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ANNUAL STATEMENT

For the Year Ended December 31, 2012

of the Condition and Affairs of the

BLUE CROSS BLUE SHIELD OF MICHIGAN

NAIC Group Code.....572, 572 (Current Period) (Prior Period) NAIC Company Code..... 54291 Employer's ID Number..... 38-2069753

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

Licensed as Business Type.....Hospital, Medical & Dental Service or Indemnity Is HMO Federally Qualified? Yes [ ] No [X]

Incorporated/Organized..... February 1, 1975 Commenced Business..... January 1, 1975

Statutory Home Office	600 Lafayette East….. Detroit ..... MI ..... …. 48226 *(Street and Number) (City or Town, State and Zip Code)*	
Main Administrative Office	600 Lafayette East….. Detroit ..... MI ..... …. 48226 *(Street and Number) (City or Town, State and Zip Code)*	*(Area Code) (Telephone Number)*
Mail Address	600 Lafayette East….. Detroit ..... MI ..... …. 48226 *(Street and Number or P. O. Box) (City or Town, State and Zip Code)*	
Primary Location of Books and Records	600 Lafayette East….. Detroit ..... MI ..... …. 48226 *(Street and Number) (City or Town, State and Zip Code)*	*(Area Code) (Telephone Number)*
Internet Web Site Address	http://bcbsm.com/	
Statutory Statement Contact	Kenneth A. Bluhm *(Name)*	313-225-9095 *(Area Code) (Telephone Number) (Extension)*
	kbluhm@bcbsm.com *(E-Mail Address)*	800-556-4348 *(Fax Number)*

OFFICERS

Name	Title	Name	Title
1. DANIEL J. LOEPP	President and CEO	2. MARK R. BARTLETT	Executive Vice President and CFO
3. CAROLYNN WALTON	Vice President and Treasurer	4. TRICIA A. KEITH	SVP Corporate Secretary & Services

OTHER

ELIZABETH R. HAAR	Senior Vice President	ROBERT MILEWSKI	Senior Vice President
JOSEPH H. HOHNER	Executive Vice President	THOMAS L. SIMMER MD	Senior Vice President
SUSAN L. BARKELL	Senior Vice President	KENNETH R. DALLAFIOR	Executive Vice President
DARRELL E. MIDDLETON	Executive Vice President	LYNDA M. ROSSI	Senior Vice President

DIRECTORS OR TRUSTEES

JOSEPH J. ASHTON	JON E. BARFIELD	WILLIAM H. BLACK	EDWARD J. CANFIELD DO
DIANE R. GODDEERIS RN,BSN	TERRY W. BURNS	BRIAN M. CONNOLLY	PATRICK J. DEVLIN
MARK T. GAFFNEY	SARAH W. DOYLE	KATHLEEN S. NEAL	DARRELL BURKS
ANNE M. MERVENNE	WALLACE D. RILEY	SPENCER C. JOHNSON	GARY H. TORGOW
MELVIN L. LARSEN	DANIEL J. LOEPP	F. REMINGTON SPRAGUE MD	GARY J. MCINERNEY
LIVIO MEZZA	EDWARD G. JANKOWSKI MD	ROBERT A. PATZER	RENEE C. AXT
BOB KING	JAMES W. RICHARDS RPH	STEVEN B. COOK	JAMES U. SETTLES JR
EDWIN SECORD DDS,MS	GREGORY A. SUDDERTH	S. MARTIN TAYLOR	WILLIAM E. MEYERS
JEAN L. ROSE	JOHN VANDERMOLEN		

State of...Michigan.....
County of.....Wayne

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.

(Signature)	(Signature)	(Signature)
DANIEL J. LOEPP	MARK R. BARTLETT	CAROLYNN WALTON
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
President and CEO	Executive Vice President and CFO	Vice President and Treasurer
(Title)	(Title)	(Title)

Subscribed and sworn to before me
This _____ day of _____ 2013

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

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
A&H Premiums Due and Unpaid						
Small Group Market	2,175,081	286,300	191,488			2,652,869
Experience Rated	37,755,642	694,148	1,473,958			39,923,748
0299997. Group subscribers subtotal	39,930,723	980,448	1,665,446	0	0	42,576,617
0299999. Total group	39,930,723	980,448	1,665,446	0	0	42,576,617
0399999. Premiums due and unpaid from Medicare entities	2,866,094	1,647,752	1,103,684			5,617,530
0599999. Accident and health premiums due and unpaid (Page 2, Line 15)	42,796,817	2,628,200	2,769,130	0	0	48,194,147

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
Pharmaceutical Rebate Receivables						
0199998. Pharmaceutical Rebate Receivables Not Listed Individually	62,175,290					62,175,290
0199999. Total Pharmaceutical Rebate Receivables	62,175,290	0	0	0	0	62,175,290
Other Receivables						
Federal Employee Program'	45,631,555					45,631,555
0699999. Total Other Receivables	45,631,555	0	0	0	0	45,631,555
0799999. Total Health Care Receivables	107,806,845	0	0	0	0	107,806,845

