



QUARTERLY STATEMENT

AS OF JUNE 30, 2015
OF THE CONDITION AND AFFAIRS OF THE

Blue Cross Complete of Michigan, LLC.

NAIC Group Code 00572 (Current Period), 00572 (Prior Period) NAIC Company Code 11557 Employer's ID Number 47-2582248

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

Country of Domicile United States

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

Incorporated/Organized 12/18/2014 Commenced Business 01/01/2003

Statutory Home Office 100 Galleria Offcentre, Suite 210, Southfield, MI, US 48304
(Street and Number) (City or Town, State, Country and Zip Code)

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

Mail Address 100 Galleria Offcentre, Suite 210, Southfield, MI, US 48304
(Street and Number or P.O. Box) (City or Town, State, Country and Zip Code)

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

Internet Web Site Address MiBlueCrossComplete.com

Statutory Statement Contact Maureen Mastropietro 215-863-6384
(Name) (Area Code) (Telephone Number) (Extension)
mmastropietro@amerihealthcaritas.com 215-937-5349
(E-Mail Address) (FAX Number)

OFFICERS

Name	Title	Name	Title
<u>Heidi Marie Chan #</u>	<u>President</u>	<u>Steven Harvey Bohner #</u>	<u>Vice President and Treasurer</u>
<u>Robert Howard Gilman Esquire #</u>	<u>Vice President and Secretary</u>		

OTHER OFFICERS

DIRECTORS OR TRUSTEES

<u>Eileen Mary Coggins #</u>	<u>James Michael Jernigan #</u>	<u>Mark Robert Bartlett #</u>	<u>Lynda Marie Rossi #</u>
<u>Joleen Mary Immerfall #</u>			

State of Pennsylvania

ss

County of Delaware

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.

Heidi Marie Chan
President

Steven Harvey Bohner
Vice President and Treasurer

Robert Howard Gilman Esquire
Vice President and Secretary

Subscribed and sworn to before me this _____ day of August, 2015

Maureen Waite, Notary Public
04/22/2018

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 _____

STATEMENT AS OF JUNE 30, 2015 OF THE Blue Cross Complete of Michigan, LLC.

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds			0	24,526,763
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$99,260,030), cash equivalents (\$0) and short-term investments (\$2,599,958)	101,859,988		101,859,988	55,349,994
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives	0		0	0
8. Other invested assets	0		0	738,051
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	101,859,988	0	101,859,988	80,614,808
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued			0	429,351
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	0		0	90,512
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	0
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans			0	0
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset			0	0
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software			0	0
21. Furniture and equipment, including health care delivery assets (\$)			0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates			0	96,613
24. Health care (\$6,059,316) and other amounts receivable	7,035,649	976,333	6,059,316	7,991,019
25. Aggregate write-ins for other-than-invested assets	254,513	254,513	0	2,467
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	109,150,150	1,230,846	107,919,304	89,224,770
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	109,150,150	1,230,846	107,919,304	89,224,770
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Prepaid expenses	254,513	254,513	0	
2502. Miscellaneous receivables			0	2,467
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	254,513	254,513	0	2,467

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ 4,492,283 reinsurance ceded).....	28,687,451		28,687,451	27,943,441
2. Accrued medical incentive pool and bonus amounts	1,937,903		1,937,903	1,204,587
3. Unpaid claims adjustment expenses	849,360		849,360	1,384,905
4. Aggregate health policy reserves including the liability of \$ for medical loss ratio rebate per the Public Health Service Act.....	1,100,000		1,100,000	3,610,000
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance			0	0
9. General expenses due or accrued	1,640,914		1,640,914	2,625,249
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))			0	0
10.2 Net deferred tax liability.....			0	0
11. Ceded reinsurance premiums payable	342,889		342,889	327,670
12. Amounts withheld or retained for the account of others	12,837,579		12,837,579	12,416,718
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	16,543,122		16,543,122	8,315,864
16. Derivatives.....		0	0	0
17. Payable for securities			0	523,074
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers, \$ unauthorized reinsurers and \$ certified reinsurers)			0	0
20. Reinsurance in unauthorized and certified (\$) companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans			0	0
23. Aggregate write-ins for other liabilities (including \$ current)	2,456,783	0	2,456,783	182,735
24. Total liabilities (Lines 1 to 23).....	66,396,001	0	66,396,001	58,534,243
25. Aggregate write-ins for special surplus funds	XXX	XXX	582,123	0
26. Common capital stock	XXX	XXX		0
27. Preferred capital stock	XXX	XXX		0
28. Gross paid in and contributed surplus	XXX	XXX	44,000,000	22,250,000
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	(3,058,820)	(21,559,473)
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		0
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	41,523,303	30,690,527
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	107,919,304	89,224,770
DETAILS OF WRITE-INS				
2301. Stale Dated Checks.....	169,420		169,420	182,735
2302. HMO Use Tax.....	1,166,054		1,166,054	
2303. Claims Tax Liability.....	1,121,309		1,121,309	
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	2,456,783	0	2,456,783	182,735
2501. Subsequent Year Affordable Care Act Assessment.....	XXX	XXX	582,123	
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	582,123	0
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	502,946	306,594	736,371
2. Net premium income (including \$ 0 non-health premium income).....	XXX	202,124,541	94,789,041	257,216,525
3. Change in unearned premium reserves and reserve for rate credits	XXX	0	0	0
4. Fee-for-service (net of \$ 0 medical expenses)	XXX	0	0	0
5. Risk revenue	XXX	0	0	0
6. Aggregate write-ins for other health care related revenues	XXX	0	867,249	2,035,022
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	202,124,541	95,656,290	259,251,547
Hospital and Medical:				
9. Hospital/medical benefits	0	92,852,119	77,514,315	178,180,587
10. Other professional services	0	10,727,898	2,380,141	8,165,338
11. Outside referrals	0	0	0	0
12. Emergency room and out-of-area	0	9,052,809	6,319,604	15,328,304
13. Prescription drugs	0	20,253,039	9,230,531	29,131,022
14. Aggregate write-ins for other hospital and medical	0	43,301,818	0	0
15. Incentive pool, withhold adjustments and bonus amounts	0	752,960	363,439	1,381,673
16. Subtotal (Lines 9 to 15)	0	176,940,643	95,808,030	232,186,924
Less:				
17. Net reinsurance recoveries	0	2,653,804	1,330,618	3,592,304
18. Total hospital and medical (Lines 16 minus 17)	0	174,286,839	94,477,412	228,594,620
19. Non-health claims (net).....	0	0	0	0
20. Claims adjustment expenses, including \$ 2,730,363 cost containment expenses.....	0	5,331,304	4,316,938	8,692,098
21. General administrative expenses.....	0	23,304,604	10,968,796	35,220,278
22. Increase in reserves for life and accident and health contracts (including \$ 0 increase in reserves for life only).....	0	(2,510,000)	(1,981,230)	638,155
23. Total underwriting deductions (Lines 18 through 22)	0	200,412,747	107,781,916	273,145,151
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	1,711,794	(12,125,626)	(13,893,604)
25. Net investment income earned	0	195,442	41,302	191,009
26. Net realized capital gains (losses) less capital gains tax of \$ 0	0	251,685	609	8
27. Net investment gains (losses) (Lines 25 plus 26)	0	447,127	41,911	191,017
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ 0) (amount charged off \$ 0)]	0	0	0	0
29. Aggregate write-ins for other income or expenses	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	2,158,921	(12,083,715)	(13,702,587)
31. Federal and foreign income taxes incurred	XXX	0	0	0
32. Net income (loss) (Lines 30 minus 31)	XXX	2,158,921	(12,083,715)	(13,702,587)
DETAILS OF WRITE-INS				
0601. Michigan Health Insurance Claims Assessment collected from MDCH.....	XXX	0	867,249	2,035,022
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	0	867,249	2,035,022
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	0	0
1401. Durable Medical Equipment.....	0	19,395	0	0
1402. GME Passthrough expense.....	0	29,068,212	0	0
1403. HRA Passthrough expense.....	0	4,920,918	0	0
1498. Summary of remaining write-ins for Line 14 from overflow page	0	9,293,293	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	43,301,818	0	0
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	30,690,527	12,809,284	12,809,284
34. Net income or (loss) from Line 32	2,158,921	(12,083,715)	(13,702,587)
35. Change in valuation basis of aggregate policy and claim reserves	0	0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$	61,628	42,881	166,769
37. Change in net unrealized foreign exchange capital gain or (loss)	0	0	0
38. Change in net deferred income tax	0	0	0
39. Change in nonadmitted assets	(495,603)	(1,179,589)	(582,939)
40. Change in unauthorized and certified reinsurance	0	0	0
41. Change in treasury stock	0	0	0
42. Change in surplus notes	(30,000,000)	30,000,000	30,000,000
43. Cumulative effect of changes in accounting principles	0	0	0
44. Capital Changes:			
44.1 Paid in	0	0	0
44.2 Transferred from surplus (Stock Dividend)	0	0	0
44.3 Transferred to surplus	0	0	0
45. Surplus adjustments:			
45.1 Paid in	21,750,000	0	2,000,000
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital	22,250,000	0	0
46. Dividends to stockholders	0	0	0
47. Aggregate write-ins for gains or (losses) in surplus	(4,892,170)	0	0
48. Net change in capital and surplus (Lines 34 to 47)	10,832,776	16,779,577	17,881,243
49. Capital and surplus end of reporting period (Line 33 plus 48)	41,523,303	29,588,861	30,690,527
DETAILS OF WRITE-INS			
4701. Purchase consideration paid to BCN for merger (Note 3).....	(4,892,170)		
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	(4,892,170)	0	0

Line 45.3 represents additional June contributions from new owners not reportable on line 45.1 due to validations. See Note 3 regarding merger.

