) State Prescribed Practices that increase/(decrease) NAIC SAP: e.g., Depreciation of fixed assets			
(3) State Permitted Practices that increase/(decrease) NAIC SAP: e.g., Depreciation, home office property			
(4) NAIC SAP(1-2-3=4)	Michigan	$ (1,462)	$ 0
SURPLUS			
(5) AmeriHealth Michigan, Inc. state basis (Page 3, Line 33, Columns 3 & 4)	Michigan	$ 1,623,538	$ 0
(6) State Prescribed Practices that increase/(decrease) NAIC SAP: e.g., Goodwill, net ; e.g., Fixed Assets, net			
(7) State Permitted Practices that increase/(decrease) NAIC SAP: e.g., Home Office Property			
(8) NAIC SAP(5-6-7=8)	Michigan	$ 1,623,538	$ 0

B. Use of Estimates in the Preparation of the Financial Statements

The preparation of statutory financial statements in conformity with accounting practices prescribed or permitted by the DIFS requires management to make estimates and assumptions that affect the amounts reported in the statutory financial statements and accompanying notes. Actual results could differ from those estimates.

C. Accounting Policy

The Company uses the following accounting policies:

Cash and Short-Term Investments

Cash and short-term investments consist of all highly liquid investments with an original maturity of three months or less.

2. Accounting Changes and Corrections of Errors

None

3. Business Combinations and Goodwill

None

4. Discontinued Operations

None

5. Investments

A. Mortgage Loans, including Mezzanine Real Estate Loans

None

B. Debt Restructuring

None

NOTES TO FINANCIAL STATEMENTS

C. Reverse Mortgages
None

D. Loan-Backed Securities

1. Loan Back Securities.
   None

2. Recognized Other-Than-Temporary Impairment
   None

3. Present Value of Cash Flows
   None

4. All impaired securities (fair value is less than cost or amortized cost) for which an other-than-temporary impairment has not been recognized.
   None

E. Repurchase Agreements
None

F. Real Estate
None

6. Joint Ventures, Partnerships and Limited Liability Companies
None

7. Investment Income
None

8. Derivative Instruments
None

9. Income Taxes
The Company is a Michigan Insurance Company that is subject to state and federal income tax. Deferred income tax assets and liabilities represent the expected future federal tax consequences of temporary differences generated by statutory accounting. Deferred income tax assets and liabilities are computed by means of identifying temporary differences, which are measured using a balance sheet approach whereby statutory and tax-basis balance sheet are compared.

Changes in deferred tax assets and liabilities are recognized as a separate component of changes in capital and surplus except to the extent allocated changes in unrealized gains and losses. Changes in deferred tax assets and liabilities allocated to unrealized gains and losses are netted against the related changes in unrealized gains and losses and are also reported as a separate component of the change in capital and surplus.

In November 2011, the NAIC issued Statement of Statutory Accounting Principles (SSAP) No. 101, *Income Taxes, A Replacement of SSAP No. 10R and SSAP No. 10*. This statement establishes statutory accounting principles for current and deferred federal and foreign income taxes and current state income taxes. This statement supersedes SSAP No. 10, *Income Taxes* and SSAP No. 10R, *Income Taxes, A Temporary Replacement of SSAP No. 10*, which expired on December 31, 2011. SSAP No. 101 has: 1) restricted the ability to use the 3 years/15 percent of surplus admission rule to those reporting entities that meet the modified Risk-Based Capital (RBC) ratio threshold, 2) changed the recognition threshold for recording tax contingency reserves from a probable liability standard to a more-likely-than-not liability standard, 3) required the disclosure of tax planning strategies that relate to reinsurance, and 4) required consideration of reversal patterns of deferred tax assets (DTAs) and deferred tax liabilities (DTLs) in determining the extent to which DTLs could offset DTAs on the statutory balance sheet. SSAP No. 101 became authoritative guidance for accounting and reporting of income taxes for statutory financial statements beginning January 1, 2012. The adoption of this guidance did not have a material impact to the Company's result of operations, financial position, or liquidity.

10. Information Concerning Parent, Subsidiaries and Affiliates
The Company is a wholly-owned subsidiary of AmeriHealth Caritas Health Plan (ACHP) (formerly AmeriHealth Mercy Health Plan). ACHP is a Pennsylvania partnership formed to develop and operate managed care business for Medicaid enrollees.

The Company received capital contributions in the amount of $1,625,000 from ACHP as of June 30, 2013.