EXHIBIT 4 - CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
0399999. Aggregate accounts not individually listed - covered	90,241,737	21,005,775	12,186,193	5,711,552	12,633,700	141,778,957
0499999. Subtotals	90,241,737	21,005,775	12,186,193	5,711,552	12,633,700	141,778,957
0599999. Unreported claim and other claim reserves						462,889,539
0799999. Total claims unpaid						604,668,496
0899999. Accrued medical incentive pool and bonus amounts						29,681,987

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1	2	3	4	5	6	Admitted	
						7	8
Name of Affiliate	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Current	Non-Current
Amounts Due From Parent, Subsidiaries and Affiliates							
Blue Care Network of Michigan	87,137,929	12,483,080				99,621,010	
Blue Care of Michigan, Inc.	421					421	
Accident Fund Insurance Company of America	169,688					169,688	
LifeSecure Insurance Company	480,362					480,362	
BCBSM Foundation	622,827	68,895				691,722	
0199999. Individually listed receivables	88,411,227	12,551,975	0	0	0	100,963,203	0
0399999. Total gross amounts receivable	88,411,227	12,551,975	0	0	0	100,963,203	0

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
Amounts Due To Parent, Subsidiaries and Affiliates				
Blue Care Network of Michigan	Point of Service	2,763,089	2,763,089	
Blue Care Network of Michigan	Hospital Settlements	47,603,970	47,603,970	
0199999. Individually listed payables		50,367,059	50,367,059	0
0399999. Total gross payables		50,367,059	50,367,059	0

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total Payment	3 Total Members Covered	4 Column 3 as a % of Total Members	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:						
1. Medical groups	0	0.0				
2. Intermediaries	1,675,701	0.0				1,675,701
3. All other providers	0	0.0				
4. Total capitation payments	1,675,701	0.0	0		0	1,675,701
Other Payments:						
5. Fee-for-service	0	0.0	XXX	XXX		
6. Contractual fee payments	5,493,644,007	99.1	XXX	XXX		5,493,644,007
7. Bonus/withhold arrangements - fee-for-service	0	0.0	XXX	XXX		
8. Bonus/withhold arrangements - contractual fee payments	46,513,938	0.8	XXX	XXX		46,513,938
9. Non-contingent salaries	0	0.0	XXX	XXX		
10. Aggregate cost arrangements	0	0.0	XXX	XXX		
11. All other payments	0	0.0	XXX	XXX		
12. Total other payments	5,540,157,945	100.0	XXX	XXX	0	5,540,157,945
13. Total (Line 4 plus Line 12)	5,541,833,646	100.0	XXX	XXX	0	5,541,833,646

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1 NAIC Code	2 Name of Intermediary	3 Capitation Paid	4 Average Monthly Capitation	5 Intermediary's Total Adjusted Capital	6 Intermediary's Authorized Control Level RBC
Transactions with Intermediaries					
	Quest Diagnostics	1,675,701	139,642		
9999999. Totals		1,675,701	XXX	XXX	XXX

EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

Description	1 Cost	2 Improvements	3 Accumulated Depreciation	4 Book Value Less Encumbrances	5 Assets Not Admitted	6 Net Admitted Assets
1. Administrative furniture and equipment	19,731,768		9,209,662	10,522,107	10,522,107	0
2. Medical furniture, equipment and fixtures						0
3. Pharmaceuticals and surgical supplies						0
4. Durable medical equipment						0
5. Other property and equipment						0
6. Total	19,731,768	0	9,209,662	10,522,107	10,522,107	0

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION.....BLUE CROSS BLUE SHIELD OF MICHIGAN 2. Detroit, MI

BUSINESS IN THE STATE OF GRAND TOTAL DURING THE YEAR (Location)

NAIC Group Code.....572 NAIC Company Code.....54291

	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	1,489,063	198,343	838,183	212,361	4,020	19,600	87,263	76,415		52,878
2. First quarter	1,482,940	198,136	829,179	213,702	4,045	21,042	88,807	76,909		51,120
3. Second quarter	1,483,884	198,765	838,403	212,842	3,659	14,082	88,903	76,470		50,760
4. Third quarter	1,484,855	199,191	828,883	212,075	3,912	21,579	89,123	79,550		50,542
5. Current year	1,488,471	199,510	832,602	211,056	3,844	21,039	89,302	80,927		50,191
6. Current year member months	17,796,250	2,379,376	9,950,361	2,551,056	47,069	256,732	1,068,792	935,355		607,509
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	0									
9. Totals	0	0	0	0	0	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	6,319,342,469	466,431,526	3,829,474,317	305,081,866	18,543,558	100,885,346	373,858,968	885,234,016		339,832,872
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	6,378,253,091	482,392,226	3,867,429,082	305,226,360	18,291,188	99,774,246	379,470,102	885,837,015		339,832,872
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	5,541,833,646	476,530,761	3,164,441,755	454,058,501	13,312,284	87,046,861	348,204,391	772,030,292		226,208,801
18. Amount incurred for provision of health care services	5,598,867,238	488,280,017	3,203,936,738	460,094,533	13,393,790	79,841,093	351,556,020	773,757,134		228,007,913

(a) For health business: number of persons insured under PPO managed care products.....1,112,191 and number of persons insured under indemnity only products.....375,142.

