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HEALTH QUARTERLY STATEMENT

As of September 30, 2014

of the Condition and Affairs of the

Blue Cross Complete of Michigan

NAIC Group Code.....572, 572 (Current Period) (Prior Period) NAIC Company Code..... 11557 Employer's ID Number..... 32-0026448

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

Licensed as Business Type Health Maintenance Organization Is HMO Federally Qualified? Yes [ ] No [X]

Incorporated/Organized..... September 25, 2002 Commenced Business..... January 1, 2003

Statutory Home Office	20500 Civic Center Drive….. Southfield ..... MI ..... US ..... 48076 *(Street and Number) (City or Town, State, Country and Zip Code)*	
Main Administrative Office	600 E. Lafayette Blvd…… Detroit ..... MI ..... US ..... 48226 *(Street and Number) (City or Town, State, Country and Zip Code)*	313-225-9000 *(Area Code) (Telephone Number)*
Mail Address	600 E. Lafayette Blvd., MC 1508….. Detroit ..... MI ..... US ..... 48226 *(Street and Number) (City or Town, State, Country and Zip Code)*	
Primary Location of Books and Records	20500 Civic Center Drive….. Southfield ..... MI ..... US ..... 48076 *(Street and Number) (City or Town, State, Country and Zip Code)*	248-799-6732 *(Area Code) (Telephone Number)*
Internet Web Site Address	MiBlueCrossComplete.com	
Statutory Statement Contact	Michael Allen Grodus *(Name)*	248-799-6732 *(Area Code) (Telephone Number) (Extension)*
	MGrodus@bcbsm.com *(E-Mail Address)*	248-455-3639 *(Fax Number)*

OFFICERS

Name	Title	Name	Title
1. Nancy Laran Wanchik	President & Chief Executive Officer	2. Julie Concetta Swantek	Secretary
3. Susan Anne Kluge	Chief Financial Officer & Treasurer	4. Donald Samuel Beam MD	Chief Medical Officer

OTHER

DIRECTORS OR TRUSTEES

Jeffrey Lawrence Connolly Joleen Mary Immerfall Nancy Laran Wanchik

State of..... Michigan
County of..... Oakland

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)
Nancy Laran Wanchik	Julie Concetta Swantek	Susan Anne Kluge
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
President & Chief Executive Officer	Secretary	Chief Financial Officer & Treasurer
(Title)	(Title)	(Title)

Subscribed and sworn to before me

This _____ day of _____

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 _____

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 Prior Year Net Admitted Assets
1. Bonds	15,706,937		15,706,937	1,930,542
2. Stocks:				
2.1 Preferred stocks			0	
2.2 Common stocks			0	
3. Mortgage loans on real estate:				
3.1 First liens			0	
3.2 Other than first liens			0	
4. Real estate:				
4.1 Properties occupied by the company (less $.....0 encumbrances)			0	
4.2 Properties held for the production of income (less $.....0 encumbrances)			0	
4.3 Properties held for sale (less $.....0 encumbrances)			0	
5. Cash ($.....(763,056)), cash equivalents ($.....4,999,138) and short-term investments ($.....59,449,364)	63,685,446		63,685,446	32,591,202
6. Contract loans (including $.....0 premium notes)			0	
7. Derivatives			0	
8. Other invested assets	621,426		621,426	571,282
9. Receivables for securities			0	
10. Securities lending reinvested collateral assets			0	
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	80,013,809	0	80,013,809	35,093,026
13. Title plants less $.....0 charged off (for Title insurers only)			0	
14. Investment income due and accrued	361,976		361,976	191,165
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	83,564		83,564	109,844
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $.....0 earned but unbilled premiums)			0	
15.3 Accrued retrospective premiums			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	
16.2 Funds held by or deposited with reinsured companies			0	
16.3 Other amounts receivable under reinsurance contracts			0	
17. Amounts receivable relating to uninsured plans			0	
18.1 Current federal and foreign income tax recoverable and interest thereon			0	
18.2 Net deferred tax asset			0	
19. Guaranty funds receivable or on deposit			0	
20. Electronic data processing equipment and software			0	
21. Furniture and equipment, including health care delivery assets ($.....0)			0	
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	
23. Receivables from parent, subsidiaries and affiliates			0	5,640
24. Health care ($.....4,467,320) and other amounts receivable	5,176,990	709,670	4,467,320	2,783,951
25. Aggregate write-ins for other than invested assets	2,467	0	2,467	2,467
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25)	85,638,806	709,670	84,929,136	38,186,093
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	
28. Total (Lines 26 and 27)	85,638,806	709,670	84,929,136	38,186,093

DETAILS OF WRITE-INS

1101.			0	
1102.			0	
1103.			0	
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Miscellaneous Receivables	2,467		2,467	2,467
2502.			0	
2503.			0	
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	2,467	0	2,467	2,467

LIABILITIES, CAPITAL AND SURPLUS

	Current Period 1 Covered	2 Uncovered	3 Total	Prior Year 4 Total
1. Claims unpaid (less $.....2,381,065 reinsurance ceded)	24,204,315		24,204,315	11,150,313
2. Accrued medical incentive pool and bonus amounts	799,350		799,350	286,749
3. Unpaid claims adjustment expenses	995,693		995,693	509,560
4. Aggregate health policy reserves, including the liability of $.....0 for medical loss ratio rebate per the Public Health Service Act	990,615		990,615	2,971,845
5. Aggregate life policy reserves			0	
6. Property/casualty unearned premium reserve			0	
7. Aggregate health claim reserves			0	
8. Premiums received in advance			0	
9. General expenses due or accrued	2,158,408		2,158,408	24,903
10.1 Current federal and foreign income tax payable and interest thereon (including $.....0 on realized gains (losses))			0	
10.2 Net deferred tax liability			0	
11. Ceded reinsurance premiums payable	303,414		303,414	43,608
12. Amounts withheld or retained for the account of others	9,783,352		9,783,352	7,456,778
13. Remittances and items not allocated			0	
14. Borrowed money (including $.....0 current) and interest thereon $.....0 (including $.....0 current)			0	
15. Amounts due to parent, subsidiaries and affiliates	5,600,456		5,600,456	2,931,808
16. Derivatives			0	
17. Payable for securities	4,802,244		4,802,244	
18. Payable for securities lending			0	
19. Funds held under reinsurance treaties with ($.....0 authorized reinsurers, $.....0 unauthorized reinsurers and certified $.....0 reinsurers)			0	
20. Reinsurance in unauthorized and certified ($.....0) companies			0	
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	
22. Liability for amounts held under uninsured plans			0	
23. Aggregate write-ins for other liabilities (including $.....0 current)	4,323	0	4,323	1,245
24. Total liabilities (Lines 1 to 23)	49,642,170	0	49,642,170	25,376,809
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX		
27. Preferred capital stock	XXX	XXX		
28. Gross paid in and contributed surplus	XXX	XXX	20,250,000	20,250,000
29. Surplus notes	XXX	XXX	30,000,000	
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	(14,963,034)	(7,440,716)
32. Less treasury stock, at cost:				
32.1 .....0.000 shares common (value included in Line 26 $.....0)	XXX	XXX		
32.2 .....0.000 shares preferred (value included in Line 27 $.....0)	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	35,286,966	12,809,284
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	84,929,136	38,186,093