11. Debt
None

12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plan
None

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

NOTES TO FINANCIAL STATEMENTS

Under applicable Michigan state laws and regulations, the Company is required to maintain a minimum net worth equal to the greater of: (a) $1,500,000; (b) four percent of the health organization's subscription revenue; or (c) three months uncovered expenditures.

The Company is required by the State of Michigan to maintain a minimum regulatory deposit of not less than $100,000 plus 5% of annual subscription revenue up to a $1,000,000 maximum deposit. The Company is in compliance with this requirement as of June 30, 2013.

14. Contingencies

A. Contingent Commitments
The Company is covered under the managed care errors and omissions policy maintained by ACHP for certain claims with an aggregate limit of $40,000,000 as stated in the agreements. Professional liability coverage is on a claims made basis and must be renewed or replaced with equivalent insurance if such claims incurred during its term but asserted after its expiration are to be insured.

B. Assessments
None

C. Gain Contingencies
None

D. Claims Related Extra Contractual Obligation and Bad Faith Losses Stemming from Lawsuits
None

E All Other Contingencies
None

15. Leases
None

16. Information About Financial Instruments With Off-Balance Sheet Risk And Financial Instruments With Concentrations of Credit Risk
None

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities
None

18. Gain or Loss to the Reporting Entity from Uninsured A&H Plans and the Uninsured Portion of Partially Insured Plans
None

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators
None

20. Fair Value Measurements
Statement of Statutory Accounting Principles No. 100, *Fair Value Measurements*, which defines fair value, sets out a framework for measuring fair value, and requires additional disclosures about fair value measurements. An asset's fair value is defined as the price at which the asset could be exchanged in an orderly transaction between market participants at the balance sheet date. A liability's fair value is defined as the amount that would be paid to transfer the liability to a market participant, not the amount that would be paid to settle the liability with the creditor.

The hierarchy gives the highest ranking to fair values determined using unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest ranking to fair values determined using methodologies and models with significant unobservable inputs (Level 3). An asset's or liability's classification is based on the lowest level input that are both observable (Level 1 and 2) and unobservable (Level 3). The levels of the fair value hierarchy are as follows:

Level 1 – Unadjusted quoted market prices for identical assets or liabilities in active markets. Market price data is generally obtained from a major exchange or dealer markets.

Level 2 – Input other than quoted market prices included in Level 1 that are observable for the asset through corroboration with market data at the measurable date. Level 2 inputs include quoted prices for similar assets in active markets, quoted prices for identical or similar assets in nonactive markets, interest rates, and yield curves. An instrument is classified as Level 2 if the Company determines that unobservable inputs are insignificant.

Level 3 – Unobservable inputs that are supported by little or no market activity that reflect management's best estimate of what market participants would use in hypothetically pricing the asset at the measurement date.

The Company has no financial assets or financial liabilities that are required to be measured at fair value on a recurring basis.

NOTES TO FINANCIAL STATEMENTS

The fair value of other financial assets, principally cash and short-term investments, approximate their carrying value at June 30, 2013.

21. Other Items

A. Extraordinary Items
None

B. Troubled Debt Restructuring: Debtors
None

C. Other Disclosures
None

D. Uncollectible Balances
None

E. Business Interruption Insurance Recoveries
None

F. State Transferable Tax Credits
None

G. Aggregate amount of deposits admitted under Section 6603 of the Internal Revenue Service Code.
None

H. Hybrid Securities
None

I. Subprime Mortgage Related Risk Exposure
None

22. Events Subsequent
None

23. Reinsurance
None

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination
None

25. Change in Incurred Claims and Claim Adjustment Expenses
None

26. Intercompany Pooling Arrangements
None

27. Structured Settlements
None

28. Health Care Receivables

A. Pharmaceutical Rebate Receivables
None

B. Risk Sharing Receivables
None

29. Participating Policies
None

30. Premium Deficiency Reserve
None

31. Anticipated Salvage and Subrogation
None

GENERAL INTERROGATORIES

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: .....

3.1 Have there been any substantial changes in the organizational chart since the prior quarter end? ..... Yes [ ] No [X]

3.2 If the response to 3.1 is yes, provide a brief description of those changes.

.....

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. .....

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. .....

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). .....

6.4 By what department or departments?

.....

6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? ..... Yes [ ] No [ ] NA [X]

6.6 Have all of the recommendations within the latest financial examination report been complied with? ..... Yes [ ] No [ ] NA [X]

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 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 FDIC	6 SEC

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 [ ] No [X]

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: $

INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [ ] No [X]

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

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: $

13. Amount of real estate and mortgages held in short-term investments: $

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [ ] No [X]

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	$	$
14.22 Preferred Stock	$	$
14.23 Common Stock	$	$
14.24 Short-Term Investments	$	$
14.25 Mortgage Loans on Real Estate	$	$
14.26 All Other	$	$
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	$ 0	$ 0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	$	$

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [ ] No [X]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [ ] No [ ]

If no, attach a description with this statement.