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $.....964,707,520

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION.....BLUE CROSS BLUE SHIELD OF MICHIGAN 2. Detroit, MI

BUSINESS IN THE STATE OF MICHIGAN DURING THE YEAR (Location)

NAIC Group Code.....572 NAIC Company Code.....54291

	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	1,489,063	198,343	838,183	212,361	4,020	19,600	87,263	76,415		52,878
2. First quarter	1,482,940	198,136	829,179	213,702	4,045	21,042	88,807	76,909		51,120
3. Second quarter	1,483,884	198,765	838,403	212,842	3,659	14,082	88,903	76,470		50,760
4. Third quarter	1,484,855	199,191	828,883	212,075	3,912	21,579	89,123	79,550		50,542
5. Current year	1,488,471	199,510	832,602	211,056	3,844	21,039	89,302	80,927		50,191
6. Current year member months	17,796,250	2,379,376	9,950,361	2,551,056	47,069	256,732	1,068,792	935,355		607,509
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	0									
9. Totals	0	0	0	0	0	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	6,319,342,469	466,431,526	3,829,474,317	305,081,866	18,543,558	100,885,346	373,858,968	885,234,016		339,832,872
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	6,378,253,091	482,392,226	3,867,429,082	305,226,360	18,291,188	99,774,246	379,470,102	885,837,015		339,832,872
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	5,541,833,646	476,530,761	3,164,441,755	454,058,501	13,312,284	87,046,861	348,204,391	772,030,292		226,208,801
18. Amount incurred for provision of health care services	5,598,867,238	488,280,017	3,203,936,738	460,094,533	13,393,790	79,841,093	351,556,020	773,757,134		228,007,913

(a) For health business: number of persons insured under PPO managed care products.....1,112,191 and number of persons insured under indemnity only products.....375,142.

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $.....964,707,520

Sch. S-Pt. 1-Sn. 2
NONE

Sch. S-Pt. 2
NONE

Sch. S-Pt. 3-Sn. 2
NONE

Sch. S-Pt. 4
NONE

Sch. S-Pt. 5
NONE

Sch. S-Pt. 5
NONE

SCHEDULE S - PART 6

Five-Year Exhibit of Reinsurance Ceded Business
(000 Omitted)

	1 2012	2 2011	3 2010	4 2009	5 2008
A. OPERATIONS ITEMS					
1. Premiums		1,539	2,875	1,785	1,547
2. Title XVIII - Medicare					
3. Title XIX - Medicaid					
4. Commissions and reinsurance expense allowance					
5. Total hospital and medical expenses		278	2,910	1,235	1,257
B. BALANCE SHEET ITEMS					
6. Premiums receivable					
7. Claims payable					
8. Reinsurance recoverable on paid losses					
9. Experience rating refunds due or unpaid					
10. Commissions and reinsurance expense allowances due					
11. Unauthorized reinsurance offset					
12. Offset for reinsurance with certified reinsurers		XXX	XXX	XXX	XXX
C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)					
13. Funds deposited by and withheld from (F)					
14. Letters of credit (L)					
15. Trust agreements (T)					
16. Other (O)					
D. REINSURANCE WITH CERTIFIED REINSURERS (DEPOSITS BY AND FUNDS WITHHELD FROM)					
17. Multiple beneficiary trust		XXX	XXX	XXX	XXX
18. Funds deposited by and withheld from (F)		XXX	XXX	XXX	XXX
19. Letters of credit (L)		XXX	XXX	XXX	XXX
20. Trust agreements (T)		XXX	XXX	XXX	XXX
21. Other (O)		XXX	XXX	XXX	XXX

SCHEDULE S - PART 7

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 12)	6,523,010,526		6,523,010,526
2.	Accident and health premiums due and unpaid (Line 15)	48,194,147		48,194,147
3.	Amounts recoverable from reinsurers (Line 16.1)			0
4.	Net credit for ceded reinsurance	XXX		0
5.	All other admitted assets (balance)	898,241,319	(1,739,898)	896,501,421
6.	Totals assets (Line 28)	7,469,445,992	(1,739,898)	7,467,706,094
	LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7.	Claims unpaid (Line 1)	604,668,496		604,668,496
8.	Accrued medical incentive pool and bonus payments (Line 2)	29,681,987		29,681,987
9.	Premiums received in advance (Line 8)	3,482,088		3,482,088
10.	Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19, first inset amount plus second inset amount)			0
11.	Reinsurance in unauthorized companies (Line 20 minus inset amount)			0
12.	Reinsurance with certified reinsurers (Line 20 inset amount)			0
13.	Funds held under reinsurance treaties with certified reinsurers (Line 19 third inset amount)			0
14.	All other liabilities (balance)	3,771,016,154	(1,739,898)	3,769,276,256
15.	Total liabilities (Line 24)	4,408,848,725	(1,739,898)	4,407,108,827
16.	Total capital and surplus (Line 33)	3,060,597,267	XXX	3,060,597,267
17.	Total liabilities, capital and surplus (Line 34)	7,469,445,992	(1,739,898)	7,467,706,094
	NET CREDIT FOR CEDED REINSURANCE			
18.	Claims unpaid	0		
19.	Accrued medical incentive pool	0		
20.	Premiums received in advance	0		
21.	Reinsurance recoverable on paid losses	0		
22.	Other ceded reinsurance recoverables	0		
23.	Total ceded reinsurance recoverables	0		
24.	Premiums receivable	0		
25.	Funds held under reinsurance treaties with authorized and unauthorized reinsurers	0		
26.	Unauthorized reinsurance	0		
27.	Reinsurance with certified reinsurers	0		
28.	Funds held under reinsurance treaties with certified reinsurers	0		
29.	Other ceded reinsurance payables/offsets	0		
30.	Total ceded reinsurance payables/offsets	0		
31.	Total net credit for ceded reinsurance	0		

