



QUARTERLY STATEMENT
AS OF MARCH 31, 2016
OF THE CONDITION AND AFFAIRS OF THE
HealthPlus Partners, Inc. Trust

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

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

Country of Domicile United States of America

Licensed as business type: Life, Accident & Health[] 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] N/A[]

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

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

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

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

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

Internet Web Site Address www.healthplus.org

Statutory Statement Contact Keith George Collin (810)230-2181
(Name) (Area Code)(Telephone Number)(Extension)
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(E-Mail Address) (Fax Number)

OFFICERS

Name Title

OTHERS

DIRECTORS OR TRUSTEES

Todd E. Hutchison #

State of Michigan
 County of Genesee ss

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

_____ (Signature)	_____ (Signature)	_____ (Signature)
_____ (Printed Name)	Todd E. Hutchison (Printed Name)	_____ (Printed Name)
1.	2. Trustee	3.
_____ (Title)	_____ (Title)	_____ (Title)
Subscribed and sworn to before me this _____ day of _____, 2016	a. Is this an original filing? b. If no, 1. State the amendment number 2. Date filed 3. Number of pages attached	Yes[X] No[] _____ 0 _____ 0
_____ (Notary Public Signature)		

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	1,514,036	0	1,514,036	2,220,696
2. Stocks:				
2.1 Preferred stocks	0	0	0	0
2.2 Common stocks	0	0	0	30,958
3. Mortgage loans on real estate:				
3.1 First liens	0	0	0	0
3.2 Other than first liens	0	0	0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$.....0 encumbrances)	0	0	0	0
4.2 Properties held for the production of income (less \$.....0 encumbrances)	0	0	0	0
4.3 Properties held for sale (less \$.....0 encumbrances)	0	0	0	0
5. Cash (\$.....103,803), cash equivalents (\$.....0) and short-term investments (\$.....8,707,186)	8,810,989	0	8,810,989	18,571,397
6. Contract loans (including \$.....0 premium notes)	0	0	0	0
7. Derivatives	0	0	0	0
8. Other invested assets	0	0	0	0
9. Receivables for securities	0	0	0	0
10. Securities lending reinvested collateral assets	0	0	0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	10,325,025	0	10,325,025	20,823,051
13. Title plants less \$.....0 charged off (for Title insurers only)	0	0	0	0
14. Investment income due and accrued	5,872	0	5,872	55,808
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	0	0	0	0
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums)	0	0	0	0
15.3 Accrued retrospective premiums (\$.....0) and contracts subject to redetermination (\$.....0)	0	0	0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	0	0	0	0
16.2 Funds held by or deposited with reinsured companies	0	0	0	0
16.3 Other amounts receivable under reinsurance contracts	0	0	0	0
17. Amounts receivable relating to uninsured plans	0	0	0	0
18.1 Current federal and foreign income tax recoverable and interest thereon	0	0	0	0
18.2 Net deferred tax asset	0	0	0	0
19. Guaranty funds receivable or on deposit	0	0	0	0
20. Electronic data processing equipment and software	0	0	0	0
21. Furniture and equipment, including health care delivery assets (\$.....0)	0	0	0	0
22. Net adjustments in assets and liabilities due to foreign exchange rates	0	0	0	0
23. Receivables from parent, subsidiaries and affiliates	10,000	0	10,000	2,511,256
24. Health care (\$.....3,139,547) and other amounts receivable	3,174,643	0	3,174,643	4,869,223
25. Aggregate write-ins for other-than-invested assets	0	0	0	0
26. TOTAL assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	13,515,540	0	13,515,540	28,259,338
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0	0
28. TOTAL (Lines 26 and 27)	13,515,540	0	13,515,540	28,259,338
DETAILS OF WRITE-INS				
1101.	0	0	0	0
1102.	0	0	0	0
1103.	0	0	0	0
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.	0	0	0	0
2502.	0	0	0	0
2503.	0	0	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	0	0	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded)	4,384,003	0	4,384,003	8,471,786
2. Accrued medical incentive pool and bonus amounts	3,703,405	0	3,703,405	3,900,726