GENERAL INTERROGATORIES

16 For the reporting entity's security lending program, state the amount of the following as of the current statement date:

16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 $.....

16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 $.....

16.3 Total payable for securities lending reported on the liability page $.....

17. Excluding items in Schedule E – Part 3 – Special Deposits, 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 Section 1, III – General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*? ..... Yes [X] No [ ]

17.1 For all agreements that comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, complete the following:

1 Name of Custodian(s)	2 Custodian Address
JPMorgan Chase Bank, N.A.	1111 Polaris Parkway, Suite 3J, Columbus, OH 43240

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, broker/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:

.....

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:

1.1 A&H loss percent	0.0 %
1.2 A&H cost containment percent	0.0 %
1.3 A&H expense percent excluding cost containment expenses	%
2.1 Do you act as a custodian for health savings accounts?	Yes [ ] No [X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date	$
2.3 Do you act as an administrator for health savings accounts?	Yes [ ] No [X]
2.4 If yes, please provide the balance of the funds administered as of the reporting date	$

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
			NONE			

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

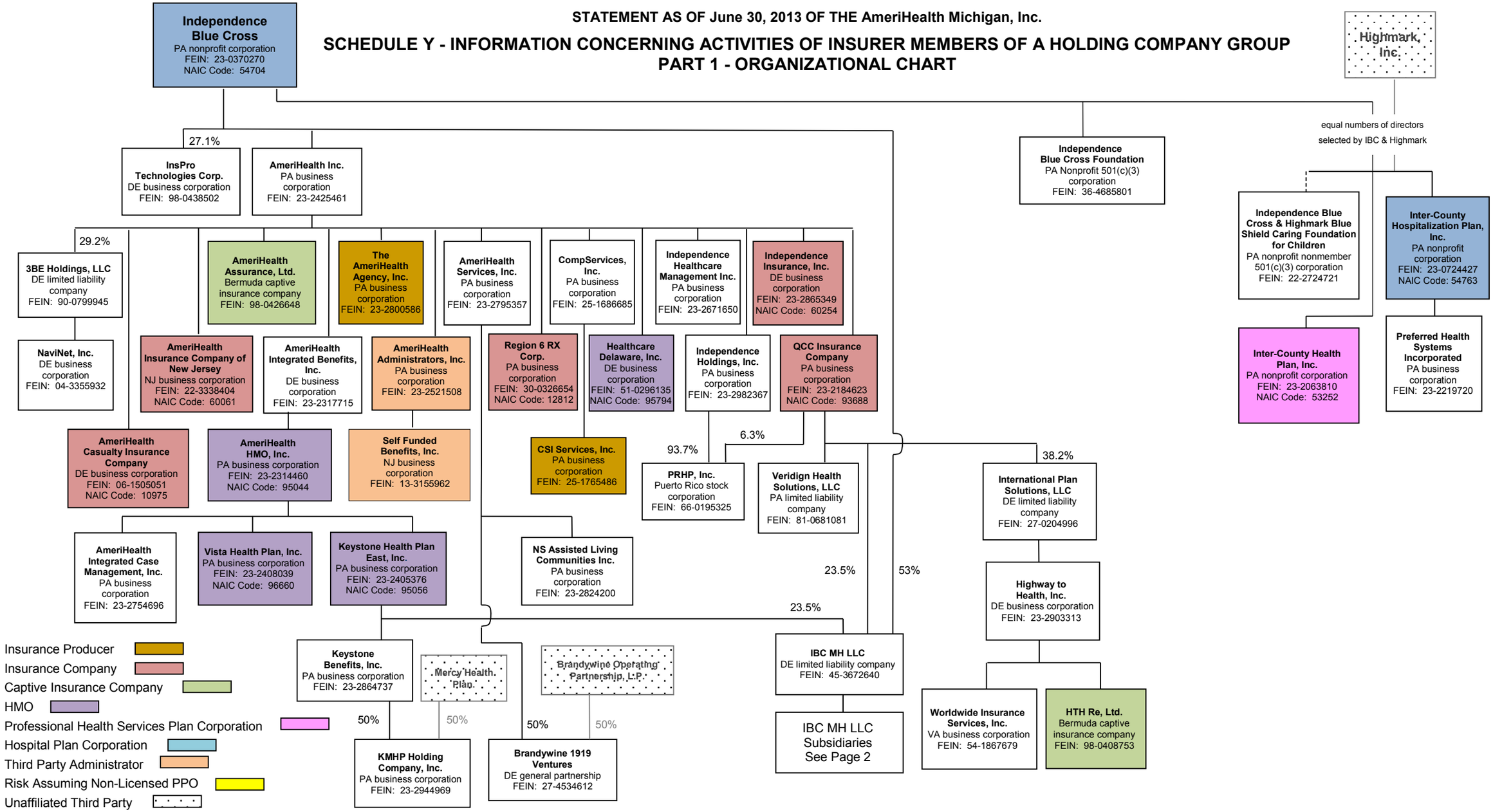
	1	Direct Business Only							
		2	3	4	5	6	7	8	9
States, Etc.	Active Status	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life & Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1. Alabama AL								0	
2. Alaska AK								0	
3. Arizona AZ								0	
4. Arkansas AR								0	