SCHEDULE T - PART 2

INTERSTATE COMPACT - EXHIBIT OF PREMIUMS WRITTEN

Allocated by States and Territories

		Direct Business Only					
	States, Etc.	1 Life (Group and Individual)	2 Annuities (Group and Individual)	3 Disability Income (Group and Individual)	4 Long-Term Care (Group and Individual)	5 Deposit-Type Contracts	6 Totals
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.	District of 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						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.	US Virgin Islands VI						0
56.	Northern Mariana Islands MP						0
57.	Canada CAN						0
58.	Aggregate Other Alien OT						0
59.	Totals	0	0	0	0	0	0

NONE

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 Names 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 *
Members														
0572	Blue Cross Blue Shield of Michigan	54291	38-2069753				Blue Cross Blue Shield of Michigan	MI	UDP	State of Michigan	Legal			
0572	Blue Cross Blue Shield of Michigan		27-0521030				Accident Fund Holdings, Inc.	MI	DS	Blue Cross Blue Shield of Michigan	Ownership	100.000	Blue Cross Blue Shield of Michigan	
0572	Blue Cross Blue Shield of Michigan	10166	38-3207001				Accident Fund Insurance Company of America	MI	DS	Accident Fund Holdings, Inc.	Ownership	100.000	Blue Cross Blue Shield of Michigan	
0572	Blue Cross Blue Shield of Michigan	29157	39-0941450				United Wisconsin Insurance Company	WI	DS	Accident Fund Insurance Company of America	Ownership	100.000	Blue Cross Blue Shield of Michigan	
0572	Blue Cross Blue Shield of Michigan	12304	20-3058200				Accident Fund General Insurance Company	MI	DS	Accident Fund Insurance Company of America	Ownership	100.000	Blue Cross Blue Shield of Michigan	
0572	Blue Cross Blue Shield of Michigan	12305	20-3058291				Accident Fund National Insurance Company	MI	DS	Accident Fund Insurance Company of America	Ownership	100.000	Blue Cross Blue Shield of Michigan	
0572	Blue Cross Blue Shield of Michigan	10713	36-4072992				Third Coast Insurance Company	IL	DS	Accident Fund Insurance Company of America	Ownership	100.000	Blue Cross Blue Shield of Michigan	
0572	Blue Cross Blue Shield of Michigan		52-2414206				CWI Holdings, Inc.	DE	DS	Accident Fund Insurance Company of America	Ownership	100.000	Blue Cross Blue Shield of Michigan	
0572	Blue Cross Blue Shield of Michigan	12177	20-1117107				CompWest Insurance Co.	CA	DS	CWI Holdings, Inc.	Ownership	100.000	Blue Cross Blue Shield of Michigan	
0572	Blue Cross Blue Shield of Michigan		20-1420821				LifeSecure Holdings Corporation	AZ	DS	Blue Cross Blue Shield of Michigan	Ownership	100.000	Blue Cross Blue Shield of Michigan	
0572	Blue Cross Blue Shield of Michigan	77720	75-0956156				LifeSecure Insurance Company	MI	DS	LifeSecure Holdings Corporation	Ownership	100.000	Blue Cross Blue Shield of Michigan	
0572	Blue Cross Blue Shield of Michigan	95610	38-2359234				Blue Care Network of Michigan	MI	DS	Blue Cross Blue Shield of Michigan	Ownership	100.000	Blue Cross Blue Shield of Michigan	
0572	Blue Cross Blue Shield of Michigan	11557	32-0026448				Blue Cross Complete of Michigan	MI	DS	Blue Care Network of Michigan	Ownership	100.000	Blue Cross Blue Shield of Michigan	
			38-3134881				BCN Service Company	MI	DS	Blue Care Network of Michigan	Ownership	100.000	Blue Cross Blue Shield of Michigan	