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.....	199,720,272	93,167,380	257,519,919
2. Net investment income	761,342	(31,504)	67,047
3. Miscellaneous income	0	867,249	2,035,022
4. Total (Lines 1 to 3)	200,481,614	94,003,125	259,621,988
5. Benefit and loss related payments	168,608,900	82,185,782	216,673,661
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	30,155,788	10,934,948	40,255,195
8. Dividends paid to policyholders	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses).....	0	0	0
10. Total (Lines 5 through 9)	198,764,688	93,120,730	256,928,856
11. Net cash from operations (Line 4 minus Line 10)	1,716,926	882,395	2,693,132
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	24,640,917	0	70,903
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	799,678	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	982	609	8
12.7 Miscellaneous proceeds	0	7,445,534	523,074
12.8 Total investment proceeds (Lines 12.1 to 12.7)	25,441,577	7,446,143	593,985
13. Cost of investments acquired (long-term only):			
13.1 Bonds	0	0	22,781,348
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	523,074	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	523,074	0	22,781,348
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	24,918,503	7,446,143	(22,187,363)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	(30,000,000)	30,000,000	30,000,000
16.2 Capital and paid in surplus, less treasury stock.....	44,000,000	0	2,000,000
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied).....	5,874,565	3,197,500	10,253,023
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	19,874,565	33,197,500	42,253,023
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	46,509,994	41,526,038	22,758,792
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	55,349,994	32,591,202	32,591,202
19.2 End of period (Line 18 plus Line 19.1)	101,859,988	74,117,240	55,349,994

STATEMENT AS OF JUNE 30, 2015 OF THE Blue Cross Complete of Michigan, LLC.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefits Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	74,823	.0	.0	.0	.0	.0	.0	.0	74,823	.0
2. First Quarter	83,256	.0	.0	.0	.0	.0	.0	.0	83,256	.0
3. Second Quarter	89,441	.0	.0	.0	.0	.0	.0	.0	89,441	.0
4. Third Quarter .....	.0								.0	
5. Current Year	0								0	
6. Current Year Member Months	502,946								502,946	
Total Member Ambulatory Encounters for Period:										
7. Physician	334,008								334,008	
8. Non-Physician	116,186								116,186	
9. Total	450,194	0	0	0	0	0	0	0	450,194	0
10. Hospital Patient Days Incurred	25,355								25,355	
11. Number of Inpatient Admissions	6,035								6,035	
12. Health Premiums Written (a).....	204,092,738								204,092,738	
13. Life Premiums Direct.....	.0								.0	
14. Property/Casualty Premiums Written .....	.0								.0	
15. Health Premiums Earned	204,092,738								204,092,738	
16. Property/Casualty Premiums Earned .....	.0								.0	
17. Amount Paid for Provision of Health Care Services	173,840,497								173,840,497	
18. Amount Incurred for Provision of Health Care Services	176,940,643								176,940,643	

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

STATEMENT AS OF JUNE 30, 2015 OF THE Blue Cross Complete of Michigan, LLC.

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)						
BEAUMONT DEARBORN.....	713,828	45,496				759,324
UNIVERSITY OF MICHIGAN MEDICAL HEALTH SY.....	482,264	196				482,460
HARPER UNIVERSITY HOSPITAL & HUTZEL WOMEN.....	381,812	2,281				384,093
ST JOHN HOSPITAL AND MEDICAL CENTER.....	355,144	2,373		22,376		379,893
HENRY FORD HOSPITAL.....	288,760	3,545				292,305
ST JOSEPH MERCY HOSPITAL ANN ARBOR.....	272,148	5,220				277,368
DETROIT RECEIVING HOSPITAL AND UNIVERSIT.....	186,107	7,310				193,417
SINAI-GRACE HOSPITAL.....	169,334	967				170,301
PROVIDENCE HOSPITAL AND MEDICAL CENTERS.....	129,539	31,149				160,688
BEAUMONT FARMINGTON HILLS.....	132,113	90				132,203
ST MARY MERCY HOSPITAL LIVONIA.....	72,126	35,929				108,055
GARDEN CITY HOSPITAL.....	86,905	676				87,581
BEAUMONT GROSSE POINTE.....	85,071	84				85,155
CHILDRENS HOSPITAL OF MICHIGAN.....	77,621					77,621
HENRY FORD WYANDOTTE HOSPITAL.....	47,803	145				47,948
KARmanos CANCER CENTER.....	43,643	2,445				46,088
MORLEY.....	36,038	8,281				44,319
ST JOSEPH MERCY HOSPITAL LIVINGSTON.....	35,154	4,346				39,500
SPECTRUM HEALTH HOSPITAL.....	36,840					36,840
BMA NORTHWEST DETROIT.....	30,721	1,889				32,610
JOINT VENTURE HOSPITAL LABS.....	31,489	349				31,838
KIM.....	30,745	383	93			31,221
ALRAYES.....	30,347	298				30,645
HIGHLANDS REGIONAL MEDICAL CENTER.....	22,576					22,576
REHABILITATION INSTITUTE OF MICHIGAN.....	19,833					19,833
ST JOHN MACOMB OAKLAND HOSPITAL.....	19,237					19,237
ST JOSEPH MERCY CHELSEA.....	16,776					16,776
FERGUSON.....	15,444					15,444
HURON VALLEY SINAI HOSPITAL.....	14,277					14,277
CENTRAL HOME HEALTH CARE INC.....	13,121					13,121
FAMILY FIRST HOME CARE LLC.....	12,931					12,931
AL-AOUAR.....	9,798	2,396				12,194
BROWN.....	11,309					11,309
NORTHWOOD INC.....	11,076					11,076
HEARTLAND HEALTH CARE CTR UNIVERSITY.....	10,540					10,540
UNIVERSITY OF KENTUCKY HOSPITAL.....	10,087					10,087
FAIRLANE SENIOR CARE AND REHAB CENTER.....	7,476	2,572				10,048
						0
0199999 Individually listed claims unpaid.....	3,950,033	158,421	93	22,376	0	4,130,923
0299999 Aggregate accounts not individually listed-uncovered.....						0
0399999 Aggregate accounts not individually listed-covered.....	711,993	10,740				722,733
0499999 Subtotals	4,662,026	169,161	93	22,376	0	4,853,656
0599999 Unreported claims and other claim reserves	XXX	XXX	XXX	XXX	XXX	28,326,078
0699999 Total amounts withheld	XXX	XXX	XXX	XXX	XXX	
0799999 Total claims unpaid	XXX	XXX	XXX	XXX	XXX	33,179,734
0899999 Accrued medical incentive pool and bonus amounts	XXX	XXX	XXX	XXX	XXX	1,937,903

STATEMENT AS OF JUNE 30, 2015 OF THE Blue Cross Complete of Michigan, LLC.

UNDERWRITING AND INVESTMENT EXHIBIT
ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1	2	3	4		
	On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec. 31 of Prior Year	On Claims Incurred During the Year		
1. Comprehensive (hospital and medical) .....					.0	.0
2. Medicare Supplement .....					.0	.0
3. Dental only .....					.0	.0
4. Vision only .....					.0	.0
5. Federal Employees Health Benefits Plan .....					.0	.0
6. Title XVIII - Medicare .....					.0	.0
7. Title XIX - Medicaid	20,877,231	153,149,450	1,990,401	26,697,050	22,867,632	27,943,441
8. Other health .....					.0	.0
9. Health subtotal (Lines 1 to 8).....	20,877,231	153,149,450	1,990,401	26,697,050	22,867,632	27,943,441
10. Health care receivables (a)	61,455	1,175,356			61,455	.0
11. Other non-health .....					.0	.0
12. Medical incentive pools and bonus amounts		19,644	1,204,587	733,316	1,204,587	1,204,587
13. Totals (Lines 9-10+11+12)	20,815,776	151,993,738	3,194,988	27,430,366	24,010,764	29,148,028

6

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

Statement as of June 30, 2015 for Blue Cross Complete of Michigan, LLC

NOTES TO FINANCIAL STATEMENTS

These items are based on illustrations taken from the NAIC Annual Statement Instructions

1. Summary of Significant Accounting Policies

A. Accounting Practices
The financial statements of Blue Cross Complete of Michigan, LLC (the Company) are presented on the basis of accounting practices prescribed or permitted by the Department of Insurance and Financial Services (DIFS).

DIFS recognizes only statutory accounting practices prescribed or permitted by the State of Michigan for determining and reporting the financial condition and results of operations of an insurance company, and for determining its solvency under the State of Michigan insurance law. The National Association of Insurance Commissioners' (NAIC) *Accounting Practices and Procedures Manual* (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the State of Michigan. The state has adopted certain prescribed accounting practices that differ from those found in NAIC SAP. Specifically:

- Loans or advances to hospitals or other providers are not permitted. The NAIC SAP permits loans and advances to a non-related party provider or hospitals to be admitted up to the amount of claims incurred and payable. Loans or advances to hospital have additional criteria required that must be met for admittance.
- Maternity care receivables due from the Michigan Department of Community Health (MDCH) are reported as health care receivables on the statutory statement of admitted assets.

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

	<u>State of Domicile</u>	<u>2015</u>	<u>2014</u>
NET INCOME			
(1) Company state basis (Page 4, Line 32, Columns 2 & 3)	Michigan.....	\$ 2,158,921	\$ (13,702,587)
(2) State Prescribed Practices that increase/(decrease) NAIC SAP:		\$ 0	\$ 0
(3) State Permitted Practices that increase/(decrease) NAIC SAP:		\$ 0	\$ 0
(4) NAIC SAP (1-2-3=4)	Michigan.....	\$ 2,158,921	\$ (13,702,587)
SURPLUS			
(5) Company state basis (Page 3, Line 33, Columns 3 & 4)	Michigan.....	\$ 41,523,303	\$ 30,690,527
(6) State Prescribed Practices that increase/(decrease) NAIC SAP: e.g., loan advances		\$ 0	\$ 0
(7) State Permitted Practices that increase/(decrease) NAIC SAP:		\$ 0	\$ 0
(8) NAIC SAP (5-6-7=8)	Michigan.....	\$ 41,523,303	\$ 30,690,527

B. Use of Estimates in the Preparation of the Financial Statements
No significant changes since December 31, 2014.

C. Accounting Policy
The Company uses the following accounting policies:

- (1) Short-term Investments are stated at amortized cost.
- (2) Bonds - None
- (3) Common Stock - None
- (4) Preferred Stock - None
- (5) Mortgage Loans - None
- (6) Loan-backed securities - None
- (7) Investments in subsidiaries, controlled and affiliated entities - The Company recorded its investments in certain affiliated trusts, Blue Care Network Medical Malpractice Self-Insurance Trust and Blue Care Network Stop-Loss and Casualty Self-Insurance Trust (Stop-Loss Trust) as other invested assets. The investments were valued using the adjusted audited accounting principles generally accepted in the United States of America (GAAP) equity method; and reported the increase or decrease in the investment as a component of capital and surplus - change in net unrealized capital gains. These trusts were liquidated as of May 1, 2015.
- (8) Investments in joint ventures, partnerships and limited liability companies - None
- (9) Derivatives - None
- (10) Investment income in premium deficiency calculation - No significant changes since December 31, 2014.
- (11) Accrued Medical Expense/Unpaid Claim Adjustment Expense - No significant changes since December 31, 2014.
- (12) Fixed Asset Capitalization - None
- (13) Premiums Revenue - No significant changes since December 31, 2014.
- (14) Premiums Assessment - No significant changes since December 31, 2014.
- (15) Provider Contracting - No significant changes since December 31, 2014.

2. Accounting Changes and Corrections of Errors

Material changes in accounting principle and/or correction of errors - No significant changes since December 31, 2014.