5. California CA								0	
6. Colorado CO								0	
7. Connecticut CT								0	
8. Delaware DE								0	
9. Dist. Columbia DC								0	
10. Florida FL								0	
11. Georgia GA								0	
12. Hawaii HI								0	
13. Idaho ID								0	
14. Illinois IL								0	
15. Indiana IN								0	
16. Iowa IA								0	
17. Kansas KS								0	
18. Kentucky KY								0	
19. Louisiana LA								0	
20. Maine ME								0	
21. Maryland MD								0	
22. Massachusetts MA								0	
23. Michigan MI	L							0	
24. Minnesota MN								0	
25. Mississippi MS								0	
26. Missouri MO								0	
27. Montana MT								0	
28. Nebraska NE								0	
29. Nevada NV								0	
30. New Hampshire NH								0	
31. New Jersey NJ								0	
32. New Mexico NM								0	
33. New York NY								0	
34. North Carolina NC								0	
35. North Dakota ND								0	
36. Ohio OH								0	
37. Oklahoma OK								0	
38. Oregon OR								0	
39. Pennsylvania PA								0	
40. Rhode Island RI								0	
41. South Carolina SC								0	
42. South Dakota SD								0	
43. Tennessee TN								0	
44. Texas TX								0	
45. Utah UT								0	
46. Vermont VT								0	
47. Virginia VA								0	
48. Washington WA								0	
49. West Virginia WV								0	
50. Wisconsin WI								0	
51. Wyoming WY								0	
52. American Samoa AS								0	
53. Guam GU								0	
54. Puerto Rico PR								0	
55. U.S. Virgin Islands VI								0	
56. Northern Mariana Islands MP								0	
57. Canada CAN								0	
58. Aggregate other alien OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	0	0	0	0	0	0	0	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0	
61. Total (Direct Business)	(a) 1	0	0	0	0	0	0	0	0
DETAILS OF WRITE-INS									
58001.	XXX								
58002.	XXX								
58003.	XXX								
58998. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0
58999. Totals (Lines 58001 through 58003 plus 58998) (Line 58 above)	XXX	0	0	0	0	0	0	0	0