0572	Blue Cross Blue Shield of Michigan	52037	38-2536979				Blue Care of Michigan, Inc.	MI	DS	Blue Cross Blue Shield of Michigan	Ownership	100.000	Blue Cross Blue Shield of Michigan	
			38-2338506				Blue Cross and Blue Shield of Michigan Foundation	MI	DS	Blue Care of Michigan, Inc.	Ownership	100.000	Blue Cross Blue Shield of Michigan	
			38-6561861				Blue Care Network Medical Malpractice Self-Insurance Trust	MI	NIA	Blue Care Network of Michigan	Ownership	97.200	Blue Cross Blue Shield of Michigan	
			38-6561862				Blue Care Network Stop-Loss and Casualty Self-Insurance Trust	MI	NIA	Blue Care Network of Michigan	Ownership	99.300	Blue Cross Blue Shield of Michigan	
			58-1767730				NASCO Corporation	GA	NIA	Blue Cross Blue Shield of Michigan	Ownership	16.660	Blue Cross Blue Shield of Michigan	
			27-1038374				Bloom Health Corporation	DE	NIA	Blue Cross Blue Shield of Michigan	Ownership	26.050	Blue Cross Blue Shield of Michigan	
			45-1259278				EIN Properties LLC	MI	NIA	Blue Cross Blue Shield of Michigan	Ownership	40.000	Blue Cross Blue Shield of Michigan	
			30-0703311				BMH LLC	DE	NIA	Blue Cross Blue Shield of Michigan	Ownership	38.740	BCBSM and IBC MH LLC	
			30-0703311				BMH SUBCO I LLC	DE	NIA	BMH LLC	Ownership	38.740	BCBSM and IBC MH LLC	
			80-0768643				BMH SUBCO II LLC	DE	NIA	BMH LLC	Ownership	38.740	BCBSM and IBC MH LLC	
			45-5415725				AmeriHealth Mercy Services LLC	DE	NIA	BMH LLC	Ownership	38.740	BCBSM and IBC MH LLC	
			23-2859523				AmeriHealth Mercy Health Plan	PA	NIA	BMH SUBCO I LLC	Ownership	19.370	BCBSM and IBC MH LLC	
			23-2859523				AmeriHealth Mercy Health Plan	PA	NIA	BMH SUBCO II LLC	Ownership	19.370	BCBSM and IBC MH LLC	
		14143	27-3575066				AmeriHealth Mercy of Louisiana, Inc.	LA	IA	AmeriHealth Mercy Health Plan	Ownership	38.740	BCBSM and IBC MH LLC	
		95458	57-1032456				Select Health of South Carolina, Inc.	SC	IA	AmeriHealth Mercy Health Plan	Ownership	38.740	BCBSM and IBC MH LLC	
			20-2467931				Select Health of Georgia, Inc.	GA	NIA	AmeriHealth Mercy Health Plan	Ownership	38.740	BCBSM and IBC MH LLC	
			77-0632420				Shore Points AmeriHealth Mercy of Louisiana, LLC	LA	NIA	AmeriHealth Mercy Health Plan	Ownership	38.740	BCBSM and IBC MH LLC	
			20-4948091				AmeriHealth Mercy of Indiana, LLC	IN	NIA	AmeriHealth Mercy Health Plan	Ownership	38.740	BCBSM and IBC MH LLC	
			26-1809217				AmeriHealth Mercy Perform RX IPA of NY, LLC	NY	NIA	AmeriHealth Mercy Health Plan	Ownership	38.740	BCBSM and IBC MH LLC	
			26-1144363				AMHP Holdings Corp.	PA	NIA	AmeriHealth Mercy Health Plan	Ownership	38.740	BCBSM and IBC MH LLC	
			25-1765391				Community Behavioral Healthcare Network of Pennsylvania, Inc.	PA	NIA	AmeriHealth Mercy Health Plan	Ownership	38.740	BCBSM and IBC MH LLC	
		13630	26-0885397				CBHNP Services, Inc.	PA	IA	AmeriHealth Mercy Health Plan	Ownership	38.740	BCBSM and IBC MH LLC	
		14378	45-4088232				Florida True Health, Inc.	FL	IA	AmeriHealth Mercy Health Plan	Ownership	19.370	BCBSM and IBC MH LLC	
		14261	45-3790685				AmeriHealth Nebraska, Inc.	NE	IA	AmeriHealth Mercy Health Plan	Ownership	27.120	BCBSM and IBC MH LLC	
			45-4244113				AmeriHealth Northeast, LLC	PA	NIA	AmeriHealth Mercy Health Plan	Ownership	19.370	BCBSM and IBC MH LLC	
			27-0863878				PerformRx, LLC	PA	NIA	AmeriHealth Mercy Health Plan	Ownership	38.740	BCBSM and IBC MH LLC	