3. Business Combinations and Goodwill

A. Statutory Purchase Method - None

B. Statutory Merger

- (1) (a) On December 18, 2014, Complete Health LLC was formed by AmeriHealth Caritas Health Plan (ACHP) and Michigan Medical Holdings (MMH), with each member holding a 50% ownership interest in Complete Health LLC. Effective June 1, 2015, Blue Cross Complete of Michigan (BBC) merged with and into Completed Health, LLC by filing a Certificate of Merger with the Michigan Department of Licensing and Regulatory Affairs. The corporate existence of BCC ceased at such time, and, effective with the merger, the survivor, Complete Health, LLC, changed its name to Blue Cross Complete of Michigan LLC. The Certificate of Authority of BCC was permitted to survive the merger and an amended Certificate of Authority in the name of the Company was subsequently issued by DIFS. On June 24, 2015, the Company received approval from the NAIC to retain company code #11557, which was previously attached to BCC prior to the merger.
- (b) On June 1, 2015, the Company paid merger consideration of \$1,619,673 to Blue Care Network of Michigan, Inc. (BCN), the owner of BCC prior to the aforementioned transaction. Such merger consideration was based on the projected net book value of BCC at the transaction date. At June 30, 2015 the Company owes BCC additional merger consideration of \$3,272,497 based on the difference between the projected net book value and the actual net book value of BCC. Such settlement is expected to be paid in August 2015 and will result in total merger consideration paid of \$4,892,170.
- (c) On or about June 1, 2016, the net book value of BCC as of June 1, 2015 shall be restated based on payments made or received or additional information that has been made available. A final consideration settlement will be made between BCN and the Company based on the restated net book value of BCC.
- (d) The \$30,000,000 surplus note issued by BCC to BCN was paid in full prior to the transaction and; therefore, was not included in the net book value of BCC for purposes of the transaction.
- (2) The transaction was accounted for as a statutory merger.
- (3) Since the Company is a limited liability company, no stock certificates were issued in conjunction with the merger.
- (4) Pre merger separate company revenue, net income, and other surplus adjustments for the five months ended 5/31/2015 were \$167,859,267, \$3,244,935, \$150,070, respectively for BCC. The Company did not have any business activity prior to June 1, 2015.
- (5) No adjustments were made directly to the surplus of BCC company as a result of the merger.

C. Assumption Reinsurance - None

D. Impairment Loss recognized on Business Combinations and Goodwill - None

4. Discontinued Operations

- A. Segment of business that has been or will be discontinued - None
- B. Expected disposal date, if known - None
- C. Manner of disposal - None
- D. Description of remaining assets and liabilities of the segment at the balance sheet date - None
- E. Amounts related to the discontinued operations and the effect on the Company's Balance Sheet and Statement of Revenue and Expenses - None

5. Investments

A. Mortgage Loans, including Mezzanine Real Estate Loans - None

B. Debt Restructuring - None

C. Reverse Mortgages - None

D. Loan-Backed Securities

- (1) Prepayment assumptions - None
- (2) Recognized Other-than-Temporary Impairment - None
- (3) Present Value of Cash Flows - None
- (4) All impaired securities (fair value is less than cost or amortized cost) for which an other than temporary impairment has not been recognized - None

E. Repurchase Agreements and/or Securities Lending Transactions - None

F. Real Estate - None

G. Investments in low-income housing tax credits (LIHTC) - None

H. Restricted Assets

- (1) Restricted Assets (Including Pledged) - Investments in affiliated trusts noted in Note 1.C.(7) were liquidated as of May 1, 2015.

	1	2	3	4	5	6
Restricted Asset Category	Total Gross Restricted from Current Year	Total Gross Restricted From Prior Year	Increase/ (Decrease) (1 minus 2)	Total Current Year Admitted Restricted	Percentage Gross Restricted to Total Assets	Percentage Admitted Restricted to Total Admitted Assets
a. Subject to contractual obligation for which liability is not shown	\$	\$	\$	\$	0	0
b. Collateral held under security lending agreements						
c. Subject to repurchase agreements						
d. Subject to reverse repurchase agreements						
e. Subject to dollar repurchase agreements						
f. Subject to dollar reverse repurchase agreements						
g. Placed under option contracts						
h. Letter stock or securities restricted as to sale - excluding FHLB capital stock						
i. FHLB capital stock						
j. On deposit with states	1,000,000	1,000,000	0	1,000,000	0.91%	0.92%
k. On deposit with other regulatory bodies						

Statement as of June 30, 2015 for Blue Cross Complete of Michigan, LLC

l. Pledged as collateral to FHLB (including assets backing funding agreements)						
m. Pledged as collateral not captured in other categories						
n. Other restricted assets		738,051	(738,051)			
o. Total Restricted Assets	\$ 1,000,000	\$ 1,738,051	\$ (738,051)	\$ 1,000,000	0.91%	0.92%

(2) Detail of Assets Pledged as Collateral Not Captured in Other Categories – None
(3) Description of Other Restricted Assets – None
I. Working Capital Finance Investments – None
J. Offsetting and Netting of Assets and Liabilities – None
K. Structured Notes – None

- 6. Joint Ventures, Partnerships and Limited Liability Companies – None**
A. Investments in Joint Ventures, Partnerships or Limited Liability Companies that exceed 10% of admitted assets - None
B. Impaired investments in Joint Ventures, Partnerships and Limited Liability Companies - None

- 7. Investment Income**
A. Bases for excluding (nonadmitting) any investment income due and accrued – No significant changes since December 31, 2014.
B. Total amount excluded - None

- 8. Derivative Instruments – None**

- 9. Income Taxes**
A. The components of the net deferred tax asset/(liability) at June 30, 2015 and December 31, 2014 are as follows:

1.

	06/30/2015		
	(1)	(2)	(3)
	Ordinary	Capital	(Col 1+2) Total
(a) Gross Deferred Tax Assets	\$ 973,694	\$ 0	\$ 973,694
(b) Statutory Valuation Allowance Adjustments	\$ 830,894	\$ 0	\$ 830,894
(c) Adjusted Gross Deferred Tax Assets (1a - 1b)	\$ 142,800	\$ 0	\$ 142,800
(d) Deferred Tax Assets Nonadmitted	\$ 0	\$ 0	\$ 0
(e) Subtotal Net Admitted Deferred Tax Asset (1c -1d)	\$ 142,800	\$ 0	\$ 142,800
(f) Deferred Tax Liabilities	\$ 142,800	\$ 0	\$ 142,800
(g) Net Admitted Deferred Tax Asset/(Net Deferred Tax Liability) (1e - 1f)	\$ 0	\$ 0	\$ 0

	12/31/2014		
	(4)	(5)	(6)
	Ordinary	Capital	(Col 4+5) Total
(a) Gross Deferred Tax Assets	\$ 0	\$ 0	\$ 0
(b) Statutory Valuation Allowance Adjustments	\$ 0	\$ 0	\$ 0
(c) Adjusted Gross Deferred Tax Assets (1a - 1b)	\$ 0	\$ 0	\$ 0
(d) Deferred Tax Assets Nonadmitted	\$ 0	\$ 0	\$ 0
(e) Subtotal Net Admitted Deferred Tax Asset (1c -1d)	\$ 0	\$ 0	\$ 0
(f) Deferred Tax Liabilities	\$ 0	\$ 0	\$ 0
(g) Net Admitted Deferred Tax Asset/(Net Deferred Tax Liability) (1e - 1f)	\$ 0	\$ 0	\$ 0

	Change		
	(7)	(8)	(9)
	(Col 1-4) Ordinary	(Col 2-5) Capital	(Col 7+8) Total
(a) Gross Deferred Tax Assets	\$ 973,694	\$ 0	\$ 973,694
(b) Statutory Valuation Allowance Adjustments	\$ 830,894	\$ 0	\$ 830,894
(c) Adjusted Gross Deferred Tax Assets (1a - 1b)	\$ 142,800	\$ 0	\$ 142,800
(d) Deferred Tax Assets Nonadmitted	\$ 0	\$ 0	\$ 0
(e) Subtotal Net Admitted Deferred Tax Asset (1c -1d)	\$ 142,800	\$ 0	\$ 142,800
(f) Deferred Tax Liabilities	\$ 142,800	\$ 0	\$ 142,800
(g) Net Admitted Deferred Tax Asset/(Net Deferred Tax Liability) (1e - 1f)	\$ 0	\$ 0	\$ 0

2. Admission Calculation Components SSAP No. 101

	06/30/2015		
	(1)	(2)	(3)
	Ordinary	Capital	(Col 1+2) Total
(a) Federal Income Taxes paid in Prior Years Recoverable Through Loss Carrybacks	\$ 0	\$ 0	\$ 0
(b) Adjusted Gross Deferred Tax Assets Expected to be realized (Excluding the Amount of Deferred Tax Assets From 2(a) above) After Application of the Threshold Limitation. (The Lesser of 2(b)1 and 2(b)2 below)	\$ 0	\$ 0	\$ 0
1. Adjusted Gross Deferred Tax Assets Expected to be Realized Following the Balance Sheet Date	\$ 0	\$ 0	\$ 0
2. Adjusted Gross Deferred Tax Assets Allowed per Limitation Threshold	\$ XXX	\$ XXX	\$ 6,228,495
(c) Adjusted Gross Deferred Tax Assets (Excluding The Amount Of Deferred Tax Assets From 2(a) and 2(b) above) Offset by Gross Deferred Tax Liabilities	\$ 0	\$ 0	\$ 0
(f) Deferred Tax Assets Admitted as the result of application of SSAP No. 101. Total (2(a) + 2(b) + 2(c))	\$ 0	\$ 0	\$ 0

	12/31/2014		
	(4)	(5)	(6)
	Ordinary	Capital	(Col 4+5) Total
(a) Federal Income Taxes paid in Prior Years Recoverable Through Loss Carrybacks	\$ 0	\$ 0	\$ 0
(b) Adjusted Gross Deferred Tax Assets Expected to be realized (Excluding the Amount of Deferred Tax Assets From 2(a) above) After Application of the Threshold Limitation. (The Lesser of 2(b)1 and 2(b)2 below)	\$ 0	\$ 0	\$ 0
1. Adjusted Gross Deferred Tax Assets Expected to be Realized Following the Balance Sheet Date	\$ 0	\$ 0	\$ 0
2. Adjusted Gross Deferred Tax Assets Allowed per Limitation Threshold	\$ XXX	\$ XXX	\$ 6,228,495
(c) Adjusted Gross Deferred Tax Assets (Excluding The Amount Of Deferred Tax Assets From 2(a) and 2(b) above) Offset by Gross Deferred Tax Liabilities	\$ 0	\$ 0	\$ 0
(f) Deferred Tax Assets Admitted as the result of application of SSAP No. 101. Total (2(a) + 2(b) + 2(c))	\$ 0	\$ 0	\$ 0

	Change		
	(7)	(8)	(9)
	Ordinary	Capital	(Col 7+8) Total
(a) Federal Income Taxes paid in Prior Years Recoverable Through Loss Carrybacks	\$ 0	\$ 0	\$ 0
(b) Adjusted Gross Deferred Tax Assets Expected to be realized (Excluding the Amount of Deferred Tax Assets From 2(a) above) After Application of the Threshold Limitation. (The Lesser of 2(b)1 and 2(b)2 below)	\$ 0	\$ 0	\$ 0
1. Adjusted Gross Deferred Tax Assets Expected to be Realized Following the Balance Sheet Date	\$ 0	\$ 0	\$ 0
2. Adjusted Gross Deferred Tax Assets Allowed per Limitation Threshold	\$ XXX	\$ XXX	\$ 6,228,495
(c) Adjusted Gross Deferred Tax Assets (Excluding The Amount Of Deferred Tax Assets From 2(a) and 2(b) above) Offset by Gross Deferred Tax Liabilities	\$ 0	\$ 0	\$ 0
(f) Deferred Tax Assets Admitted as the result of application of SSAP No. 101. Total (2(a) + 2(b) + 2(c))	\$ 0	\$ 0	\$ 0

- 3.