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.

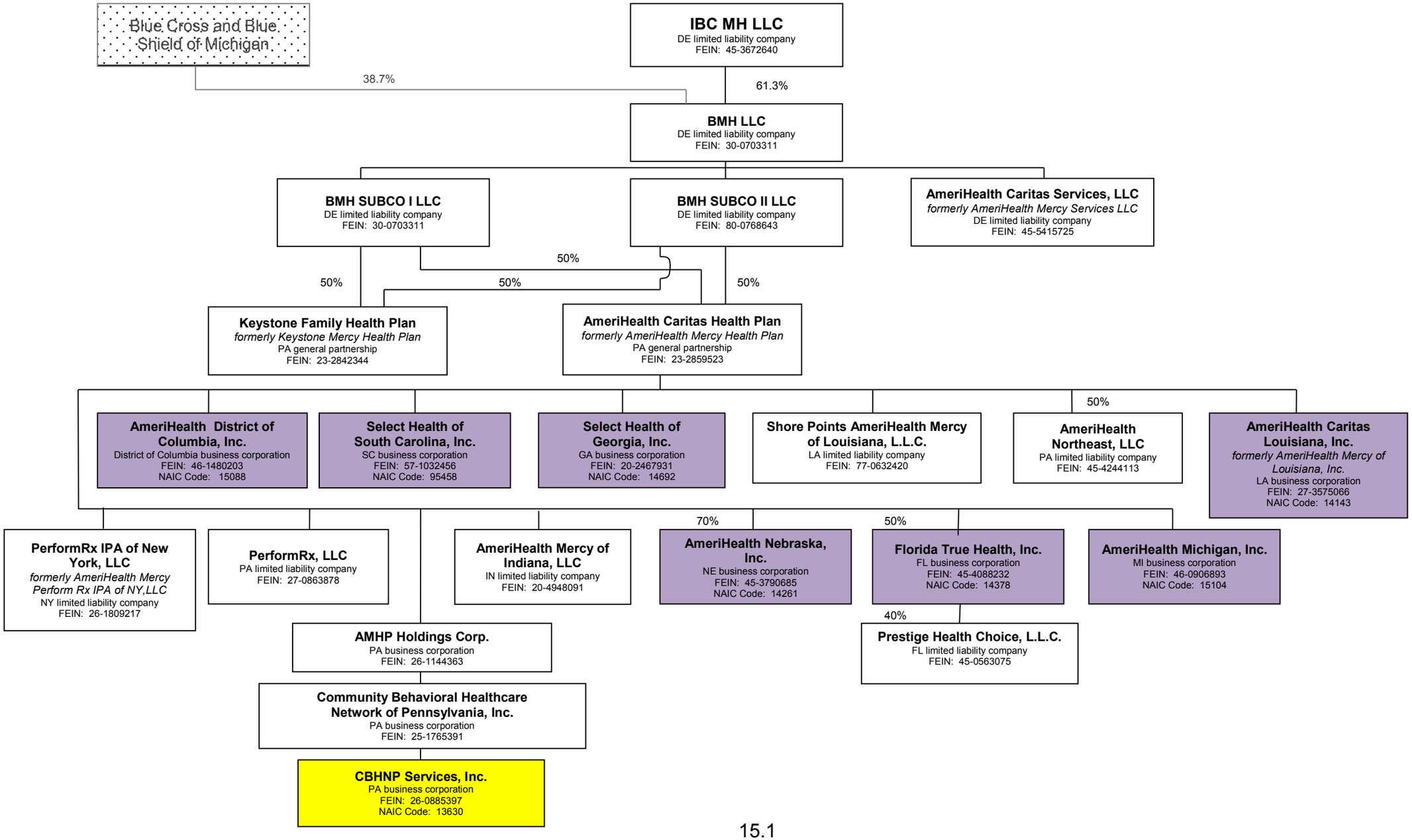
(a) Insert the number of L responses except for Canada and other Alien.

STATEMENT AS OF June 30, 2013 OF THE AmeriHealth Michigan, Inc.

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



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



SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Name of Parent Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/ Person(s)	15 *
00936	Independence Blue Cross	54704	23-0370270				Independence Blue Cross	PA	UIP					
00936	Independence Blue Cross	00000	45-3672640				IBC MH LLC (53%) (See BMH LLC on Page 16.1)	DE	UIP	Independence Blue Cross	Ownership	53.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	22-2724721				IBC/HBS Caring Foundation For Children (50%)	PA	OTH	Independence Blue Cross	Board	0.0	Independence Blue Cross	1
00936	Independence Blue Cross	00000	98-0438502				InsPro Technologies Corp (f/k/a Health Benefits Direct Corp.) (27.1%)	DE	NIA	Independence Blue Cross	Ownership	27.1	Independence Blue Cross	
00936	Independence Blue Cross	00000	36-4685801				Independence Blue Cross Foundation	PA	OTH	Independence Blue Cross	Board	0.0	Independence Blue Cross	1
00936	Independence Blue Cross	53252	23-2063810				Inter-County Health Plan, Inc. (50%)	PA	IA	Independence Blue Cross	Ownership	50.0	Independence Blue Cross	
00936	Independence Blue Cross	54763	23-0724427				Inter-County Hospitalization Plan, Inc. (50%)	PA	IA	Independence Blue Cross	Ownership	50.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	23-2219720				Preferred Health Systems, Incorporated	PA	NIA	Inter-county Hospitalization Plan, Inc.	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	23-2425461				AmeriHealth, Inc.	PA	UIP	Independence Blue Cross	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	23-2521508				AmeriHealth Administrators, Inc.	PA	NIA	AmeriHealth, Inc.	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	13-3155962				Self Funded Benefits, Inc.	NJ	NIA	AmeriHealth Administrators, Inc.	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	98-0426648				AmeriHealth Assurance, Ltd.	BMU	NIA	AmeriHealth, Inc.	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	10975	06-1505051				AmeriHealth Casualty Insurance Company	DE	IA	AmeriHealth, Inc.	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	60061	22-3338404				AmeriHealth Insurance Company of New Jersey	NJ	IA	AmeriHealth, Inc.	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	95794	51-0296135				Healthcare Delaware, Inc.	DE	IA	AmeriHealth, Inc.	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	23-2671650				Independence Healthcare Management, Inc.	PA	NIA	AmeriHealth, Inc.	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	60254	23-2865349				Independence Insurance, Inc.	DE	IA	AmeriHealth, Inc.	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	90-0799945				3BE Holdings, LLC	DE	NIA	AmeriHealth, Inc.	Ownership	29.2	Independence Blue Cross	
00936	Independence Blue Cross	00000	04-3355932				NaviNet	DE	NIA	3BE Holdings, LLC	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	12812	30-0326654				Region 6 Rx Corp.	PA	IA	AmeriHealth, Inc.	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	23-2800586				The AmeriHealth Agency, Inc.	PA	NIA	AmeriHealth, Inc.	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	25-1686685				CompServices, Inc.	PA	NIA	AmeriHealth, Inc.	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	25-1765486				CSI Services, Inc.	PA	NIA	CompServices, Inc.	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	23-2982367				Independence Holdings, Inc.	PA	NIA	AmeriHealth, Inc.	Ownership	100.0	Independence Blue Cross	