DETAILS OF WRITE-INS

2301. Stale Dated Checks	4,323		4,323	1,245
2302.			0	
2303.			0	
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	4,323	0	4,323	1,245
2501.				
2502.				
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001.				
3002.				
3003.				
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 thru 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	514,270	300,966	427,860
2. Net premium income (including $.....0 non-health premium income)	XXX	170,525,838	84,270,413	122,057,102
3. Change in unearned premium reserves and reserve for rate credits	XXX			
4. Fee-for-service (net of $.....0 medical expenses)	XXX			
5. Risk revenue	XXX			
6. Aggregate write-ins for other health care related revenues	XXX	1,429,515	794,894	1,149,993
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	171,955,353	85,065,307	123,207,095
Hospital and Medical:				
9. Hospital/medical benefits		120,595,881	66,099,398	92,813,984
10. Other professional services		4,832,894	3,013,249	3,870,853
11. Outside referrals				
12. Emergency room and out-of-area		9,915,064	6,365,168	9,189,819
13. Prescription drugs		19,688,580	6,927,006	13,932,461
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts		634,121	312,411	393,187
16. Subtotal (Lines 9 to 15)	0	155,666,540	82,717,232	120,200,304
Less:				
17. Net reinsurance recoveries		2,352,384	926,582	2,375,528
18. Total hospital and medical (Lines 16 minus 17)	0	153,314,156	81,790,650	117,824,776
19. Non-health claims (net)				
20. Claims adjustment expenses, including $.....4,688,484 cost containment expenses		7,541,452	2,973,343	4,603,116
21. General administrative expenses		20,180,823	5,782,894	6,833,694
22. Increase in reserves for life and accident and health contracts (including $.....0 increase in reserves for life only)		(1,981,230)		2,971,845
23. Total underwriting deductions (Lines 18 through 22)	0	179,055,201	90,546,887	132,233,431
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(7,099,848)	(5,481,580)	(9,026,336)
25. Net investment income earned		84,743	22,301	29,531
26. Net realized capital gains (losses) less capital gains tax of $.....0		8		
27. Net investment gains or (losses) (Lines 25 plus 26)	0	84,751	22,301	29,531
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered $.....0) (amount charged off $.....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	(7,015,097)	(5,459,279)	(8,996,805)
31. Federal and foreign income taxes incurred	XXX			
32. Net income (loss) (Lines 30 minus 31)	XXX	(7,015,097)	(5,459,279)	(8,996,805)

DETAILS OF WRITE-INS

0601. Michigan Health Insurance Claims Assessment collected from MDCH	XXX	1,429,515	794,894	1,149,993
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above)	XXX	1,429,515	794,894	1,149,993
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 thru 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 thru 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 thru 2903 plus 2998) (Line 29 above)	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

CAPITAL AND SURPLUS ACCOUNT	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
33. Capital and surplus prior reporting year	12,809,284	4,847,420	4,847,420
34. Net income or (loss) from Line 32	(7,015,097)	(5,459,279)	(8,996,805)
35. Change in valuation basis of aggregate policy and claim reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of $.....0	50,145	51,321	70,376
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax			
39. Change in nonadmitted assets	(557,366)	(96,152)	(111,707)
40. Change in unauthorized and certified reinsurance			
41. Change in treasury stock			
42. Change in surplus notes	30,000,000		
43. Cumulative effect of changes in accounting principles			
44. Capital changes:			
44.1 Paid in		15,000,000	
44.2 Transferred from surplus (Stock Dividend)			
44.3 Transferred to surplus			
45. Surplus adjustments:			
45.1 Paid in			17,000,000
45.2 Transferred to capital (Stock Dividend)			
45.3 Transferred from capital			
46. Dividends to stockholders			
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital and surplus (Lines 34 to 47)	22,477,682	9,495,890	7,961,864
49. Capital and surplus end of reporting period (Line 33 plus 48)	35,286,966	14,343,310	12,809,284

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 thru 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	170,811,924	84,762,515	122,442,340
2. Net investment income	(49,800)	24,118	(113,472)
3. Miscellaneous income	1,429,515	794,894	1,149,993
4. Total (Lines 1 through 3)	172,191,639	85,581,527	123,478,861
5. Benefit and loss related payments	141,988,288	74,430,778	111,282,226
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	25,099,559	8,561,773	11,066,438
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of $.....0 tax on capital gains (losses)			
10. Total (Lines 5 through 9)	167,087,847	82,992,551	122,348,664
11. Net cash from operations (Line 4 minus Line 10)	5,103,792	2,588,976	1,130,197
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds			
12.2 Stocks			
12.3 Mortgage loans			
12.4 Real estate			
12.5 Other invested assets			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	8		
12.7 Miscellaneous proceeds	4,802,244		
12.8 Total investment proceeds (Lines 12.1 to 12.7)	4,802,252	0	0
13. Cost of investments acquired (long-term only):			
13.1 Bonds	13,812,663		
13.2 Stocks			
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications			
13.7 Total investments acquired (Lines 13.1 to 13.6)	13,812,663	0	0
14. Net increase or (decrease) in contract loans and premium notes			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(9,010,411)	0	0
CASH FROM FINANCING AND MISCELLANEOUS SOURCES			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	30,000,000		
16.2 Capital and paid in surplus, less treasury stock		15,000,000	17,000,000
16.3 Borrowed funds			
16.4 Net deposits on deposit-type contracts and other insurance liabilities			
16.5 Dividends to stockholders			
16.6 Other cash provided (applied)	5,000,863	4,770,784	6,216,256
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	35,000,863	19,770,784	23,216,256
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17)	31,094,244	22,359,761	24,346,453
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	32,591,202	8,244,749	8,244,749
19.2 End of period (Line 18 plus Line 19.1)	63,685,446	30,604,510	32,591,202

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

20.0001			

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
	Total	2 Individual	3 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	43,321								43,321	
2. First Quarter	46,326								46,326	
3. Second Quarter	64,300								64,300	
4. Third Quarter	69,144								69,144	
5. Current Year	0									
6. Current Year Member Months	514,270								514,270	
Total Member Ambulatory Encounters for Period:										
7. Physician	269,187								269,187	
8. Non-Physician	103,247								103,247	
9. Total	372,434	0	0	0	0	0	0	0	372,434	0
10. Hospital Patient Days Incurred	24,877								24,877	
11. Number of Inpatient Admissions	6,424								6,424	
12. Health Premiums Written (a)	172,757,769								172,757,769	
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	172,757,769								172,757,769	
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	141,572,918								141,572,918	
18. Amount Incurred for Provision of Health Care Services	155,666,540								155,666,540	

(a) For health premiums written: Amount of Medicare Title XVIII exempt from state taxes or fees $.....0.