	2015	2014
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- (a) Ratio Percentage Used To Determine Recovery Period And Threshold Limitation Amount.533%0%
(b) Amount Of Adjusted Capital And Surplus Used To Determine Recovery Period And Threshold Limitation In 2(b)2 Above. \$ 41,523,303 \$ 0

Statement as of June 30, 2015 for Blue Cross Complete of Michigan, LLC

4. Impact of Tax Planning Strategies
 (a) Determination Of Adjusted Gross Deferred Tax Assets and Net Admitted Deferred Tax Assets, By Tax Character As A Percentage

06/30/2015	
(1) Ordinary	(2) Capital

1. Adjusted Gross DTAs amount from Not 9A1(c)	\$	142,800	\$	0
2. Percentage of adjusted gross DTAs by tax character attributable to the impact of tax planning strategies				
3. Net Admitted Adjusted Gross DTA amount from Note 9A1(e)	\$	142,800	\$	0
4. Percentage of net admitted adjusted gross DTAs by tax character admitted because of the impact of tax planning strategies				

12/31/2014	
(3) Ordinary	(4) Capital

1. Adjusted Gross DTAs amount from Not 9A1(c)	\$	0	\$	0
2. Percentage of adjusted gross DTAs by tax character attributable to the impact of tax planning strategies				
3. Net Admitted Adjusted Gross DTA amount from Note 9A1(e)	\$	0	\$	0
4. Percentage of net admitted adjusted gross DTAs by tax character admitted because of the impact of tax planning strategies				

Change	
(5) (Col 1-3) Ordinary	(6) (Col 2-4) Capital

1. Adjusted Gross DTAs amount from Not 9A1(c)	\$	142,800	\$	0
2. Percentage of adjusted gross DTAs by tax character attributable to the impact of tax planning strategies				
3. Net Admitted Adjusted Gross DTA amount from Note 9A1(e)	\$	142,800	\$	0
4. Percentage of net admitted adjusted gross DTAs by tax character admitted because of the impact of tax planning strategies				

(b) Does the company's tax-planning strategies include the use of reinsurance? Yes No X

B. There are no temporary differences for which deferred tax liabilities are not recognized.

C. Current income taxes incurred consist of the following major components:

(1) 06/30/2015	(2) 12/31/2014	(3) (Col 1-2) Change
-------------------	-------------------	----------------------------

1.	Current Income Tax			
	(a) Federal	\$	0	\$
	(b) Foreign	\$	0	\$
	(c) Subtotal	\$	0	\$
	(d) Federal income tax on net capital gains	\$	0	\$
	(e) Utilization of capital loss carry-forwards	\$	0	\$
	(f) Other	\$	0	\$
	(g) Federal and foreign income taxes incurred	\$	0	\$
2.	Deferred Tax Assets:			
	(a) Ordinary			
	(1) Discounting of unpaid losses	\$	3,874	\$
	(2) Unearned premium reserve	\$	0	\$
	(3) Policyholder reserves	\$	0	\$
	(4) Investments	\$	0	\$
	(5) Deferred acquisition costs	\$	0	\$
	(6) Policyholder dividends accrual	\$	0	\$
	(7) Fixed assets	\$	0	\$
	(8) Compensation and benefits accrual	\$	0	\$
	(9) Pension accrual	\$	0	\$
	(10) Receivables – nonadmitted	\$	418,487	\$
	(11) Net operating loss carry-forward	\$	511,213	\$
	(12) Tax credit carry-forward	\$	0	\$
	(13) Other (including items <5% of total ordinary tax assets)	\$	40,120	\$
	(99) Subtotal	\$	973,694	\$
	(b) Statutory valuation allowance adjustment	\$	830,894	\$
	(c) Nonadmitted	\$	0	\$
	(d) Admitted ordinary deferred tax assets (2a99 - 2b - 2c)	\$	142,800	\$
	(e) Capital:			
	(1) Investments	\$	0	\$
	(2) Net capital loss carry-forward	\$	0	\$
	(3) Real estate	\$	0	\$
	(4) Other (including items <5% of total capital tax assets)	\$	0	\$
	(99) Subtotal	\$	0	\$
	(f) Statutory valuation allowance adjustment	\$	0	\$
	(g) Nonadmitted	\$	0	\$
	(h) Admitted capital deferred tax assets (2e99 - 2f - 2g)	\$	0	\$
	(i) Admitted deferred tax assets (2d + 2h)	\$	142,800	\$
3.	Deferred Tax Liabilities:			
	(a) Ordinary			
	(1) Investments	\$	0	\$
	(2) Fixed assets	\$	0	\$
	(3) Deferred and uncollected premium	\$	142,800	\$
	(4) Policyholder reserves	\$	0	\$
	(5) Other (including items <5% of total ordinary tax liabilities)	\$	0	\$
	(99) Subtotal	\$	0	\$
	(b) Capital:			
	(1) Investments	\$	0	\$
	(2) Real estate	\$	0	\$
	(3) Other (including items <5% of total capital tax liabilities)	\$	0	\$
	(99) Subtotal	\$	0	\$
	(c) Deferred tax liabilities (3a99 + 3b99)	\$	142,800	\$
4.	Net deferred tax assets/liabilities (2i - 3c)	\$	0	\$

D. The Company's income tax incurred and change in deferred income tax differs from the amount obtained by applying federal statutory rate to income before income taxes as follows:

	06/30/2015	12/31/2014
Current income tax (benefit) expense incurred	\$	0
Change in deferred income tax (without tax on unrealized gains and losses)	0
Total income tax (benefit) expense reported	0
Loss before taxes	2,158,921
Statutory Tax Rate	34%
Expected income tax benefit at statutory tax rate	734,033
Increase (decrease) in actual tax reported resulting from:		
a. Nondeductible expenses for meals and entertainment	0
b. Change in deferred taxes on nonadmitted assets	(418,487)
c. Change in valuation allowance adjustment	830,894
d. Health Insurer Fee	0
e. Other – rounding/tax exempt income	(1,146,440)
Total income tax (benefit) expense reported	\$	0

Statement as of June 30, 2015 for Blue Cross Complete of Michigan, LLC

- E. Operating loss carry-forward
- As of June 30, 2015 there was \$1,503,569 net operating loss carryforward available for tax purposes.
 - The amount of Federal income taxes incurred that are available for recoupment in the event of future net losses are:

	<u>Ordinary</u>	<u>Capital</u>
2015	\$ 0	\$ 0
2014	\$ 0	\$ 0

- The aggregate amount of deposits admitted under Section 6603 of the Internal Revenue Code –None

- F. The Company is not included in a consolidated federal income tax return with its parent company, ACHP.

10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

- A., B., As discussed in Note 3 (b), the Company is a 50% owned subsidiary of ACHP in a joint venture with MMH. The Company received capital contributions in the amount of \$22,000,000 each from ACHP and MMH on June 1, 2015.
- D. Amounts due from/to related parties – The \$8,227,258 increase over prior year in the related-party payables is primarily owed to BCB and is due to costs related to the merger transactions and the transition of the business.
- E. Parental Guarantees – None
- F. Material service arrangements:
- The Company subcontracts the administrative portion of certain services, such as claims processing to ACHP. ACHP subcontracts the majority of these services to AmeriHealth Caritas Services, LLC, an affiliated company.
 - PerformRx, LLC (PerformRx), a wholly owned subsidiary of ACHP, provides pharmacy benefit management services to the Company. PerformRx maintains the contractual arrangements with the drug manufacturers for rebates that cover the Company's membership. The Company receives those rebates collected by PerformRx relating to the Company's membership on a quarterly basis pursuant to the agreement.
 - The Company is party to a reinsurance (stop loss) agreement with Woodward Straights Insurance Company, a captive reinsurer wholly owned by Blue Cross Blue Shield of Michigan (BCBSM).
 - BCN will continue to provide the Company with certain services in order to ensure an orderly transition of the business. These services will be charged to the Company based on the cost to perform such services. The Company will be invoiced monthly for services provided.
- G. All outstanding shares of the Company are owned by ACHP and MMH. ACHP is a subsidiary of BMH LLC, of which 61.26% is indirectly held by Independence Health Group Inc., with the remaining 38.74% interest held by BCBSM.
- H. Amounts deducted from the value of an upstream intermediate entity or ultimate parent, either directly or indirectly, via a downstream subsidiary, controlled, or affiliated entity - None
- I. Investments in an Subsidiary, Controlled or Affiliated entity that exceed 10% of admitted assets – None
- J. Write-downs for impaired investments in Subsidiary, Controlled or Affiliated entities – None
- K. Investment in foreign subsidiary calculation – None
- L. Investment in a downstream noninsurance holding company – None

11. Debt

- A. Capital Notes – None
- B. FHLB (Federal Home Loan Bank) Agreements – None

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

- A. Defined Benefit Plan - None
- B,C. Postretirement Plan Assets - None
- D. Basis used to determine the overall expected long-term rate-of-return-on-assets assumption on Postretirement Plan assets – None
- E. Defined Contribution Plans – None
- F. Multiemployer Plans - None
- G. Consolidate/Holding Company Plans – None
- H. Postemployment Benefits and Compensated Absences – None
- I. Impact of Medicare Modernization Act on Postretirement Benefits - None