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Name of Parent Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/ Person(s)	15 *
00936	Independence Blue Cross	00000	66-0195325				PRHP, Inc.	PR	NIA	Independence Holdings, Inc.	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	23-2795357				AmeriHealth Services, Inc.	PA	NIA	AmeriHealth, Inc.	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	27-4534612				Brandywine 1919 Ventures (50%)	DE	NIA	AmeriHealth Services, Inc.	Ownership	50.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	23-2824200				NS Assisted Living Communities, Inc.	PA	NIA	AmeriHealth Services, Inc.	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	93688	23-2184623				QCC Insurance Company	PA	IA	AmeriHealth, Inc.	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	45-3672640				IBC MH LLC (23.5%) (See BMH LLC on Page 16.1)	DE	UIP	QCC Insurance Company	Ownership	23.5	Independence Blue Cross	
00936	Independence Blue Cross	00000	81-0681081				Veridign Health Solutions, LLC	PA	NIA	QCC Insurance Company	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	27-0204996				International Plan Solutions, LLC (38.2%)	DE	NIA	QCC Insurance Company	Ownership	38.2	Independence Blue Cross	
00936	Independence Blue Cross	00000	23-2903313				Highway to Health, Inc.	DE	NIA	International Plan Solutions, LLC	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	54-1867679				Worldwide Insurance Services, Inc.	VA	NIA	Highway to Health, Inc.	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	98-0408753				HTH Re, Ltd.	BMU	NIA	Highway to Health, Inc.	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	23-2317715				AmeriHealth Integrated Benefits, Inc.	DE	NIA	AmeriHealth, Inc.	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	95044	23-2314460				AmeriHealth HMO, Inc.	PA	IA	AmeriHealth Integrated Benefits, Inc.	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	23-2754696				AmeriHealth Integrated Case Management, Inc.	PA	NIA	AmeriHealth HMO, Inc.	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	96660	23-2408039				Vista Health Plan, Inc.	PA	IA	AmeriHealth HMO, Inc.	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	95056	23-2405376				Keystone Health Plan East, Inc.	PA	IA	AmeriHealth HMO, Inc.	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	45-3672640				IBC MH LLC (23.5%) (See BMH LLC on Page 16.1)	DE	UIP	Keystone Health Plan East, Inc.	Ownership	23.5	Independence Blue Cross	
00936	Independence Blue Cross	00000	23-2864737				Keystone Benefits, Inc.	PA	NIA	Keystone Health Plan East, Inc.	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	23-2944969				KMHP Holding Company, Inc.	PA	NIA	Keystone Benefits, Inc.	Ownership	50.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	30-0703311				BMH LLC (61.3%)	DE	UIP	IBC MH LLC	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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00936	Independence Blue Cross	00000	45-5415725				AmeriHealth Caritas Services LLC	DE	NIA	BMH LLC	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	00000	30-0703311				BMH SUBCO I LLC	DE	UIP	BMH LLC	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	00000	23-2842344				Keystone Family Health Plan	PA	NIA	BMH Subco I, LLC	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	00000	23-2859523				AmeriHealth Caritas Health Plan	PA	UDP	BMH Subco I, LLC	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	14143	27-3575066				AmeriHealth Caritas of Louisiana, Inc.	LA	IA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	95458	57-1032456				Select Health of South Carolina, Inc.	SC	IA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	14692	20-2467931				Select Health of Georgia, Inc.	GA	IA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	00000	77-0632420				Shore Points AmeriHealth Mercy of Louisiana, LLC	LA	NIA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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00936	Independence Blue Cross	00000	45-4244113				AmeriHealth Northeast, LLC	PA	NIA	AmeriHealth Caritas Health Plan	Ownership	30.6	Independence Blue Cross / BlueCross BlueShield of Michigan/BlueCross / BlueShield of Northeastern Pennsylvania	
00936	Independence Blue Cross	15088	46-1480213				AmeriHealth District of Columbia, Inc.	DC	IA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	00000	20-4948091				AmeriHealth Mercy of Indiana, LLC	IN	NIA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	00000	27-0863878				PerformRx, LLC	PA	NIA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	00000	26-1809217				PerformRx IPA of NY, LLC	NY	NIA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	14261	45-3790685				AmeriHealth Nebraska, Inc.	NE	IA	AmeriHealth Caritas Health Plan	Ownership	42.9	Independence Blue Cross / BlueCross BlueShield of Michigan / BlueCross BlueShield of Nebraska	