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	6,362,140	504,756	704,854	341,579	131,708	8,045,037
0499999. Subtotals	6,362,140	504,756	704,854	341,579	131,708	8,045,037
0599999. Unreported Claims and Other Claim Reserves						18,540,343
0799999. Total Claims Unpaid						26,585,380
0899999. Accrued Medical Incentive Pool and Bonus Amounts						799,350

UNDERWRITING AND INVESTMENT EXHIBIT

Analysis of Claims Unpaid - Prior Year - Net of Reinsurance

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
1. Comprehensive (hospital and medical)					0	
2. Medicare Supplement					0	
3. Dental only					0	
4. Vision only					0	
5. Federal Employees Health Benefits Plan					0	
6. Title XVIII - Medicare					0	
7. Title XIX - Medicaid	8,482,070	131,283,579	974,519	23,229,796	9,456,589	11,150,313
8. Other health					0	
9. Health subtotal (Lines 1 to 8)	8,482,070	131,283,579	974,519	23,229,796	9,456,589	11,150,313
10. Healthcare receivables (a)		181,823			0	42,207
11. Other non-health					0	
12. Medical incentive pools and bonus amounts	121,520		165,678	633,672	287,198	286,749
13. Totals (Lines 9-10+11+12)	8,603,590	131,101,756	1,140,197	23,863,468	9,743,787	11,394,855

(a) Excludes $.....0 loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies

A. Accounting Practices

The Michigan Department of Insurance and Financial Services (DIFS) recognizes only statutory accounting practices (SAP) required by the State of Michigan for determining and reporting the financial condition and results of operations of an insurance company. DIFS has adopted the National Association of Insurance Commissioners' (NAIC) *Accounting Practices and Procedures Manual* and the related *NAIC Annual and Quarterly Statement Instructions* (NAIC SAP) for determining and reporting the financial condition and results of operations of an insurance company. DIFS requires the use of NAIC SAP to the extent that practices, procedures, and reporting standards are not modified by the Michigan Insurance Code or the DIFS "*Forms and Instructions for Required Filings in Michigan*" defined as prescribed or permitted practices.

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

		State of Domicile	2014	2013
NET INCOME				
(1)	Company state basis (Page 4, Line 32, Columns 2 & 4)	Michigan	(7,015,097)	(8,996,805)
(2)	State Prescribed Practices that increase / decrease NAIC SAP		NONE	
(3)	State Permitted Practices that increase / decrease NAIC SAP		NONE	
(4)	NAIC SAP (1 – 2 – 3 = 4)		(7,015,097)	(8,996,805)
SURPLUS				
(5)	Company state basis (Page 3, line 33, Columns 3 & 4)	Michigan	35,286,966	12,809,284
(6)	State Prescribed Practices that increase / decrease NAIC SAP		NONE	
(7)	State Permitted Practices that increase / decrease NAIC SAP		NONE	
(8)	NAIC SAP (5 – 6 – 7 = 8)		35,286,966	12,809,284

Note 2 - Accounting Changes and Corrections of Errors

Not applicable.

Note 3 - Business Combinations and Goodwill

Not applicable.

Note 4 - Discontinued Operations

Not applicable.

Note 5 - Investments

Note 5 including 5D, 5E(3)b, 5I(2) and 5I(3) is not applicable; BCC has no loan-backed securities, no repurchase agreements and/or securities lending transactions, and no working capital finance investments.

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

Not applicable.

Note 7 - Investment Income

No significant change.

Note 8 - Derivative Instruments

Not applicable.

Note 9 - Income Taxes

Not applicable.

Note 10 - Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

No significant change.

Note 11 - Debt

Note 11 including 11B is not applicable; BCC has no Federal Home Loan Bank agreements.

Note 12 - Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

Note 12 including 12A4 is not applicable; BCC has no defined benefit plans.

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

(11) The Company issued the following surplus note:

Date Issued	Interest Rate	Par Value (Face Amount of Note)	Carrying Value of Note	Principal and/or Interest Paid Current Year	Total Principal and/or Interest Paid	Unapproved Principal and/or Interest	Date of Maturity
6/25/14	1.51%	$30,000,000	$30,000,000	N/A	N/A	N/A	N/A

The surplus note in the amount of $30,000,000 was issued to the parent, Blue Care Network of Michigan, in exchange for cash.

The surplus note has the following repayment conditions and restrictions: the Company is required to pay interest on the outstanding principal annually from the date of issuance until the principal amount is fully paid. Each payment of interest on and principal of the surplus note may be made only with the prior approval of the Board of Directors and the Department of Insurance and Financial Services. This surplus note does not have a stated maturity date.

The surplus note has the following subordination terms: the payment of principal and interest is expressly subordinated to claims of creditors and members of the Company and any other priority claims provided by Chapter 81 of the Insurance Code which provides that surplus notes are at the eighth level of priority.

The liquidation preference to the insurer's common shareholders is as follows: if the Company is dissolved and there are insufficient assets to pay the full principal amount of and interest on the outstanding surplus note, then the Company shall pay on the surplus note a pro rata basis of the outstanding principal amount and the interest accrued. Regardless of the issuance date, this surplus note shall be of equal rank with any other surplus note, unless such other surplus note is expressly subordinated to this surplus note.

Note 14 - Contingencies

No significant change.

Note 15 - Leases

Not applicable.

Note 16 - Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk

Not applicable.

Note 17 - Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

Note 17 including 17B(2)b, 17B(4)a, 17B(4)b, and 17C is not applicable. BCC had no wash sales and no transfer and servicing of financial assets.

Note 18 - Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

Not applicable.

Note 19 - Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

Not applicable.

Note 20 - Fair Value

A. Fair Value Measurements at Reporting Date - Not applicable.

Certain assets and liabilities of BCC are measured and reported: (a) at amortized cost, (b) at values using the adjusted audited GAAP equity method, or (c) at values that approximate fair value due to their liquid or short-term nature.