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

- A. Capital stock outstanding - None
- B. Preferred stock – None
- C. Dividend restrictions – Pursuant to the Michigan Insurance Code Section 500.1343, shareholder dividends shall be declared or paid only from earned surplus (excluding surplus arising from unrealized capital gains or a revaluation of assets), unless the commissioner approves the dividend prior to payment. Shareholder dividends declared by domestic insurers must be reported to the commissioner within 5 business days of the insurer declaring the dividend and at least 10 business days beginning from the date of receipt by the commissioner before the payment. Extraordinary dividends exceeding 10% of the insurer's prior year surplus or net gains from operations, excluding realized capital gains, of the preceding year, shall not be paid until 30 days after the commissioner has received notice of the declaration and has not disapproved or has approved the payment within that period.
- D. Dates and amounts of dividends paid – None
- E. Stockholder's portion of ordinary dividend from profits – None
- F. Restrictions placed on unassigned funds (surplus) – None
- G. The total amount of advances to surplus not repaid – None
- H. The amount of stock held by the Company for special purposes – None
- I. Changes in balances of special surplus funds from the prior year are due to Subsequent Year Affordable Care Act assessment which became effective as of the merger transaction date of June 1, 2015 (as discussed in note 3B). BCC was a not for profit entity and therefore not subject to the assessment.
- J. The portion of unassigned funds (surplus) represented or reduced by cumulative unrealized gains and losses - None
- K. Pursuant to the terms of the Merger Agreement, the \$30,000,000 surplus note issued by BCC to BCN was paid in full on the transaction date of June 1, 2015.
- L. Impact of any restatement due to quasi-reorganization – None
- M. Effective dates of all quasi-reorganizations in the prior 10 years is/are – None

14. Liabilities, Contingencies and Assessments

- A. Contingent Commitments – None
- B. Assessments – No significant changes since December 31, 2014.
- C. Gain Contingencies – None
- D. Claims Related Extra Contractual Obligation and Bad Faith Losses Stemming from Lawsuits – None
- E. Joint and Several Liabilities – None
- F. All Other Contingencies – None

15. Leases

- A. Lessee Operating Lease – None
- B. Lessor Leases
- Operating Leases – None
 - Leveraged Leases – None

16. Information About Financial Instruments With Off-Balance-Sheet Risk And Financial Instruments With Concentrations of Credit Risk

- A. The face, contract or notional principle amount – None
- B. The nature and terms of the contract – None
- C. The amount of accounting loss the entity would incur if any party to the financial instrument failed completely to perform according to the term of the contract and the collateral or other security, if any for the amount due proved to be of no value to the entity - None
- D. The Company's policy of requiring collateral or other security to support financial instruments subject to credit risk – None

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

- A. Transfers of Receivables reported as Sales – None
- B. Transfer and Servicing of Financial Assets – None
- C. Wash Sales – None

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

- A. ASO Plans – None
- B. ASC Plans – None
- C. Medicare or Other Similarly Structured Cost Based Reimbursement Contract - None

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

20. Fair Value Measurements

- A., B. Fair value measurement at reporting date - None
- Certain assets and liabilities of the Company are measured and reported: (a) at amortized cost, or (b) at values that approximate fair value due to their liquid or short-term nature.
 - Fair Value Measurements in (Level 3) of the Fair Value Hierarchy – None
 - Transfers in and/or out of Level 3 – None
 - Fair value measurements categorized within Level 2 and 3 - None
- C. The aggregate fair value of all financial instruments and the level within the fair value hierarchy - None
- D. Not Practicable to Estimate Fair Value – None

21. Other Items

- A. Extraordinary Items – None
- B. Troubled Debt Restructuring: Debtors – None
- C. Other Disclosures and Unusual Items – As a result of the merger transaction discussed in Note 3, the Michigan Health Insurance Claims Assessment reimbursement revenue, previously presented on page 4 line 6, will now be presented within net premium income on page 4 line 2 to ensure agreement with Schedule T revenues (exclusive of reinsurance premium adjustment) as it is anticipated that all revenues earned subsequent to the date of the merger transaction will be subject to the mandated Affordable Care Act assessment.
- D. Business Interruption Insurance Recoveries – None
- E. State Transferable and Non-transferable Tax Credits – None
- F. Subprime-Mortgage-Related Risk Exposure – None
- G. Retained Assets – None

22. Events Subsequent

- A. Type 1 – Recognized subsequent event – None
- B. Type 2 – Nonrecognized subsequent event - None
- C. Effective as of the June 1, 2015 merger date (note 3b), the Company is subject to an annual fee under section 9010 of the Federal Affordable Care Act (ACA). Prior to the merger date, BCC was a not for profit entity and therefore not subject to the annual fee. This annual fee is allocated to individual health insurers based on the ratio of the amount of the entity's net premiums written during the preceding calendar year to the amount of health insurance for any U.S. health risk that is written during the preceding calendar year. A health insurance entity's portion of the annual fee becomes payable once the entity provides health insurance for an U.S. health risk for each calendar year beginning on or after January 1 of the year the fee is due. Effective June 1, 2015, the Company has written health insurance subject to the ACA assessment, expects to

Statement as of June 30, 2015 for Blue Cross Complete of Michigan, LLC

conduct health insurance business in 2016, and estimates its portion of the annual health insurance industry fee to be payable on September 30, 2016 to be \$4,074,860. The \$582,123 reflected in special surplus represents a one month accrual of the fee payable on September 30, 2016. Reporting the ACA assessment as of December 31, 2015 is not expected to trigger an RBC action level.

	Current Year	Prior Year
A. ACA fee assessment payable for the upcoming year	\$ 4,074,860	\$ 0
B. ACA fee assessment paid	\$ 0	\$ 0
C. Premium written subject to ACA 9010 assessment	\$ 203,742,997	\$ 0
D. Total Adjusted Capital before surplus adjustment	\$ 41,523,303	
E. Authorized Control Level before surplus adjustment	\$ 11,125,689	
F. Total Adjusted Capital after surplus adjustment	\$ 37,448,443	
G. Authorized Control Level after surplus adjustment	\$ 11,125,689	
H. Would reporting the ACA assessment as of Dec. 31, 2014 have triggered an RBC action level (YES/NO)?	NO	

23. Reinsurance

Effective January 1, 2015, the Company maintains (stop-loss) reinsurance for its Medicaid plan from an affiliated commercial insurance carrier (see Note 10). Under this agreement, the Company is reimbursed for covered services exceeding \$150,000 per member per year. The reinsurance coverage does not relieve the Company of its primary obligation to the plan members. Reinsurance premiums were \$1,968,197 and \$3,195,850 for the periods ended June 30, 2015, and December 31, 2014, respectively, and are presented as a reduction to premiums revenue in the accompanying statutory statements of revenues and expenses. Reinsurance recoveries were \$2,653,804 and \$3,592,304 for the periods ended June 30, 2015 and December 31, 2014, respectively.

- A. Ceded Reinsurance Report
 - Section 1 – General Interrogatories: Not Applicable
 - Section 2 – Ceded Reinsurance Report – Part A: None
 - Section 3 – Ceded Reinsurance Report – Part B: None
- B. Uncollectible Reinsurance – None
- C. Commutation of Ceded Reinsurance – None
- D. Certified Reinsurer Rating Downgraded or Status Subject to Revocation
 - (1) Reporting Entity Ceding to Certified Reinsurer Whose Rating Was Downgraded or Status Subject to Revocation - None
 - (2) Reporting Entity's Certified Reinsurer Rating Downgraded or Status Subject to Revocation - None

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination

- A. Accrued retrospective premium adjustments – None
- B. Accrued retrospective premium as an adjustment to earned premium – None
- C. The amount of net premium written that are subject to retrospective rating features - None
- D. Medical loss ratio rebates required pursuant to the Public Health Service Act. – None
- E. Risk-Sharing Provisions of the Affordable Care Act (ACA) – None

25. Change in Incurred Claims and Claim Adjustment Expenses – None

Reserves as of December 31, 2014 were \$30,532,933 for incurred claims and claim adjustment expenses. As of June 30, 2015 \$22,200,681 has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$3,194,988 as a result of the re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been favorable prior year development of \$5,137,264 during 2015 for the year ended December 31, 2014. The decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased as additional information becomes known regarding individual claims.

26. Intercompany Pooling Arrangements – None

27. Structured Settlements – None

28. Health Care Receivables

- A. Pharmaceutical Rebate Receivables – No significant changes since December 31, 2014.
- B. Risk Sharing Receivables – No significant changes since December 31, 2014.

29. Participating Policies – None

30. Premium Deficiency Reserves – No significant changes since December 31, 2014

31. Anticipated Salvage and Subrogation – None

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes No
- 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
- 2.2 If yes, date of change:06/01/2015
- 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 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 No
- 3.3 If the response to 3.2 is yes, provide a brief description of those changes.
Blue Care Network of Michigan no longer owns Blue Cross Complete, LLC. Michigan Medicaid Holdings Company and AmeriHealth Caritas Health Plan now own Blue Cross Complete, LLC.....
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes No
- 4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile
Blue Cross Complete of Michigan.....	11557.....	MI.....

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes No NA
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.12/31/2013
- 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).06/15/2015
- 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 NA
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes No NA
- 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
- 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
- 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
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC

GENERAL INTERROGATORIES

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes No
- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
 (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
 (c) Compliance with applicable governmental laws, rules and regulations;
 (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
 (e) Accountability for adherence to the code.

9.11 If the response to 9.1 is No, please explain:

- 9.2 Has the code of ethics for senior managers been amended? Yes No

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).

- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes No

9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes No

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

INVESTMENT

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

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

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

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

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

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$	\$
14.22 Preferred Stock	\$	\$
14.23 Common Stock	\$	\$
14.24 Short-Term Investments	\$	\$
14.25 Mortgage Loans on Real Estate	\$	\$
14.26 All Other	\$ 738,051	\$
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$ 738,051	\$ 0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$	\$

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

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

If no, attach a description with this statement.

GENERAL INTERROGATORIES

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

17. Excluding items in Schedule E – Part 3 – Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III – General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*? Yes 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

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

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

17.5 Identify all investment advisors, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address

18.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed? Yes No

18.2 If no, list exceptions:
.....

Attachment to General Interrogatory Question Number 5 (required due to "Yes" response)

Scope of services furnished under a previous administrative services agreement were expanded to include comprehensive management services.