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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00936	Independence Blue Cross	14378	45-4088232				Florida True Health, Inc.	FL	IA	AmeriHealth Caritas Health Plan	Ownership	30.6	Independence Blue Cross / BlueCross BlueShield of Michigan / BlueCross BlueShield of Florida	
00936	Independence Blue Cross	00000	45-0563075				Prestige Health Choice, L.L.C.	FL	NIA	AmeriHealth Caritas Health Plan	Ownership	12.3	Independence Blue Cross / BlueCross BlueShield of Michigan / BlueCross BlueShield of Florida / Prestige Health Choice	
00936	Independence Blue Cross	15104	46-0906893				AmeriHealth Michigan, Inc.	MI		AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	00000	26-1144363				AMHP Holdings Corp.	PA	NIA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	00000	25-1765391				Community Behavioral Healthcare Network of Pennsylvania, Inc.	PA	NIA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	13630	26-0885397				CBHNP Services, Inc.	PA	IA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	00000	80-0768643				BMH SUBCO II LLC	DE	UIP	BMH LLC	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Name of Parent Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/ Person(s)	15 *
00936	Independence Blue Cross	00000	23-2842344				Keystone Family Health Plan	PA	NIA	BMH Subco II, LLC	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	00000	23-2859523				AmeriHealth Caritas Health Plan	PA	UDP	BMH Subco II, LLC	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	14143	27-3575066				AmeriHealth Caritas of Louisiana, Inc.	LA	IA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	95458	57-1032456				Select Health of South Carolina, Inc.	SC	IA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	14692	20-2467931				Select Health of Georgia, Inc.	GA	IA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	00000	77-0632420				Shore Points AmeriHealth Mercy of Louisiana, LLC	LA	NIA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	00000	45-4244113				AmeriHealth Northeast, LLC	PA	NIA	AmeriHealth Caritas Health Plan	Ownership	30.6	Independence Blue Cross / BlueCross BlueShield of Michigan/BlueCross / BlueShield of Northeastern Pennsylvania	
00936	Independence Blue Cross	15088	46-1480213				AmeriHealth District of Columbia, Inc.	DC	IA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Name of Parent Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/ Person(s)	15 *
00936	Independence Blue Cross	00000	20-4948091				AmeriHealth Mercy of Indiana, LLC	IN	NIA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	00000	27-0863878				PerformRx, LLC	PA	NIA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	00000	26-1809217				PerformRx IPA of NY, LLC	NY	NIA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	14261	45-3790685				AmeriHealth Nebraska, Inc.	NE	IA	AmeriHealth Caritas Health Plan	Ownership	42.9	Independence Blue Cross / BlueCross BlueShield of Michigan / BlueCross BlueShield of Nebraska	
00936	Independence Blue Cross	14378	45-4088232				Florida True Health, Inc.	FL	IA	AmeriHealth Caritas Health Plan	Ownership	30.6	Independence Blue Cross / BlueCross BlueShield of Michigan / BlueCross BlueShield of Florida	
00936	Independence Blue Cross	00000	45-0563075				Prestige Health Choice, L.L.C.	FL	NIA	AmeriHealth Caritas Health Plan	Ownership	12.3	Independence Blue Cross / BlueCross BlueShield of Michigan / BlueCross BlueShield of Florida / Prestige Health Choice	

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Name of Parent Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/ Person(s)	15 *
00936	Independence Blue Cross	15104	46-0906893				AmeriHealth Michigan, Inc.	MI		AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	00000	26-1144363				AMHP Holdings Corp.	PA	NIA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	00000	25-1765391				Community Behavioral Healthcare Network of Pennsylvania, Inc.	PA	NIA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	13630	26-0885397				CBHNP Services, Inc.	PA	IA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	

Asterisk	Explanation
1	Charity

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
1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO

Explanation:

1.