B. Other Fair Value Information - Not applicable.

C. Fair Value of Financial Instruments

Type of Financial Instrument:	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Not Practicable (Carrying Value)
Bonds - Long-Term: Industrial and Miscellaneous	15,627,113	15,706,937	13,498,658	2,128,455		
Bonds - Short-Term: Industrial and Miscellaneous	24,641,290	24,644,711	7,883,786	16,757,504		
Bonds - Short-Term: Money Market Mutual Funds	34,804,653	34,804,653	34,804,653			
Bonds – Cash Equivalents: Industrial and Miscellaneous	4,999,100	4,999,138		4,999,100		
Total	80,072,156	80,155,439	56,187,097	23,885,059		

D. Not Practicable to Estimate Fair Value - Not applicable.

NOTES TO FINANCIAL STATEMENTS

Note 21 - Other Items

C. Other Disclosures and Unusual Items – Not applicable.

H. Offsetting and Netting of Assets and Liabilities – Not applicable.

J. Risk Sharing Provisions of the Affordable Care Act – Not applicable.

Note 22 - Events Subsequent

No significant change.

Note 23 - Reinsurance

No significant change.

Note 24 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

Not applicable.

Note 25 - Change in Incurred Claims and Claim Adjustment Expenses

Liabilities for unpaid claims and claims adjustment expenses (CAE) as of December 31, 2013 were $11.7 million.
As of September 30, 2014, $8.9 million has been paid for incurred claims and CAE attributable to insured events of prior years. Liabilities for unpaid claims and CAE remaining for prior years are now estimated to be $1.0 million as a result of re-estimation of unpaid claims and CAE. Therefore, there has been a $1,760,812 favorable prior year development based on the analysis of recent loss development trends from December 31, 2013 to September 30, 2014. Original estimates are increased or decreased, as additional information becomes available regarding individual claims.

Note 26 - Intercompany Pooling Arrangements

Not applicable.

Note 27 - Structured Settlements

Not applicable.

Note 28 - Health Care Receivables

No significant change.

Note 29 - Participating Policies

Not applicable.

Note 30 - Premium Deficiency Reserves

No significant change.

Note 31 - Anticipated Salvage and Subrogation

Not applicable.

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 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes [X] No [ ]
If yes, complete Schedule Y, Parts 1 and 1A.

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

3.3 If the response to 3.2 is yes, provide a brief description of those changes.
BCBSM obtained a forty percent interest in Data Driven Delivery Systems, Inc., which is a Delaware-registered company.

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 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 [X] N/A [ ]
If yes, attach an explanation.

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. .....12/31/2013.....

6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. .....12/31/2010.....

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). .....6/26/2012.....

6.4 By what department or departments?
Department of Insurance and Financial Services

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 [ ] N/A [X]

6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [ ] No [ ] N/A [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 the 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

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 [X] No [ ]

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
BCC's management and officers are subject to BCBSM's "Corporate Code of Ethics and Compliance" policy. Effective 1/1/2014. the Prior Criminal Convictions and Delegation of Authority section now includes an expanded description of debarment lists that are checked to include state debarment lists. The Use of Company E-mail and Internet section now includes language regarding the mandatory compliance with health information privacy and information security. Finally, the Medicare Advantage Compliance Addendum and BCC Compliance Addendum have been consolidated.The new addendum is now applicable to all government programs. The language has also been revised to more accurately reflect current practices.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

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).

PART 1 - 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: .....

PART 1 - 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: $.....0

13. Amount of real estate and mortgages held in short-term investments: $.....0

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

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	$ 0	$ 0
14.22 Preferred Stock	$ 0	$ 0
14.23 Common Stock	$ 0	$ 0
14.24 Short-Term Investments	$ 0	$ 0
14.25 Mortgage Loans on Real Estate	$ 0	$ 0
14.26 All Other	$ 571,282	$ 621,426
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	$ 571,282	$ 621,426
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	$ 0	$ 0

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.

16. For the reporting entity's security lending program, state the amount of the following as of current statement date:
16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2: $.....0
16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2: $.....0
16.3 Total payable for securities lending reported on the liability page: $.....0

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
State Street Bank and Trust Company	801 Pennsylvania, Kansas City, MO 64105

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
	Blue Cross Blue Shield of Michigan	600 E. Lafayette Blvd. Detroit, MI 48226

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 (continued)

PART 2 - HEALTH

1. Operating Percentages:

1.1 A&H loss percent		91.5 %
1.2 A&H cost containment percent		2.7 %
1.3 A&H expense percent excluding cost containment expenses		13.5 %
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.		0
2.3 Do you act as an administrator for health savings accounts?	Yes [ ]	No [X]
2.4 If yes, please provide the amount of funds administered as of the reporting date.		0

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Type of Reinsurer	8 Certified Reinsurer Rating (1 through 6)	9 Effective Date of Certified Reinsuer Rating

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
State, Etc.	Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/ Casualty Premiums	Total Columns 2 through 7	Deposit-Type Contracts
1. Alabama AL	N							0	
2. Alaska AK	N							0	
3. Arizona AZ	N							0	
4. Arkansas AR	N							0	
5. California CA	N							0	
6. Colorado CO	N							0	
7. Connecticut CT	N							0	
8. Delaware DE	N							0	
9. District of Columbia DC	N							0	
10. Florida FL	N							0	
11. Georgia GA	N							0	
12. Hawaii HI	N							0	
13. Idaho ID	N							0	
14. Illinois IL	N							0	
15. Indiana IN	N							0	
16. Iowa IA	N							0	
17. Kansas KS	N							0	
18. Kentucky KY	N							0	
19. Louisiana LA	N							0	
20. Maine ME	N							0	
21. Maryland MD	N							0	
22. Massachusetts MA	N							0	
23. Michigan MI	L			172,757,769				172,757,769	
24. Minnesota MN	N							0	
25. Mississippi MS	N							0	
26. Missouri MO	N							0	
27. Montana MT	N							0	
28. Nebraska NE	N							0	
29. Nevada NV	N							0	
30. New Hampshire NH	N							0	
31. New Jersey NJ	N							0	
32. New Mexico NM	N							0	
33. New York NY	N							0	
34. North Carolina NC	N							0	
35. North Dakota ND	N							0	
36. Ohio OH	N							0	
37. Oklahoma OK	N							0	
38. Oregon OR	N							0	
39. Pennsylvania PA	N							0	
40. Rhode Island RI	N							0	
41. South Carolina SC	N							0	
42. South Dakota SD	N							0	
43. Tennessee TN	N							0	
44. Texas TX	N							0	
45. Utah UT	N							0	
46. Vermont VT	N							0	
47. Virginia VA	N							0	
48. Washington WA	N							0	
49. West Virginia WV	N							0	
50. Wisconsin WI	N							0	
51. Wyoming WY	N							0	
52. American Samoa AS	N							0	
53. Guam GU	N							0	
54. Puerto Rico PR	N							0	
55. U.S. Virgin Islands VI	N							0	
56. Northern Mariana Islands MP	N							0	
57. Canada CAN	N							0	
58. Aggregate Other alien OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	0	0	172,757,769	0	0	0	172,757,769	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0	
61. Total (Direct Business)	(a) 1	0	0	172,757,769	0	0	0	172,757,769	0

DETAILS OF WRITE-INS

58001.								0	
58002.								0	
58003.								0	
58998. Summary of remaining write-ins for line 58 from overflow page		0	0	0	0	0	0	0	0
58999. Total (Lines 58001 thru 58003 plus 58998) (Line 58 above)		0	0	0	0	0	0	0	0

(L) - Licensed or Chartered - Licensed Insurance Carrier or Domicilied 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.