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 Names 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 *
			23-2842344				Keystone Mercy Health Plan	PA	NIA	BMH SUBCO I LLC	Ownership	19.370	BCBSM and IBC MH LLC	
			23-2842344				Keystone Mercy Health Plan	PA	NIA	BMH SUBCO II LLC	Ownership	19.370	BCBSM and IBC MH LLC	

SCHEDULE Y

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)
Affiliated Transactions												
54291	38-2069753	Blue Cross Blue Shield of Michigan		(5,000,000)			956,779,769				951,779,769	
95610	38-2359234	Blue Care Network of Michigan					(785,471,414)	(3,140,313)			(788,611,727)	19,380,109
52037	38-2536979	Blue Care of Michigan, Inc.					(98,080)	(1,000)			(99,080)	
	27-0521030	Accident Fund Holdings	8,500,000				(10,346,879)				(1,846,879)	
10166	38-3207001	Accident Fund Insurance Company of America	(8,500,000)				48,298,893				39,798,893	(387,163,000)
12304	20-3058200	Accident Fund General Insurance Company					(22,827,060)				(22,827,060)	81,820,000
12305	20-3058291	Accident Fund National Insurance Company					(13,495,312)				(13,495,312)	50,588,000
10713	36-4072992	Third Coast Insurance Company					(223,032)				(223,032)	
29157	39-0941450	United Wisconsin Insurance Company					(9,221,932)				(9,221,932)	131,984,000
	38-6561861	Blue Care Network Medical Malpractice Self-Insurance Trust.					(127,841)				(127,841)	
	38-6561862	Blue Care Network Stop-Loss and Casualty Self-Insurance Tr					(118,358)	3,169,632			3,051,274	(19,552,824)
	38-3134881	BCN Service Company					(224,778,570)	(1,000)			(224,779,570)	
	30-0703311	BMH		5,000,000							5,000,000	
	45-1259278	EIN					(6,056,000)				(6,056,000)	
	27-1038374	BloomHealth					1,900,143				1,900,143	
11557	38-0026448	BlueCaid of Michigan					(8,895,386)	(27,319)			(8,922,705)	172,715
	38-2338506	Blue Cross Blue Shield of Michigan Foundation					(882,295)				(882,295)	
12177	20-1117107	CompWest Insurance Company					(7,293,899)				(7,293,899)	122,771,000
	20-1420821	LifeSecure Holdings Corporation									0	
77720	75-0956156	LifeSecure Insurance Company					(632,949)				(632,949)	
	58-1767730	National Accounting Service Company					83,490,202				83,490,202	
9999999.	Control Totals		0	0	0	0	0	0	XXX	0	0	0

Detailed Explanation

Accident Fund Ins. Co. of America 76.50%
United Wisconsin Ins. Co. 9.5%
Accident Fund National Ins. Co. 6%
Accident Fund General Ins. Co. 4%
CompWest Insurance Company 4%

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED 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.

	MARCH FILING	Responses
1.	Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	YES
2.	Will an actuarial opinion be filed by March 1?	YES
3.	Will the confidential Risk-Based Capital Report be filed with the NAIC by March 1?	YES
4.	Will the confidential Risk-Based Capital Report be filed with the state of domicile, if required, by March 1?	YES
	APRIL FILING	
5.	Will the Management's Discussion and Analysis be filed by April 1?	YES
6.	Will the Supplemental Investment Risk Interrogatories be filed by April 1?	YES
7.	Will the Accident and Health Policy Experience Exhibit be filed by April 1?	YES
	JUNE FILING	
8.	Will an audited financial report be filed by June 1?	YES
9.	Will Accountants Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1?	YES
	AUGUST FILING	
10.	Will Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile by August 1?	YES

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.

	MARCH FILING	
11.	Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	YES
12.	Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?	NO
13.	Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?	NO
14.	Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?	NO
15.	Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	NO
16.	Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	NO
17.	Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?	YES
18.	Will an approval from the reporting entity's state of domicile for relief related to the five-year rotation requirement for lead audit partners be filed electronically with the NAIC by March 1?	NO
19.	Will an approval from the reporting entity's state of domicile for relief related to the one-year cooling off period for independent CPA be filed electronically with the NAIC by March 1?	NO
20.	Will an approval from the reporting entity's state of domicile for relief related to the Requirements for Audit Committees be filed electronically with the NAIC by March 1?	NO
	APRIL FILING	
21.	Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?	NO
22.	Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?	NO
23.	Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC?	NO
24.	Will the Supplemental Health Care Exhibit (Parts 1, 2 and 3) be filed with the state of domicile and the NAIC by April 1?	YES
25.	Will the regulator only (non-public) Supplemental Health Care Exhibit's Expense Allocation Report be filed with the state of domicile and the NAIC by April 1?	YES
	AUGUST FILING	
26.	Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1?	YES

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

EXPLANATIONS:

BAR CODE:

1.

2.

3.

4.

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9.

10.

11.

12. *5429120122050000*

13. *5429120122070000*

14. *5429120124200000*

15. *5429120123710000*

16. *5429120123700000*

17.

18. *5429120122240000*

19. *5429120122250000*

20. *5429120122260000*

21. *5429120123060000*

22. *5429120122110000*

23. *5429120122130000*

24.

25.

26.

Overflow Page for Write-Ins

Additional Write-ins for Assets:

	Current Statement Date			4
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	December 31, Prior Year Net Admitted Assets
2504. Company Owned Automobile	63,620	63,620	0	
2597. Summary of remaining write-ins for Line 25	63,620	63,620	0	0

Additional Write-ins for Liabilities:

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
2304. Accounts Payable to Health Care Vendors	109,839,333		109,839,333	80,652,713
2305. Account payable to other plans	18,915,475		18,915,475	10,686,412
2397. Summary of remaining write-ins for Line 23	128,754,808	0	128,754,808	91,339,125

Additional Write-ins for Nonadmitted Assets:

	1 Current Year Total Nonadmitted Assets	2 Prior Year Total Nonadmitted Assets	3 Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
2504. Interim Receivables from Providers	13,558,526	7,223,185	(6,335,341)
2597. Summary of remaining write-ins for Line 25	13,558,526	7,223,185	(6,335,341)

Overflow Page for Write-Ins

NONE

MEDICARE SUPPLEMENT INSURANCE EXPERIENCE EXHIBIT

For the Year Ended December 31, 2012
(To Be Filed by March 1)
FOR THE STATE OF.....Michigan

NAIC Group Code.....572
Address (City, State and Zip Code).....
Person Completing This Exhibit.....

NAIC Company Code.....54291

Title.....Telephone Number.....