Bar Code:

1. 1 5 1 0 4 2 0 1 3 3 6 5 0 0 0 0 2

OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A – VERIFICATION

Real Estate

NONE

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		0
2.2 Additional investment made after acquisition		0
3. Current year change in encumbrances		0
4. Total gain (loss) on disposals		0
5. Deduct amounts received on disposals		0
6. Total foreign exchange change in book/adjusted carrying value		0
7. Deduct current year's other than temporary impairment recognized		0
8. Deduct current year's depreciation		0
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	0	0
10. Deduct total nonadmitted amounts	0	0
11. Statement value at end of current period (Line 9 minus Line 10)	0	0

SCHEDULE B – VERIFICATION

Mortgage Loans

NONE

	1 Year To Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		0
2.2 Additional investment made after acquisition		0
3. Capitalized deferred interest and other		0
4. Accrual of discount		0
5. Unrealized valuation increase (decrease)		0
6. Total gain (loss) on disposals		0
7. Deduct amounts received on disposals		0
8. Deduct amortization of premium and mortgage interest points and commitment fees		0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		0
10. Deduct current year's other than temporary impairment recognized		0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Total valuation allowance		0
13. Subtotal (Line 11 plus Line 12)	0	0
14. Deduct total nonadmitted amounts	0	0
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

NONE

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		0
2.2 Additional investment made after acquisition		0
3. Capitalized deferred interest and other		0
4. Accrual of discount		0
5. Unrealized valuation increase (decrease)		0
6. Total gain (loss) on disposals		0
7. Deduct amounts received on disposals		0
8. Deduct amortization of premium and depreciation		0
9. Total foreign exchange change in book/adjusted carrying value		0
10. Deduct current year's other than temporary impairment recognized		0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Deduct total nonadmitted amounts	0	0
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

SCHEDULE D – VERIFICATION

Bonds and Stocks

NONE

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	0	0
2. Cost of bonds and stocks acquired		0
3. Accrual of discount		0
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals		0
6. Deduct consideration for bonds and stocks disposed of		0
7. Deduct amortization of premium		0
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	0	0
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	0	0

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 (a)	0	125,000			0	125,000	0	0
2. Class 2 (a)	0				0	0	0	0
3. Class 3 (a)	0				0	0	0	0
4. Class 4 (a)	0				0	0	0	0
5. Class 5 (a)	0				0	0	0	0
6. Class 6 (a)	0				0	0	0	0
7. Total Bonds	0	125,000	0	0	0	125,000	0	0
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 & Preferred Stock	0	125,000	0	0	0	125,000	0	0

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 $ ..... ; NAIC 2 $ ..... ;
NAIC 3 $ ..... ; NAIC 4 $ ..... ; NAIC 5 $ ..... ; NAIC 6 $ .....

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999	125,000	XXX	125,000	0	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of short-term investments acquired	125,000	0
3. Accrual of discount		0
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals		0
6. Deduct consideration received on disposals		0
7. Deduct amortization of premium		0
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	125,000	0
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	125,000	0

Schedule DB - Part A - Verification

NONE

Schedule DB - Part B - Verification

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part C - Section 2

NONE

Schedule DB - Verification

NONE

Schedule E - Verification

NONE

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

Schedule BA - Part 2

NONE

Schedule BA - Part 3

NONE

Schedule D - Part 3

NONE

Schedule D - Part 4

NONE

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part D - Section 1

NONE

Schedule DB - Part D - Section 2

NONE

Schedule DL - Part 1

NONE

Schedule DL - Part 2

NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1	2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
					6	7	8	
Depository	Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
Open Depositories								
PNC Bank 249 5th Ave. Pittsburgh, PA 15222					1,499,434	1,498,998	1,498,538	XXX
0199998 Deposits in ..... depositories that do not exceed the allowable limit in any one depository (See Instructions) - Open Depositories	XXX	XXX						XXX
0199999 Total Open Depositories	XXX	XXX	0	0	1,499,434	1,498,998	1,498,538	XXX
0399999 Total Cash on Deposit	XXX	XXX	0	0	1,499,434	1,498,998	1,498,538	XXX
0499999 Cash in Company's Office	XXX	XXX	XXX	XXX				XXX
0599999 Total	XXX	XXX	0	0	1,499,434	1,498,998	1,498,538	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
NONE							
8699999 Total Cash Equivalents					0	0	0