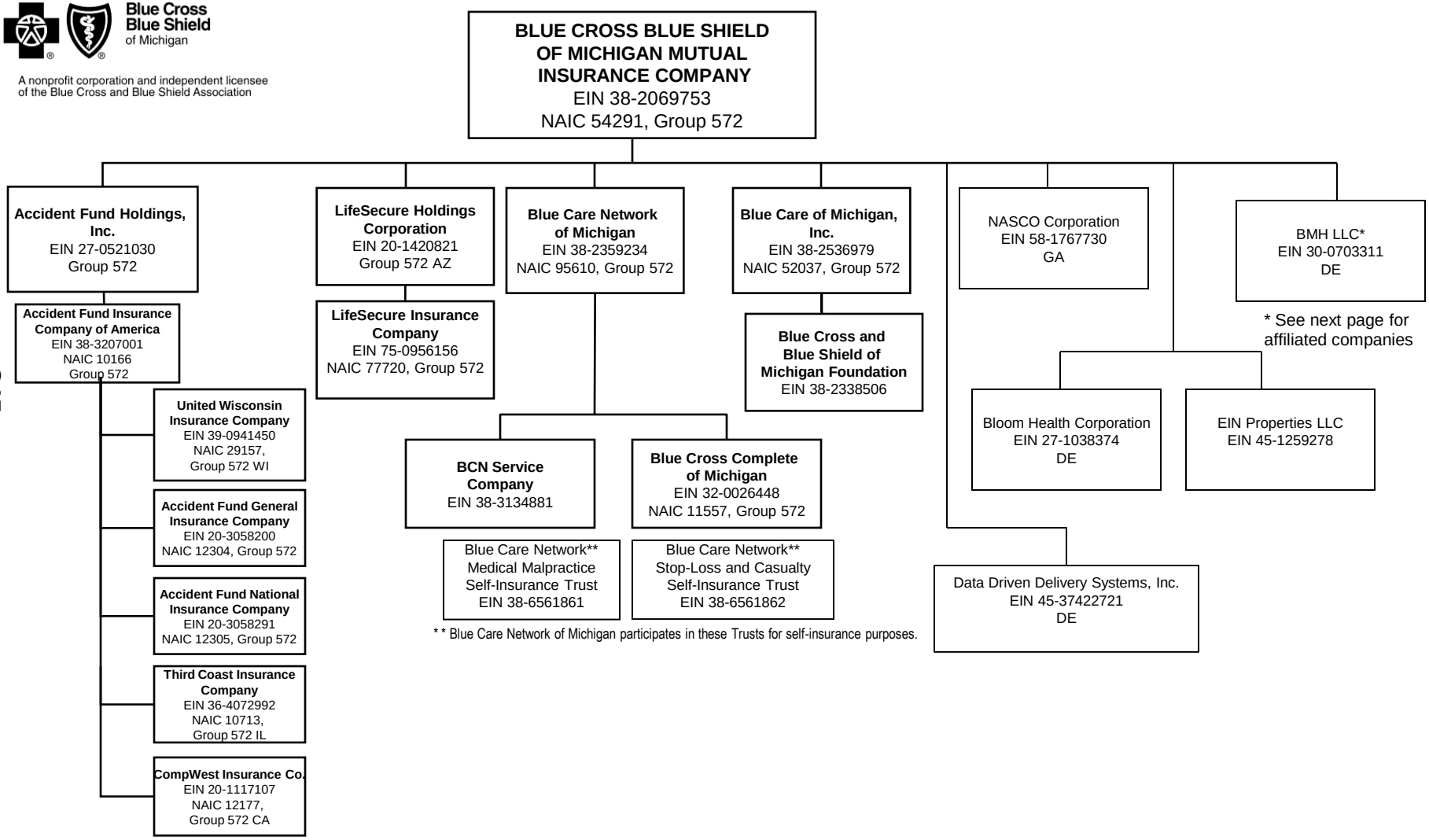
SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

SUBSIDIARY & AFFILIATE ORGANIZATION CHART

Blue Cross Blue Shield of Michigan

A nonprofit corporation and independent licensee of the Blue Cross and Blue Shield Association



Q15

All entities that do not reflect a particular state name or abbreviation are domiciled in Michigan.