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:
- | | |
|--|--------|
| 1.1 A&H loss percent..... | 86.3 % |
| 1.2 A&H cost containment percent | 1.4 % |
| 1.3 A&H expense percent excluding cost containment expenses..... | 11.6 % |
- 2.1 Do you act as a custodian for health savings accounts?..... Yes [] No [X]
- 2.2 If yes, please provide the amount of custodial funds held as of the reporting date..... \$ _____
- 2.3 Do you act as an administrator for health savings accounts?..... Yes [] No [X]
- 2.4 If yes, please provide the balance of the funds administered as of the reporting date..... \$ _____

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

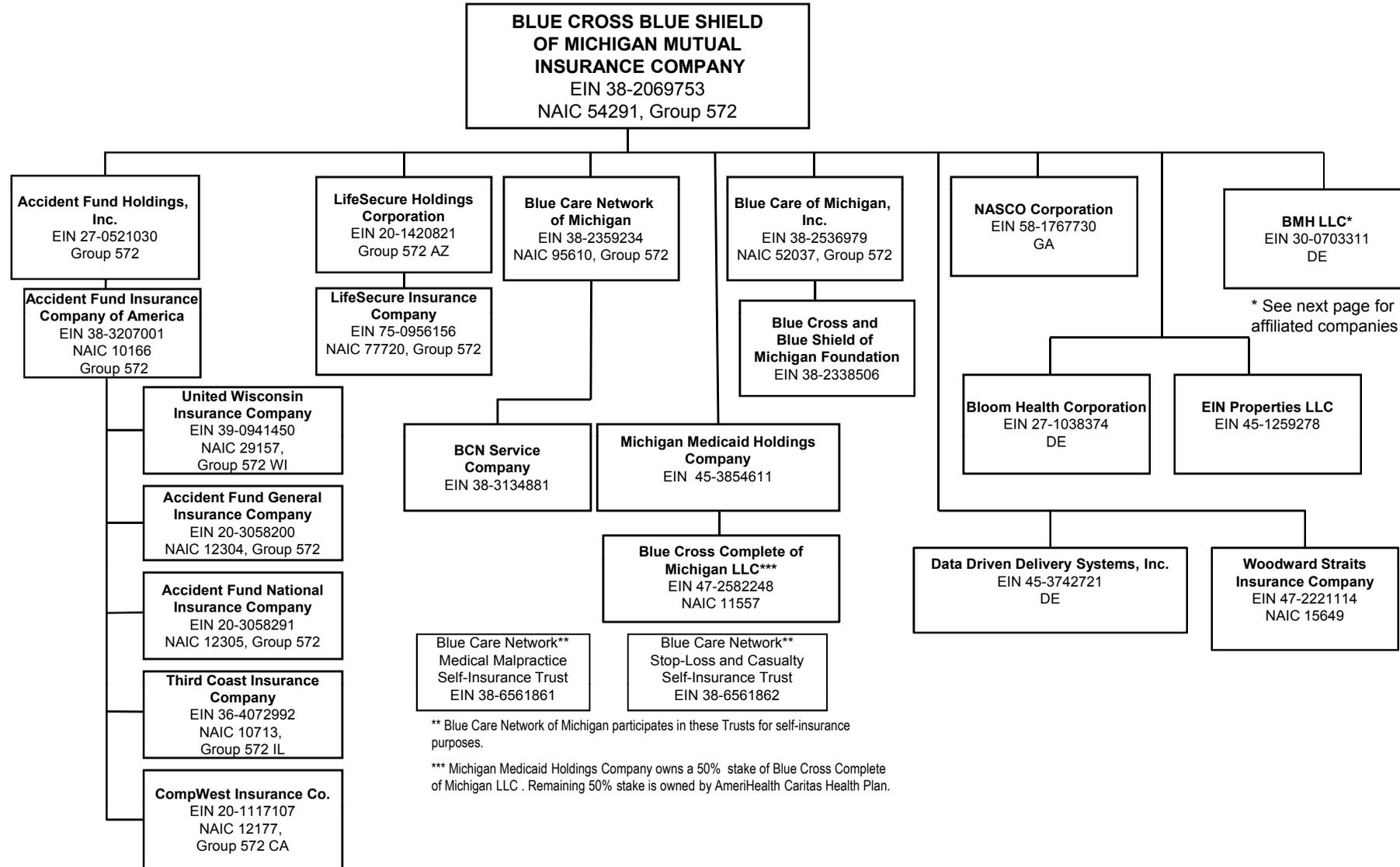
Current Year to Date - Allocated by States and Territories

States, Etc.	1 Active Status	Direct Business Only							8 Total Columns 2 Through 7	9 Deposit-Type Contracts
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/Casualty Premiums			
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. Dist. 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		204,092,738					204,092,738	
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	204,092,738	0	0	0	204,092,738	0	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0		
61. Total (Direct Business)	(a) 1	0	0	204,092,738	0	0	0	204,092,738	0	0
DETAILS OF WRITE-INS										
58001	XXX									
58002	XXX									
58003	XXX									
58998 Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0	0
58999 Totals (Lines 58001 through 58003 plus 58998) (Line 58 above)	XXX	0	0	0	0	0	0	0	0	0

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

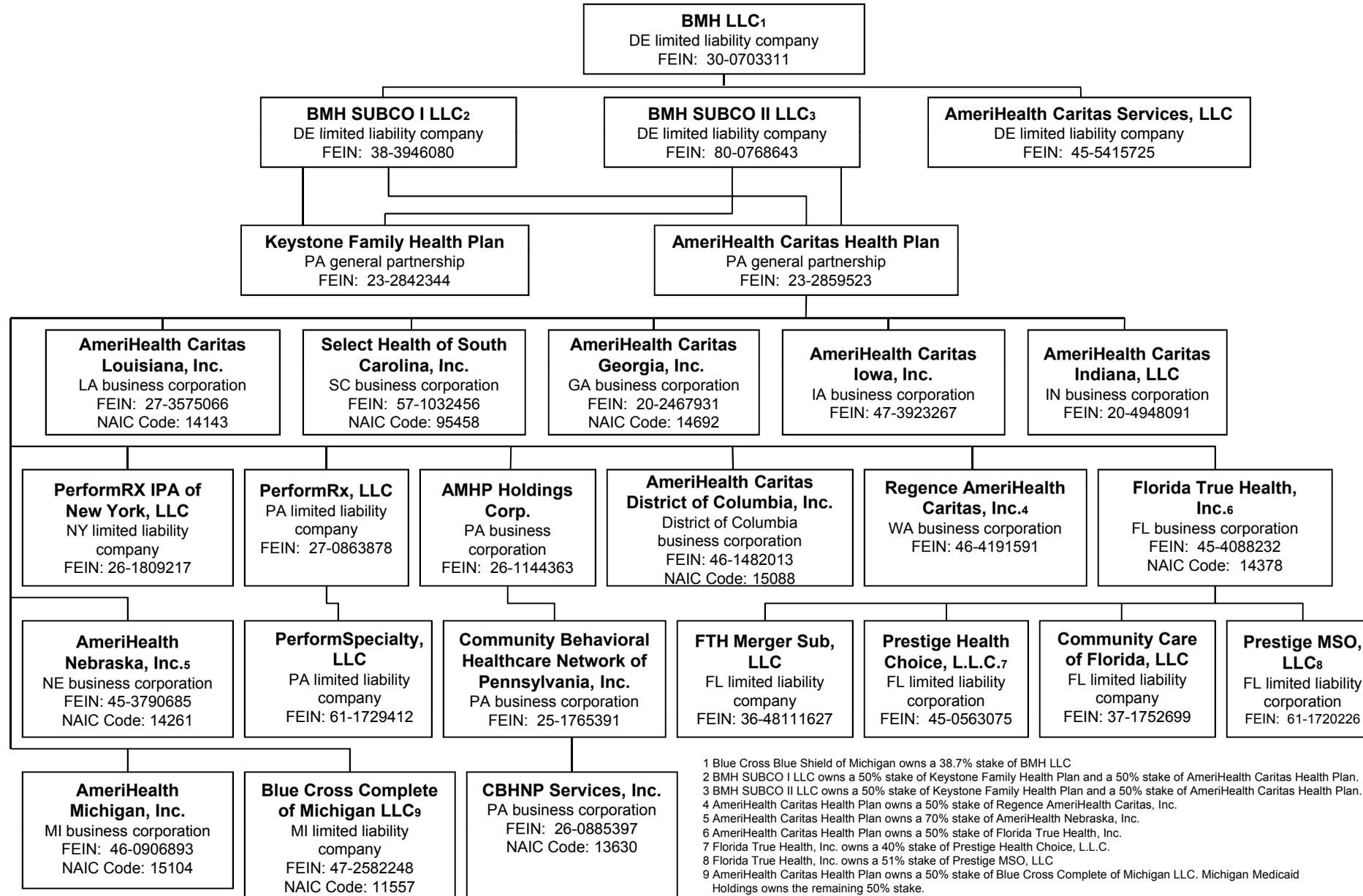
(a) Insert the number of L responses except for Canada and other Alien.

**STATEMENT AS OF JUNE 30, 2015 OF THE Blue Cross Complete of Michigan, LLC.
 SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER OF A HOLDING COMPANY GROUP
 PART 1 – ORGANIZATION CHART**



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

**STATEMENT AS OF JUNE 30, 2015 OF THE Blue Cross Complete of Michigan, LLC.
SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER OF A HOLDING COMPANY GROUP
PART 1 – 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
 9 AmeriHealth Caritas Health Plan owns a 50% stake of Blue Cross Complete of Michigan LLC. Michigan Medicaid Holdings owns the remaining 50% stake.