1	2	3	4	5	6	7	8	9	10	Policies Issued Through 2009				Policies Issued in 2010, 2011 & 2012			
										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
Individual Policies																	
.....NA.....	4744, 4745, 4851.....	P.....	.....NO.....	....256.....	.12/29/1980	NA.....	.01/21/2001	NA.....	Medigap Low Option.....	.....	.....	.....0.0	.....	1,149,385	2,252,276	.....196.0	1,525
.....NA.....	4744, 4745.....	P.....	.....NO.....	....256.....	.12/29/1980	NA.....	.01/21/2001	NA.....	Medigap High Option.....	.....	.....	.....0.0	.....	27,400,027	42,868,120	.....156.5	16,911
.....Yes.....	4290.....	A.....	.....NO.....	....256.....	.08/21/1992	NA.....	.01/21/2001	NA.....	Medigap Plan A.....	.....	.....	.....0.0	.....	4,565,355	11,738,364	.....257.1	9,204
.....Yes.....	4291.....	C.....	.....NO.....	....256.....	.08/21/1992	NA.....	.01/21/2001	NA.....	Medigap Plan C.....	.....	.....	.....0.0	.....	269,706,074	399,654,953	.....148.2	181,139
.....Yes.....	9802.....	A.....	.....NO.....	....1256.....	.04/29/1999	NA.....	.01/21/2001	NA.....	Medigap Blue Plan.....	.....	.....	.....0.0	.....	2,405,519	3,580,820	.....148.9	2,277
0199999.	Total Policy Experience on Individual Policies.....									0	0	.....0.0	0	305,226,360	460,094,533	.....150.7	211,056

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..... 53200 Grand River New Hudson MI 48165
   2.2 Contact person and phone number..... Robin Mynhier 248-486-2027
3. Billing address and contact person for user fees established under 41 U.S.C. 1395u(h)(3)(B).
   3.1 Address..... Renaissance Center Detroit MI 48034
   3.2 Contact person and phone number..... Terry Keller 313-448-5444
4. Explain any policies identified as policy type "O".

* 5 4 2 9 1 2 0 1 2 3 6 5 0 0 1 0 0 *

MEDICARE PART D COVERAGE SUPPLEMENT

(Net of Reinsurance)

NAIC Group Code....572 (To Be Filed By March 1) NAIC Company Code.....54291

	Individual Coverage		Group Coverage		5
	1 Insured	2 Uninsured	3 Insured	4 Uninsured	Total Cash
1. Premiums Collected:					
1.1 Standard Coverage:					
1.11 With Reinsurance Coverage	83,070,349	XXX		XXX	83,070,349
1.12 Without Reinsurance Coverage		XXX		XXX	0
1.13 Risk-Corridor Payment Adjustments	(1,776,301)	XXX		XXX	(1,776,301)
1.2 Supplemental Benefits		XXX		XXX	0
2. Premiums Due and Uncollected-Change:					
2.1 Standard Coverage:					
2.11 With Reinsurance Coverage	(1,820,544)	XXX		XXX	XXX
2.12 Without Reinsurance Coverage		XXX		XXX	XXX
2.2 Supplemental Benefits		XXX		XXX	XXX
3. Unearned Premium and Advance Premium-Change:					
3.1 Standard Coverage:					
3.11 With Reinsurance Coverage		XXX		XXX	XXX
3.12 Without Reinsurance Coverage		XXX		XXX	XXX
3.2 Supplemental Benefits		XXX		XXX	XXX
4. Risk-Corridor Payment Adjustments-Change:					
4.1 Receivable		XXX		XXX	XXX
4.2 Payable		XXX		XXX	XXX
5. Earned Premiums:					
5.1 Standard Coverage:					
5.11 With Reinsurance Coverage	81,249,805	XXX	0	XXX	XXX
5.12 Without Reinsurance Coverage	0	XXX	0	XXX	XXX
5.13 Risk-Corridor Payment Adjustments	(1,776,301)	XXX	0	XXX	XXX
5.2 Supplemental Benefits	0	XXX	0	XXX	XXX
6. Total Premiums	79,473,504	XXX	0	XXX	81,294,048
7. Claims Paid:					
7.1 Standard Coverage:					
7.11 With Reinsurance Coverage	64,507,441	XXX		XXX	64,507,441
7.12 Without Reinsurance Coverage		XXX		XXX	0
7.2 Supplemental Benefits		XXX		XXX	0
8. Claim Reserves and Liabilities-Change:					
8.1 Standard Coverage:					
8.11 With Reinsurance Coverage	(53,930)	XXX		XXX	XXX
8.12 Without Reinsurance Coverage		XXX		XXX	XXX
8.2 Supplemental Benefits		XXX		XXX	XXX
9. Health Care Receivables-Change:					
9.1 Standard Coverage:					
9.11 With Reinsurance Coverage		XXX		XXX	XXX
9.12 Without Reinsurance Coverage		XXX		XXX	XXX
9.2 Supplemental Benefits		XXX		XXX	XXX
10. Claims Incurred:					
10.1 Standard Coverage:					
10.11 With Reinsurance Coverage	64,453,511	XXX	0	XXX	XXX
10.12 Without Reinsurance Coverage	0	XXX	0	XXX	XXX
10.2 Supplemental Benefits	0	XXX	0	XXX	XXX
11. Total Claims	64,453,511	XXX	0	XXX	64,507,441
12. Reinsurance Coverage and Low Income Cost Sharing:					
12.1 Claims Paid - Net of Reimbursements Applied	XXX		XXX		0
12.2 Reimbursements Received but Not Applied-Change	XXX	2,806,316	XXX		2,806,316
12.3 Reimbursements Receivable-Change	XXX		XXX		XXX
12.4 Health Care Receivables-Change	XXX		XXX		XXX
13. Aggregate Policy Reserves-Change					XXX
14. Expenses Paid	8,430,541	XXX		XXX	8,430,541
15. Expenses Incurred	8,408,177	XXX		XXX	XXX
16. Underwriting Gain/Loss	6,611,816	XXX	0	XXX	XXX
17. Cash Flow Result	XXX	XXX	XXX	XXX	11,162,382