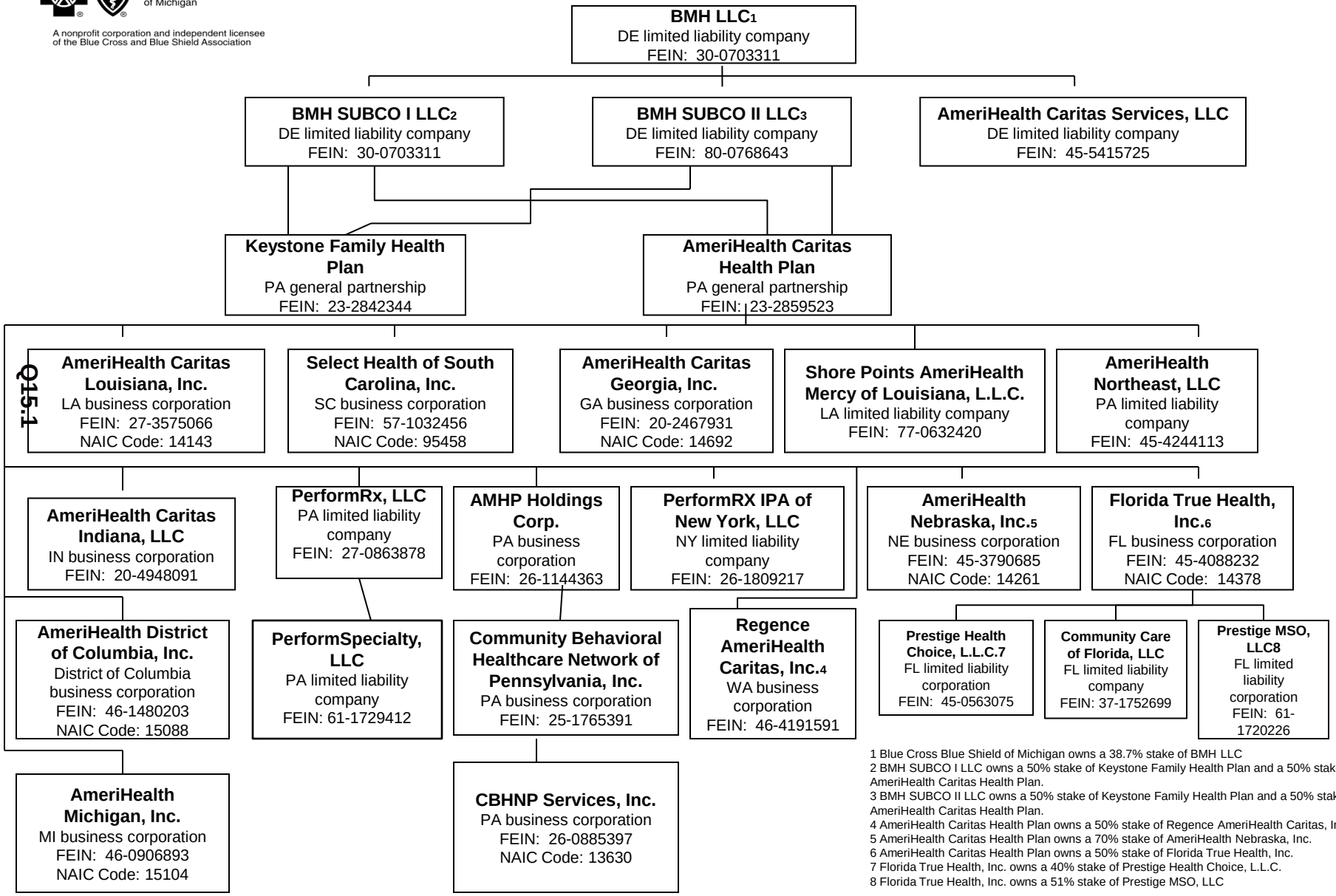
Blue Cross Blue Shield of Michigan

A nonprofit corporation and independent licensee of the Blue Cross and Blue Shield Association

SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

SUBSIDIARY & AFFILIATE ORGANIZATION CHART



1 Blue Cross Blue Shield of Michigan owns a 38.7% stake of BMH LLC
2 BMH SUBCO I LLC owns a 50% stake of Keystone Family Health Plan and a 50% stake of AmeriHealth Caritas Health Plan.
3 BMH SUBCO II LLC owns a 50% stake of Keystone Family Health Plan and a 50% stake of AmeriHealth Caritas Health Plan.
4 AmeriHealth Caritas Health Plan owns a 50% stake of Regence AmeriHealth Caritas, Inc.
5 AmeriHealth Caritas Health Plan owns a 70% stake of AmeriHealth Nebraska, Inc.
6 AmeriHealth Caritas Health Plan owns a 50% stake of Florida True Health, Inc.
7 Florida True Health, Inc. owns a 40% stake of Prestige Health Choice, L.L.C.
8 Florida True Health, Inc. owns a 51% stake of Prestige MSO, LLC

Reporting: 9/30/14 rev. 10/09/14

All entities that do not reflect a particular state name or abbreviation are domiciled in 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 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 Mutual Insurance Company	54291	38-2069753				Blue Cross Blue Shield of Michigan Mutual Insurance Company	MI	UIP	State of Michigan	Legal			
0572	Blue Cross Blue Shield of Michigan Mutual Insurance Company		27-0521030				Accident Fund Holdings, Inc.	MI	NIA	Blue Cross Blue Shield of Michigan Mutual Insurance Company	Ownership	100.000	Blue Cross Blue Shield of Michigan Mutual Insurance Company	
0572	Blue Cross Blue Shield of Michigan Mutual Insurance Company	10166	38-3207001				Accident Fund Insurance Company of America	MI	IA	Accident Fund Holdings, Inc.	Ownership	100.000	Blue Cross Blue Shield of Michigan Mutual Insurance Company	
0572	Blue Cross Blue Shield of Michigan Mutual Insurance Company	29157	39-0941450				United Wisconsin Insurance Company	WI	IA	Accident Fund Insurance Company of America	Ownership	100.000	Blue Cross Blue Shield of Michigan Mutual Insurance Company	
0572	Blue Cross Blue Shield of Michigan Mutual Insurance Company	12304	20-3058200				Accident Fund General Insurance Company	MI	IA	Accident Fund Insurance Company of America	Ownership	100.000	Blue Cross Blue Shield of Michigan Mutual Insurance Company	
0572	Blue Cross Blue Shield of Michigan Mutual Insurance Company	12305	20-3058291				Accident Fund National Insurance Company	MI	IA	Accident Fund Insurance Company of America	Ownership	100.000	Blue Cross Blue Shield of Michigan Mutual Insurance Company	
0572	Blue Cross Blue Shield of Michigan Mutual Insurance Company	10713	36-4072992				Third Coast Insurance Company	IL	IA	Accident Fund Insurance Company of America	Ownership	100.000	Blue Cross Blue Shield of Michigan Mutual Insurance Company	
0572	Blue Cross Blue Shield of Michigan Mutual Insurance Company	12177	20-1117107				CompWest Insurance Co.	CA	IA	Accident Fund Insurance Company of America	Ownership	100.000	Blue Cross Blue Shield of Michigan Mutual Insurance Company	
0572	Blue Cross Blue Shield of Michigan Mutual Insurance Company		20-1420821				LifeSecure Insurance Holdings Corporation	AZ	NIA	Blue Cross Blue Shield of Michigan Mutual Insurance Company	Ownership	100.000	Blue Cross Blue Shield of Michigan Mutual Insurance Company	
0572	Blue Cross Blue Shield of Michigan Mutual Insurance Company	77720	75-0956156				LifeSecure Insurance Company	MI	IA	LifeSecure Holdings Corporation	Ownership	100.000	Blue Cross Blue Shield of Michigan Mutual Insurance Company	
0572	Blue Cross Blue Shield of Michigan Mutual Insurance Company	95610	38-2359234				Blue Care Network of Michigan	MI	UDP	Blue Cross Blue Shield of Michigan Mutual Insurance Company	Ownership	100.000	Blue Cross Blue Shield of Michigan Mutual Insurance Company	
0572	Blue Cross Blue Shield of Michigan Mutual Insurance Company	11557	32-0026448				Blue Cross Complete of Michigan	MI	RE	Blue Care Network of Michigan	Ownership	100.000	Blue Cross Blue Shield of Michigan Mutual Insurance Company	
0572	Blue Cross Blue Shield of Michigan Mutual Insurance Company		38-3134881				BCN Service Company	MI	NIA	Blue Care Network of Michigan	Ownership	100.000	Blue Cross Blue Shield of Michigan Mutual Insurance Company	
0572	Blue Cross Blue Shield of Michigan Mutual Insurance Company	52037	38-2536979				Blue Care of Michigan, Inc.	MI	IA	Blue Cross Blue Shield of Michigan Mutual Insurance Company	Ownership	100.000	Blue Cross Blue Shield of Michigan Mutual Insurance Company	
0572	Blue Cross Blue Shield of Michigan Mutual Insurance Company		38-2338506				Blue Cross and Blue Shield of Michigan Foundation	MI	NIA	Blue Care of Michigan, Inc.	Ownership	100.000	Blue Cross Blue Shield of Michigan Mutual Insurance Company	