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

STATEMENT AS OF JUNE 30, 2015 OF THE Blue Cross Complete of Michigan, LLC.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00572		54291	38-2069753				Blue Cross Blue Shield of Michigan Mutual Insurance Company	MI	RE	State of Michigan	Legal			
00572		00000	27-0521030				Accident Fund Holdings, Inc	MI	DS	Blue Cross Blue Shield of Michigan Mutual Insurance Company	Ownership	100.0	Blue Cross Blue Shield of Michigan Mutual Insurance Company	
00572		10166	38-3207001				Accident Fund Insurance Company of America	MI	DS	Accident Fund Holdings, Inc	Ownership	100.0	Blue Cross Blue Shield of Michigan Mutual Insurance Company	
00572		29157	39-0941450				United Wisconsin Insurance Company	WI	DS	Accident Fund Insurance Company of America	Ownership	100.0	Blue Cross Blue Shield of Michigan Mutual Insurance Company	
00572		12304	20-3058200				Accident Fund General Insurance Company	MI	DS	Accident Fund Insurance Company of America	Ownership	100.0	Blue Cross Blue Shield of Michigan Mutual Insurance Company	
00572		12305	20-3058291				Accident Fund National Insurance Company	MI	DS	Accident Fund Insurance Company of America	Ownership	100.0	Blue Cross Blue Shield of Michigan Mutual Insurance Company	
00572		10713	36-4072992				Third Coast Insurance Company	IL	DS	Accident Fund Insurance Company of America	Ownership	100.0	Blue Cross Blue Shield of Michigan Mutual Insurance Company	
00572		12177	20-1117107				CompWest Insurance Co	CA	DS	Accident Fund Insurance Company of America	Ownership	100.0	Blue Cross Blue Shield of Michigan Mutual Insurance Company	
00572		00000	20-1420821				LifeSecure Holdings Corporation	AZ	DS	Blue Cross Blue Shield of Michigan Mutual Insurance Company	Ownership	100.0	Blue Cross Blue Shield of Michigan Mutual Insurance Company	

STATEMENT AS OF JUNE 30, 2015 OF THE Blue Cross Complete of Michigan, LLC.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00572		77720	75-0956156				LifeSecure Insurance Company	MI	DS	LifeSecure Holdings Corporation	Ownership	100.0	Blue Cross Blue Shield of Michigan Mutual Insurance Company	
00572		95610	38-2359234				Blue Care Network of Michigan	MI	DS	Blue Cross Blue Shield of Michigan Mutual Insurance Company	Ownership	100.0	Blue Cross Blue Shield of Michigan Mutual Insurance Company	
00572		00000	45-3854611				Michigan Medicaid Holdings Company	MI	DS	Blue Cross Blue Shield of Michigan Mutual Insurance Company	Ownership	100.0	Blue Cross Blue Shield of Michigan Mutual Insurance Company	
00572		11557	47-2582248				Blue Cross Complete of Michigan LLC	MI	DS	Michigan Medicaid Holdings Company	Ownership	50.0	Blue Cross Blue Shield of Michigan Mutual Insurance Company	
00572		00000	38-3134881				BCN Service Company	MI	DS	Blue Care Network of Michigan	Ownership	100.0	Blue Cross Blue Shield of Michigan Mutual Insurance Company	
00572		52037	38-2536979				Blue Care of Michigan, Inc	MI	DS	Blue Cross Blue Shield of Michigan Mutual Insurance Company	Ownership	100.0	Blue Cross Blue Shield of Michigan Mutual Insurance Company	
00572		00000	38-2338506				Blue Cross and Blue Shield of Michigan Foundation	MI	DS	Blue Care of Michigan, Inc	Ownership	100.0	Blue Cross Blue Shield of Michigan Mutual Insurance Company	
00572		00000	38-6561861				Blue Care Network Medical Malpractice Self-Insurance Trust	MI	NIA	Blue Care Network of Michigan	Ownership	97.2	Blue Cross Blue Shield of Michigan Mutual Insurance Company	
00572		00000	38-6561862				Blue Care Network Stop-Loss and Casualty Self-Insurance Trust	MI	NIA	Blue Care Network of Michigan	Ownership	99.3	Blue Cross Blue Shield of Michigan Mutual Insurance Company	

16.1

STATEMENT AS OF JUNE 30, 2015 OF THE Blue Cross Complete of Michigan, LLC.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00572		15649	47-2221114				Woodward Straits Insurance Company	MI	DS	Blue Cross Blue Shield of Michigan Mutual Insurance Company	Ownership	100.0	Blue Cross Blue Shield of Michigan Mutual Insurance Company	
00000		00000	58-1767730				NASCO Corporation	GA	NIA	Blue Cross Blue Shield of Michigan Mutual Insurance Company	Ownership	20.0	Blue Cross Blue Shield of Michigan Mutual Insurance Company	
00000		00000	27-1038374				Bloom Health Corporation	DE	NIA	Blue Cross Blue Shield of Michigan Mutual Insurance Company	Ownership	28.7	Blue Cross Blue Shield of Michigan Mutual Insurance Company	
00000		00000	45-1259278				EIN Properties LLC	MI	NIA	Blue Cross Blue Shield of Michigan Mutual Insurance Company	Ownership	40.0	Blue Cross Blue Shield of Michigan Mutual Insurance Company	
00000		00000	45-3742721				Data Driven Delivery Systems, Inc	DE	NIA	Blue Cross Blue Shield of Michigan Mutual Insurance Company	Ownership	40.0	Blue Cross Blue Shield of Michigan Mutual Insurance Company	
00000		00000	30-0703311				BMH LLC	DE	NIA	Blue Cross Blue Shield of Michigan Mutual Insurance Company	Ownership	38.7	BCBSM and IBC MH LLC	
00000		00000	38-3946080				BMH SUBCO I LLC	DE	NIA	BMH LLC	Ownership	38.7	BCBSM and IBC MH LLC	
00000		00000	80-0768643				BMH SUBCO II LLC	DE	NIA	BMH LLC	Ownership	38.7	BCBSM and IBC MH LLC	
00000		00000	45-5415725				AmeriHealth Caritas Services, LLC	DE	NIA	BMH LLC	Ownership	38.7	BCBSM and IBC MH LLC	
00000		00000	23-2859523				AmeriHealth Caritas Health Plan	PA	NIA	BMH SUBCO I LLC	Ownership	19.4	BCBSM and IBC MH LLC	
00000		00000	23-2859523				AmeriHealth Caritas Health Plan	PA	NIA	BMH SUBCO II LLC	Ownership	19.4	BCBSM and IBC MH LLC	
00000		14143	27-3575066				AmeriHealth Caritas Louisiana, Inc	LA	IA	AmeriHealth Caritas Health Plan	Ownership	38.7	BCBSM and IBC MH LLC	
00000		95458	57-1032456				Select Health of South Carolina, Inc	SC	IA	AmeriHealth Caritas Health Plan	Ownership	38.7	BCBSM and IBC MH LLC	
00000		14692	20-2467931				AmeriHealth Caritas Georgia, Inc	GA	IA	AmeriHealth Caritas Health Plan	Ownership	38.7	BCBSM and IBC MH LLC	
00000		00000	20-4948091				AmeriHealth Caritas Indiana, LLC	IN	NIA	AmeriHealth Caritas Health Plan	Ownership	38.7	BCBSM and IBC MH LLC	
00000		00000	47-3923267				AmeriHealth Caritas Iowa, Inc	IA	IA	AmeriHealth Caritas Health Plan	Ownership	38.7	BCBSM and IBC MH LLC	

16.2

STATEMENT AS OF JUNE 30, 2015 OF THE Blue Cross Complete of Michigan, LLC.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00000		00000	26-1809217				Perform RX IPA of New York, LLC	.NY	.NIA	AmeriHealth Caritas Health Plan	Ownership	38.7	BCBSM and IBC MH LLC	
00000		00000	26-1144363				AMHP Holdings Corp	.PA	.NIA	AmeriHealth Caritas Health Plan	Ownership	38.7	BCBSM and IBC MH LLC	
00000		00000	25-1765391				Community Behavioral Healthcare Network of Pennsylvania, Inc	.PA	.NIA	AmeriHealth Caritas Health Plan	Ownership	38.7	BCBSM and IBC MH LLC	
00000		13630	26-0885397				CBHNP Services, Inc	.PA	.IA	AmeriHealth Caritas Health Plan	Ownership	38.7	BCBSM and IBC MH LLC	
00000		14378	45-4088232				Florida True Health, Inc	.FL	.IA	AmeriHealth Caritas Health Plan	Ownership	19.4	BCBSM and IBC MH LLC	
00000		00000					FTH Merger Sub, LLC	.FL	.IA	Florida True Health, Inc	Ownership	19.4	BCBSM and IBC MH LLC	
00000		00000	37-1752699				Community Care of Florida, LLC	.FL	.NIA	Florida True Health, Inc	Ownership	19.4	BCBSM and IBC MH LLC	
00000		00000	45-0563075				Prestige Health Choice, LLC	.FL	.NIA	Florida True Health, Inc	Ownership	7.7	BCBSM and IBC MH LLC	
00000		00000	61-1720226				Prestige MSO, LLC	.FL	.NIA	Florida True Health, Inc	Ownership	9.9	BCBSM and IBC MH LLC	
00000		15088	46-1482013				AmeriHealth District of Columbia, Inc	.DC	.IA	AmeriHealth Caritas Health Plan	Ownership	38.7	BCBSM and IBC MH LLC	
00000		15104	46-0906893				AmeriHealth Michigan, Inc	.MI	.IA	AmeriHealth Caritas Health Plan	Ownership	38.7	BCBSM and IBC MH LLC	
00000		14261	45-3790685				AmeriHealth Nebraska, Inc	.NE	.IA	AmeriHealth Caritas Health Plan	Ownership	27.1	BCBSM and IBC MH LLC	
00000		00000	27-0863878				PerformRx, LLC	.PA	.NIA	AmeriHealth Caritas Health Plan	Ownership	38.7	BCBSM and IBC MH LLC	
00000		00000	61-1729412				PerformSpecialty, LLC	.PA	.NIA	PerformRx, LLC	Ownership	38.7	BCBSM and IBC MH LLC	
00000		00000	46-4191591				Regence AmeriHealth Caritas, Inc	.WA	.NIA	AmeriHealth Caritas Health Plan	Ownership	19.4	BCBSM and IBC MH LLC	
00000		00000	23-2842344				Keystone Family Health Plan	.PA	.NIA	BMH SUBCO I LLC	Ownership	19.4	BCBSM and IBC MH LLC	
00000		00000	23-2842344				Keystone Family Health Plan	.PA	.NIA	BMH SUBCO II LLC	Ownership	19.4	BCBSM and IBC MH LLC	
00000		11557	47-2582248				Blue Cross Complete of Michigan LLC	.MI	.IA	AmeriHealth Caritas Health Plan	Ownership	19.4	BCBSM and IBC MH LLC	

16.3

Asterisk	Explanation

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

RESPONSE

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.



OVERFLOW PAGE FOR WRITE-INS

MQ004 Additional Aggregate Lines for Page 04 Line 14.
 *REVEX1

	1 Current Year To Date Uncovered	2 Current Year To Date Total	3 Prior Year To Date Total	4 Prior Year Ended December 31 Total
1404. SNAF Passthrough expense.....	0	5,985,894	0	0
1405. PCP-IIP Passthrough expense.....	0	2,993,803	0	0
1406. CAHCP Passthrough expense.....	0	313,596	0	0
1407.	0	0	0	0
1497. Summary of remaining write-ins for Line 14 from Page 04	0	9,293,293	0	0

SCHEDULE A – VERIFICATION

Real Estate

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

NONE

SCHEDULE B – VERIFICATION

Mortgage Loans

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

NONE

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	738,051	571,282
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		0
2.2 Additional investment made after acquisition		0
3. Capitalized deferred interest and other		0
4. Accrual of discount		0
5. Unrealized valuation increase (decrease)	61,627	166,769
6. Total gain (loss) on disposals		0
7. Deduct amounts received on disposals	799,678	0
8. Deduct amortization of premium and depreciation		0
9. Total foreign exchange change in book/adjusted carrying value		0
10. Deduct current year's other-than-temporary impairment recognized		0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	738,051
12. Deduct total nonadmitted amounts	0	0
13. Statement value at end of current period (Line 11 minus Line 12)	0	738,051

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	24,526,763	1,930,542
2. Cost of bonds and stocks acquired		22,781,348
3. Accrual of discount	1,121	608
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals	250,704	0
6. Deduct consideration for bonds and stocks disposed of	24,640,917	70,903
7. Deduct amortization of premium	137,671	114,832
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other-than-temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	0	24,526,763
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	0	24,526,763

STATEMENT AS OF JUNE 30, 2015 OF THE Blue Cross Complete of Michigan, LLC.