2012 ALPHABETICAL INDEX
HEALTH ANNUAL STATEMENT BLANK

Analysis of Operations By Lines of Business	7	Schedule D – Part 6 – Section 2	E16
Assets	2	Schedule D – Summary By Country	SI04
Cash Flow	6	Schedule D – Verification Between Years	SI03
Exhibit 1 – Enrollment By Product Type for Health Business Only	17	Schedule DA – Part 1	E17
Exhibit 2 – Accident and Health Premiums Due and Unpaid	18	Schedule DA – Verification Between Years	SI10
Exhibit 3 – Health Care Receivables	19	Schedule DB – Part A – Section 1	E18
Exhibit 4 – Claims Unpaid and Incentive Pool, Withhold and Bonus	20	Schedule DB – Part A – Section 2	E19
Exhibit 5 – Amounts Due From Parent, Subsidiaries and Affiliates	21	Schedule DB – Part A – Verification Between Years	SI11
Exhibit 6 – Amounts Due To Parent, Subsidiaries and Affiliates	22	Schedule DB – Part B – Section 1	E20
Exhibit 7 – Part 1 – Summary of Transactions With Providers	23	Schedule DB – Part B – Section 2	E21
Exhibit 7 – Part 2 – Summary of Transactions With Intermediaries	23	Schedule DB – Part B – Verification Between Years	SI11
Exhibit 8 – Furniture, Equipment and Supplies Owned	24	Schedule DB – Part C – Section 1	SI12
Exhibit of Capital Gains (Losses)	15	Schedule DB – Part C – Section 2	SI13
Exhibit of Net Investment Income	15	Schedule DB – Part D	E22
Exhibit of Nonadmitted Assets	16	Schedule DB – Verification	SI14
Exhibit of Premiums, Enrollment and Utilization (State Page)	29	Schedule DL – Part 1	E23
Five-Year Historical Data	28	Schedule DL – Part 2	E24
General Interrogatories	26	Schedule E – Part 1 – Cash	E25
Jurat Page	1	Schedule E – Part 2 – Cash Equivalents	E26
Liabilities, Capital and Surplus	3	Schedule E – Part 3 – Special Deposits	E27
Notes To Financial Statements	25	Schedule E – Verification Between Years	SI15
Overflow Page For Write-ins	44	Schedule S – Part 1 – Section 2	30
Schedule A – Part 1	E01	Schedule S – Part 2	31
Schedule A – Part 2	E02	Schedule S – Part 3 – Section 2	32
Schedule A – Part 3	E03	Schedule S – Part 4	33
Schedule A – Verification Between Years	SI02	Schedule S – Part 5	34
Schedule B – Part 1	E04	Schedule S – Part 6	36
Schedule B – Part 2	E05	Schedule S – Part 7	37
Schedule B – Part 3	E06	Schedule T – Part 2 – Interstate Compact	38
Schedule B – Verification Between Years	SI02	Schedule T – Premiums and Other Considerations	39
Schedule BA – Part 1	E07	Schedule Y – Information Concerning Activities of Insurer Members of a Holding Company Group	40
Schedule BA – Part 2	E08	Schedule Y – Part 1A – Detail of Insurance Holding Company System	41
Schedule BA – Part 3	E09	Schedule Y – Part 2 – Summary of Insurer's Transactions With Any Affiliates	42
Schedule BA – Verification Between Years	SI03	Statement of Revenue and Expenses	4
Schedule D – Part 1	E10	Summary Investment Schedule	SI01
Schedule D – Part 1A – Section 1	SI05	Supplemental Exhibits and Schedules Interrogatories	43
Schedule D – Part 1A – Section 2	SI08	Underwriting and Investment Exhibit – Part 1	8
Schedule D – Part 2 – Section 1	E11	Underwriting and Investment Exhibit – Part 2	9
Schedule D – Part 2 – Section 2	E12	Underwriting and Investment Exhibit – Part 2A	10
Schedule D – Part 3	E13	Underwriting and Investment Exhibit – Part 2B	11
Schedule D – Part 4	E14	Underwriting and Investment Exhibit – Part 2C	12
Schedule D – Part 5	E15	Underwriting and Investment Exhibit – Part 2D	13
Schedule D – Part 6 – Section 1	E16	Underwriting and Investment Exhibit – Part 3	14