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 *
0572	Blue Cross Blue Shield of Michigan Mutual Insurance Company		38-6561861				Blue Care Network Medical Malpractice Self-Insurance Trust	MI	OTH	Blue Care Network of Michigan	Ownership	97.200	Blue Cross Blue Shield of Michigan Mutual Insurance Company	1
0572	Blue Cross Blue Shield of Michigan Mutual Insurance Company		38-6561862				Blue Care Network Stop-Loss and Casualty Self-Insurance Trust	MI	OTH	Blue Care Network of Michigan	Ownership	99.300	Blue Cross Blue Shield of Michigan Mutual Insurance Company	2
			58-1767730				NASCO Corporation	GA	NIA	Blue Cross Blue Shield of Michigan Mutual Insurance Company	Ownership	16.660	Blue Cross Blue Shield of Michigan Mutual Insurance Company	
			27-1038374				Bloom Health Corporation	DE	NIA	Blue Cross Blue Shield of Michigan Mutual Insurance Company	Ownership	26.050	Blue Cross Blue Shield of Michigan Mutual Insurance Company	
0572	Blue Cross Blue Shield of Michigan Mutual Insurance Company		45-1259278				EIN Properties LLC	MI	NIA	Blue Cross Blue Shield of Michigan Mutual Insurance Company	Ownership	40.000	Blue Cross Blue Shield of Michigan Mutual Insurance Company	
			45-3742721				Data Driven Delivery Systems, Inc.	DE	NIA	Blue Cross Blue Shield of Michigan Mutual Insurance Company	Ownership	40.000	Blue Cross Blue Shield of Michigan Mutual Insurance Company	
			30-0703311				BMH LLC	DE	NIA	Blue Cross Blue Shield of Michigan Mutual Insurance Company	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 BC MH LLC	
			45-5415725				AmeriHealth Caritas Services, LLC	DE	NIA	BMH LLC	Ownership	38.740	BCBSM and IBC MH LLC	
			23-2859523				AmeriHealth Caritas Health Plan	PA	NIA	BMH SUBCO I LLC	Ownership	19.370	BCBSM and IBC MH LLC	
			23-2859523				AmeriHealth Caritas Health Plan	PA	NIA	BMH SUBCO II LLC	Ownership	19.370	BCBSM and IBC MH LLC	
		14143	27-3575066				AmeriHealth Caritas Louisiana, Inc.	LA	IA	AmeriHealth Caritas Health Plan	Ownership	38.740	BCBSM and IBC MH LLC	
		95458	57-1032456				Select Health of South Carolina, Inc.	SC	IA	AmeriHealth Caritas Health Plan	Ownership	38.740	BCBSM and IBC MH LLC	
		14692	20-2467931				AmeriHealth Caritas Georgia, Inc.	GA	IA	AmeriHealth Caritas Health Plan	Ownership	38.740	BCBSM and IBC MH LLC	
			77-0632420				Shore Points AmeriHealth Mercy of Louisiana, LLC	LA	NIA	AmeriHealth Caritas Health Plan	Ownership	38.740	BCBSM and IBC MH LLC	
			20-4948091				AmeriHealth Caritas Indiana, LLC	IN	NIA	AmeriHealth Caritas Health Plan	Ownership	38.740	BCBSM and IBC MH LLC	
			26-1809217				Perform RX IPA of New York, LLC	NY	NIA	AmeriHealth Caritas Health Plan	Ownership	38.740	BCBSM and IBC MH LLC	
			26-1144363				AMHP Holdings Corp.	PA	NIA	AmeriHealth Caritas Health Plan	Ownership	38.740	BCBSM and IBC MH LLC	
			25-1765391				Community Behavioral Healthcare Network of Pennsylvania, Inc.	PA	NIA	AmeriHealth Caritas Health Plan	Ownership	38.740	BCBSM and IBC MH LLC	
		13630	26-0885397				CBHNP Services, Inc.	PA	IA	AmeriHealth Caritas Health Plan	Ownership	38.740	BCBSM and IBC MH LLC	
		14378	45-4088232				Florida True Health, Inc.	FL	IA	AmeriHealth Caritas Health Plan	Ownership	19.370	BCBSM and IBC MH LLC	
			37-1752699				Community Care of Florida, LLC	FL	IA	Florida True Health Inc.	Ownership	19.370	BCBSM and IBC MH LLC	
			45-0563075				Prestige Health Choice, LLC	FL	NIA	Florida True Health Inc.	Ownership	7.748	BCBSM and IBC MH LLC	
			61-1720226				Prestige MSO, LLC	FL	NIA	Florida True Health Inc.	Ownership	9.879	BCBSM and IBC MH LLC	
		15088	46-1480203				AmeriHealth District of Columbia, Inc.	DC	IA	AmeriHealth Caritas Health Plan	Ownership	38.740	BCBSM and IBC MH LLC	
		15104	46-0906893				AmeriHealth Michigan, Inc.	MI	IA	AmeriHealth Caritas Health Plan	Ownership	38.740	BCBSM and IBC MH LLC	
		14261	45-3790685				AmeriHealth Nebraska, Inc.	NE	IA	AmeriHealth Caritas Health Plan	Ownership	27.120	BCBSM and IBC MH LLC	
			45-4244113				AmeriHealth Northeast, LLC	PA	NIA	AmeriHealth Caritas 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 *
			27-0863878				PerformRx, LLC	PA	NIA	AmeriHealth Caritas Health Plan	Ownership	38.740	BCBSM and IBC MH LLC	
			61-1729412				PerformSpecialty, LLC	PA	NIA	PerformRx LLC	Ownership	38.740	BCBSM and IBC MH LLC	
			46-4191591				Regence AmeriHealth Caritas, Inc.	WA	NIA	AmeriHealth Caritas Health Plan	Ownership	19.370	BCBSM and IBC MH LLC	
			23-2842344				Keystone Family Health Plan	PA	NIA	BMH SUBCO I LLC	Ownership	19.370	BCBSM and IBC MH LLC	
			23-2842344				Keystone Family Health Plan	PA	NIA	BMH SUBCO II LLC	Ownership	19.370	BCBSM and IBC MH LLC	