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).....	.61,870,412	.....135,207,921	.....194,469,126	.....(9,248)	......61,870,412	.....2,599,959	......0	.....52,454,199
2. NAIC 2 (a).....	.32,435,860	.....	.....32,405,504	.....(30,356)	......32,435,860	......0	......0	.....30,233,730
3. NAIC 3 (a).....	.0	.....	.....	.....	......0	......0	......0	......0
4. NAIC 4 (a).....	.0	.....	.....	.....	......0	......0	......0	......0
5. NAIC 5 (a).....	.0	.....	.....	.....	......0	......0	......0	......0
6. NAIC 6 (a).....	.0	.....	.....	.....	......0	......0	......0	......0
7. Total Bonds	94,306,272	135,207,921	226,874,630	(39,604)	94,306,272	2,599,959	0	82,687,929
PREFERRED STOCK								
8. NAIC 1.....	.0	.....	.....	.....	......0	......0	......0	......0
9. NAIC 2.....	.0	.....	.....	.....	......0	......0	......0	......0
10. NAIC 3.....	.0	.....	.....	.....	......0	......0	......0	......0
11. NAIC 4.....	.0	.....	.....	.....	......0	......0	......0	......0
12. NAIC 5.....	.0	.....	.....	.....	......0	......0	......0	......0
13. NAIC 6.....	.0	.....	.....	.....	......0	......0	......0	......0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	94,306,272	135,207,921	226,874,630	(39,604)	94,306,272	2,599,959	0	82,687,929

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

S102

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	2,599,958	XXX	2,599,958	4,645	

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	55,655,243	31,346,382
2. Cost of short-term investments acquired	227,967,184	340,100,353
3. Accrual of discount .....		.0
4. Unrealized valuation increase (decrease).....		.0
5. Total gain (loss) on disposals .....	.981	.8
6. Deduct consideration received on disposals	280,871,553	315,366,359
7. Deduct amortization of premium.....	151,897	425,141
8. Total foreign exchange change in book/adjusted carrying value.....		.0
9. Deduct current year's other-than-temporary impairment recognized.....		.0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	2,599,958	55,655,243
11. Deduct total nonadmitted amounts.....		.0
12. Statement value at end of current period (Line 10 minus Line 11)	2,599,958	55,655,243

Schedule DB - Part A - Verification

NONE

Schedule DB - Part B - Verification

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part C - Section 2

NONE

Schedule DB - Verification

NONE

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	2,505,923	2,476,989
2. Cost of cash equivalents acquired	39,745,038	6,636,636
3. Accrual of discount	11,714	0
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals.....		0
6. Deduct consideration received on disposals	42,254,000	6,564,000
7. Deduct amortization of premium	8,675	43,702
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	0	2,505,923
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	0	2,505,923

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

STATEMENT AS OF JUNE 30, 2015 OF THE Blue Cross Complete of Michigan, LLC.

SCHEDULE BA - PART 2

Showing Other Long-Term Invested Assets ACQUIRED AND ADDITIONS MADE During the Current Quarter

1 CUSIP Identification	2 Name or Description	3 Location		5 Name of Vendor or General Partner	6 NAIC Designation	7 Date Originally Acquired	8 Type and Strategy	9 Actual Cost at Time of Acquisition	10 Additional Investment Made After Acquisition	11 Amount of Encumbrances	12 Commitment for Additional Investment	13 Percentage of Ownership
		City	State									
NONE												
4499999 – Subtotals - Unaffiliated								0	0	0	0	XXX
4599999 – Subtotals - Affiliated								0	0	0	0	XXX
4699999 Totals								0	0	0	0	XXX

E03

SCHEDULE BA - PART 3

Showing Other Long-Term Invested Assets DISPOSED, Transferred or Repaid During the Current Quarter

1 CUSIP Identification	2 Name or Description	3 Location		5 Name of Purchaser or Nature of Disposal	6 Date Originally Acquired	7 Disposal Date	8 Book/ Adjusted Carrying Value Less Encumbrances Prior Year	9 Change in Book/Adjusted Carrying Value						15 Book/Adjusted Carrying Value Less Encumbrances on Disposal	16 Consideration	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Investment Income
		City	State					9 Unrealized Valuation Increase (Decrease)	10 Current Year's (Depreciation) or (Amortization)/ Accretion	11 Current Year's Other Than Temporary Impairment Recognized	12 Capitalized Deferred Interest and Other	13 Total Change in B./A.C.V. (9+10-11+12)	14 Total Foreign Exchange Change in B./A.C.V.						
Any Other Class of Assets - Affiliated																			
000000-00-0	Blue Care Network Stop-Loss & Casualty Self-Insurance Trust	Southfield	MI	Blue Care Network of Michigan	01/01/2007	05/01/2015	267,984	52,008					52,008		319,992	319,992			0
000000-00-0	Blue Care Network Medical Malpractice Self-Insurance Trust	Southfield	MI	Blue Care Network of Michigan	01/01/2007	05/01/2015	470,067	9,619					9,619		479,686	479,686			0
4399999 - Any Other Class of Assets - Affiliated							738,051	61,627	0	0	0	61,627	0	799,678	799,678	0	0	0	
4499999 – Subtotals - Unaffiliated							0	0	0	0	0	0	0	0	0	0	0	0	0
4599999 – Subtotals - Affiliated							738,051	61,627	0	0	0	61,627	0	799,678	799,678	0	0	0	
4699999 Totals							738,051	61,627	0	0	0	61,627	0	799,678	799,678	0	0	0	

STATEMENT AS OF JUNE 30, 2015 OF THE Blue Cross Complete of Michigan, LLC.

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)	
NONE										
9999999 Totals							0	XXX	0	XXX

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

STATEMENT AS OF JUNE 30, 2015 OF THE Blue Cross Complete of Michigan, LLC.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																					
3138WP-LH-5	FNMA PASSTHRU AT2127		04/16/2015	MBS PAYDOWN		5,034,956	4,918,770	4,888,642	4,888,239		864		864		4,889,103		145,854	145,854	57,341	04/25/2043	1
3199999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions						5,034,956	4,918,770	4,888,642	4,888,239	0	864	0	864	0	4,889,103	0	145,854	145,854	57,341	XXX	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
0258MO-BZ-1	AMERICAN EXPRESS CR		04/16/2015	KEYBANC CAPITAL MARKETS STATE STREET GLOBAL		411,344	400,000	423,522	417,016	(5,645)			(5,645)		411,371		(27)	(27)	8,186	12/02/2015	1FE
03076C-AB-2	AMERIPRISE FINL INC		04/27/2015	MARKETS LLC		1,155,693	1,126,000	1,192,513	1,174,290	(17,957)			(17,957)		1,156,333		(641)	(641)	28,805	11/15/2015	1FE
048303-CD-1	ATLANTIC CITY ELECTRIC		04/20/2015	KEYBANC CAPITAL MARKETS STATE STREET GLOBAL		1,206,410	1,000,000	1,212,100	1,208,785	(16,142)			(16,142)		1,192,643		13,767	13,767	34,014	11/15/2018	1FE
124857-AA-1	CBS CORP NEW HUNTINGTON BANCSHARES INC/OH		04/17/2015	MARKETS LLC		1,572,900	1,500,000	1,634,715	1,602,995	(29,110)			(29,110)		1,573,885		(985)	(985)	86,417	01/15/2016	2FE
446438-RE-5	COMERICA BANK - DETROIT		04/29/2015			2,005,000	2,000,000	2,011,320	2,010,357	(2,263)			(2,263)		2,008,094		(3,094)	(3,094)	20,100	08/02/2016	1FE
581557-AX-3	MCKESSON CORP		04/20/2015	BANK AMERICA		2,401,380	2,000,000	2,413,000	2,402,457	(29,039)			(29,039)		2,373,418		27,962	27,962	103,333	02/15/2019	2FE
68389X-AN-5	ORACLE CORP		04/20/2015	BANK AMERICA		502,370	500,000	497,630	497,689	255			255		497,944		4,426	4,426	3,133	10/15/2017	1FE
713448-BJ-6	PEPSICO INC		04/20/2015	JEFFERIES & CO INC		1,821,060	1,500,000	1,833,285	1,824,009	(25,339)			(25,339)		1,798,670		22,390	22,390	56,617	11/01/2018	1FE
78573A-AE-0	SABMILLER PLC		04/20/2015	DEUTSCHE BANK STATE STREET GLOBAL		1,015,100	1,000,000	1,001,350	1,001,330	(105)			(105)		1,001,225		13,875	13,875	16,011	08/01/2018	1FE
94973V-AZ-0	WELLPOINT INC		04/16/2015	MARKETS LLC		501,285	500,000	503,415	502,211	(940)			(940)		501,271		14	14	3,767	09/10/2015	2FE
94974B-EV-8	WELLS FARGO & CO		04/20/2015	MORGAN STANLEY		1,915,560	1,700,000	1,965,115	1,901,191	(9,270)			(9,270)		1,891,921		23,639	23,639	43,879	04/01/2021	1FE
3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)						14,508,102	13,226,000	14,687,965	14,542,330	0	(135,555)	0	(135,555)	0	14,406,775	0	101,326	101,326	404,262	XXX	XXX
8399997 - Subtotals - Bonds - Part 4						19,543,058	18,144,770	19,576,607	19,430,569	0	(134,691)	0	(134,691)	0	19,295,878	0	247,180	247,180	461,603	XXX	XXX
8399999 - Subtotals - Bonds						19,543,058	18,144,770	19,576,607	19,430,569	0	(134,691)	0	(134,691)	0	19,295,878	0	247,180	247,180	461,603	XXX	XXX
9999999 Totals						19,543,058	18,144,770	19,576,607	19,430,569	0	(134,691)	0	(134,691)	0	19,295,878	0	247,180	247,180	461,603	XXX	XXX

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

E05

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part D - Section 1

NONE

Schedule DB - Part D - Section 2

NONE

Schedule DL - Part 1

NONE

Schedule DL - Part 2

NONE

STATEMENT AS OF JUNE 30, 2015 OF THE Blue Cross Complete of Michigan, LLC.

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
<p>NONE</p>							
8699999 Total Cash Equivalents					0	0	0