Q16.2

Asterisk	Explanation
1	Grantor trust used for Malpractice insurance
2	Grantor trust used for Stop-Loss reinsurance

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 5 7 2 0 1 4 3 6 5 0 0 0 0 3 *

Overflow Page for Write-Ins

NONE

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

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	571,282	500,906
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)	50,144	70,376
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	621,426	571,282
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)	621,426	571,282

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	1,930,542	1,959,154
2. Cost of bonds and stocks acquired	13,812,663	
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration for bonds and stocks disposed of		
7. Deduct amortization of premium	36,268	28,612
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	15,706,937	1,930,542
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	15,706,937	1,930,542

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by NAIC Designation

NAIC Designation	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. NAIC 1 (a)	59,940,750	117,982,591	129,727,825	8,071,748	23,170,085	59,940,750	56,267,264	29,706,408
2. NAIC 2 (a)	17,111,504	43,891,270	28,794,957	(8,319,642)	8,475,937	17,111,504	23,888,175	6,047,505
3. NAIC 3 (a)								
4. NAIC 4 (a)								
5. NAIC 5 (a)								
6. NAIC 6 (a)								
7. Total Bonds	77,052,254	161,873,861	158,522,782	(247,894)	31,646,022	77,052,254	80,155,439	35,753,913
PREFERRED STOCK								
8. NAIC 1								
9. NAIC 2								
10. NAIC 3								
11. NAIC 4								
12. NAIC 5								
13. NAIC 6								
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	77,052,254	161,873,861	158,522,782	(247,894)	31,646,022	77,052,254	80,155,439	35,753,913

(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 $.....0; NAIC 2 $.....0; NAIC 3 $.....0; NAIC 4 $.....0; NAIC 5 $.....0; NAIC 6 $.....0.

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	59,449,364	XXX	59,573,647	32,647	128,964

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	31,346,382	8,278,399
2. Cost of short-term investments acquired	246,757,106	37,458,224
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	8	
6. Deduct consideration received on disposals	218,183,388	14,365,383
7. Deduct amortization of premium	470,744	24,858
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	59,449,364	31,346,382
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	59,449,364	31,346,382

Sch. DB-Pt A-Verification
NONE

Sch. DB-Pt B-Verification
NONE

Sch. DB-Pt C-Sn 1
NONE

Sch. DB-Pt C-Sn 2
NONE

Sch. DB-Verification
NONE

SCHEDULE E- VERIFICATION

Cash Equivalents

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	2,476,989	
2. Cost of cash equivalents acquired	9,126,061	2,487,331
3. Accrual of discount	38	
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	6,564,000	
7. Deduct amortization of premium	39,950	10,342
8. Total foreign exchange change in book/ adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	4,999,138	2,476,989
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	4,999,138	2,476,989

Sch. A-Pt 2
NONE

Sch. A-Pt 3
NONE

Sch. B-Pt 2
NONE

Sch. B-Pt 3
NONE

Sch. BA-Pt 2
NONE

Sch. BA-Pt 3
NONE

SCHEDULE D - PART 3

Show all Long-Term Bonds and Stock Acquired During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - U.S. Special Revenue and Special Assessment									
3138WP LH 5	FNMA PASSTHRU AT2127		09/05/2014	VARIOUS		5,043,598	5,074,681	4,229	1
3199999. Total Bonds - U.S. Special Revenue and Special Assessment						5,043,598	5,074,681	4,229	XXX
Bonds - Industrial and Miscellaneous									
025815 AA 9	AMERICAN EXPRESS CEN		09/12/2014	SUSQUEHANA		5,014,900	5,000,000	15,069	1FE
0258M0 BZ 1	AMERICAN EXPRESS CR		08/20/2014	VARIOUS		423,522	400,000	4,822	1FE
03076C AB 2	AMERIPRISE FINL INC		08/27/2014	WELLS FARGO SECURITIES		1,192,513	1,126,000	18,909	1FE
124857 AA 1	CBS CORP NEW		09/02/2014	PIPER JAFFRAY		1,634,715	1,500,000	15,885	2FE
94973V AZ 0	WELLPOINT INC		08/12/2014	SUSQUEHANA		503,415	500,000	2,691	2FE
3899999. Total Bonds - Industrial and Miscellaneous						8,769,065	8,526,000	57,376	XXX
8399997. Total Bonds - Part 3						13,812,663	13,600,681	61,605	XXX
8399999. Total Bonds						13,812,663	13,600,681	61,605	XXX
9999999. Total Bonds, Preferred and Common Stocks						13,812,663	XXX	61,605	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues: 0.

Sch. D-Pt 4
NONE

Sch. DB-Pt A-Sn 1
NONE

Sch. DB-Pt A-Sn 1-Footnote A
NONE

Sch. DB-Pt A-Sn 1-Footnote B
NONE

Sch. DB-Pt B-Sn 1
NONE

Sch. DB-Pt B-Sn 1-Footnote A
NONE

Sch. DB-Pt B-Sn 1-Footnote B
NONE

Sch. DB-Pt B-Sn 1B-Broker List
NONE

Sch. DB-Pt D-Sn 1
NONE

Sch. DB-Pt D-Sn 2
NONE

Sch. DL-Pt. 1
NONE

Sch. DL-Pt. 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								
JP Morgan Chase Bank, N.A..... 10 S. Dearborn Street, Floor 34, Suite IL 1-0032, Chicago, IL 60603....					86,648	12,034	10,323	XXX
JP Morgan Chase Bank, N.A..... 10 S. Dearborn Street, Floor 34, Suite IL 1-0032, Chicago, IL 60603....					(1,541,629)	(5,412,061)	(773,379)	XXX
0199999. Total Open Depositories	XXX	XXX	0	0	(1,454,981)	(5,400,027)	(763,056)	XXX
0399999. Total Cash on Deposit	XXX	XXX	0	0	(1,454,981)	(5,400,027)	(763,056)	XXX
0599999. Total Cash	XXX	XXX	0	0	(1,454,981)	(5,400,027)	(763,056)	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
Other Cash Equivalents							
MARRIOTT INTL INC DI		09/30/2014	0.270	10/24/2014	4,999,138		38
8599999. Total - Other Cash Equivalents					4,999,138	0	38
8699999. Total - Cash Equivalents					4,999,138	0	38