3. Unpaid claims adjustment expenses	39,639	0	39,639	71,688
4. Aggregate health policy reserves, including the liability of \$.....0 for medical loss ratio rebate per the Public Health Service Act	0	0	0	0
5. Aggregate life policy reserves	0	0	0	0
6. Property/casualty unearned premium reserve	0	0	0	0
7. Aggregate health claim reserves	0	0	0	0
8. Premiums received in advance	0	0	0	4,519,985
9. General expenses due or accrued	140,711	0	140,711	308,530
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses))	0	0	0	0
10.2 Net deferred tax liability	0	0	0	0
11. Ceded reinsurance premiums payable	0	0	0	0
12. Amounts withheld or retained for the account of others	0	0	0	329,089
13. Remittances and items not allocated	0	0	0	0
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current)	0	0	0	0
15. Amounts due to parent, subsidiaries and affiliates	3,435	0	3,435	0
16. Derivatives	0	0	0	0
17. Payable for securities	0	0	0	0
18. Payable for securities lending	0	0	0	0
19. Funds held under reinsurance treaties with (\$.....0 authorized reinsurers, \$.....0 unauthorized reinsurers and \$.....0 certified reinsurers)	0	0	0	0
20. Reinsurance in unauthorized and certified (\$.....0) companies	0	0	0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates	0	0	0	0
22. Liability for amounts held under uninsured plans	0	0	0	0
23. Aggregate write-ins for other liabilities (including \$.....0 current)	4,502,646	0	4,502,646	3,781,105
24. Total liabilities (Lines 1 to 23)	12,773,839	0	12,773,839	21,382,909
25. Aggregate write-ins for special surplus funds	X X X	X X X	0	0
26. Common capital stock	X X X	X X X	0	0
27. Preferred capital stock	X X X	X X X	0	0
28. Gross paid in and contributed surplus	X X X	X X X	21,771,167	21,771,167
29. Surplus notes	X X X	X X X	0	0
30. Aggregate write-ins for other-than-special surplus funds	X X X	X X X	0	0
31. Unassigned funds (surplus)	X X X	X X X	(21,029,466)	(14,894,738)
32. Less treasury stock, at cost:				
32.10 shares common (value included in Line 26 \$.....0)	X X X	X X X	0	0
32.20 shares preferred (value included in Line 27 \$.....0)	X X X	X X X	0	0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	X X X	X X X	741,701	6,876,429
34. Total Liabilities, capital and surplus (Lines 24 and 33)	X X X	X X X	13,515,540	28,259,338
DETAILS OF WRITE-INS				
2301. Escrow Payable	0	0	0	3,781,105
2302. Amounts due to MDCH	4,502,646	0	4,502,646	0
2303.	0	0	0	0
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)	4,502,646	0	4,502,646	3,781,105
2501.	X X X	X X X	0	0
2502.	X X X	X X X	0	0
2503.	X X X	X X X	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	X X X	X X X	0	0
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	X X X	X X X	0	0
3001.	X X X	X X X	0	0
3002.	X X X	X X X	0	0
3003.	X X X	X X X	0	0
3098. Summary of remaining write-ins for Line 30 from overflow page	X X X	X X X	0	0
3099. TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 above)	X X X	X X X	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	X X X	0	261,165	716,924
2. Net premium income (including \$.....0 non-health premium income)	X X X	0	92,551,367	258,787,161
3. Change in unearned premium reserves and reserves for rate credits	X X X	0	0	0
4. Fee-for-service (net of \$.....0 medical expenses)	X X X	0	0	0
5. Risk revenue	X X X	0	0	0
6. Aggregate write-ins for other health care related revenues	X X X	0	0	0
7. Aggregate write-ins for other non-health revenues	X X X	0	0	0
8. Total revenues (Lines 2 to 7)	X X X	0	92,551,367	258,787,161
Hospital and Medical:				
9. Hospital/medical benefits	0	0	61,739,409	179,972,126
10. Other professional services	0	0	0	0
11. Outside referrals	0	0	0	0
12. Emergency room and out-of-area	0	0	5,058,937	13,307,986
13. Prescription drugs	0	0	12,428,300	32,605,110
14. Aggregate write-ins for other hospital and medical	0	0	633,732	1,986,069
15. Incentive pool, withhold adjustments and bonus amounts	0	0	1,439,999	3,021,599
16. Subtotal (Lines 9 to 15)	0	0	81,300,377	230,892,890
Less:				
17. Net reinsurance recoveries	0	0	0	0
18. Total hospital and medical (Lines 16 minus 17)	0	0	81,300,377	230,892,890
19. Non-health claims (net)	0	0	0	0
20. Claims adjustment expenses, including \$.....0 cost containment expenses	0	0	1,767,914	5,005,839
21. General administrative expenses	0	0	11,170,216	34,274,152
22. Increase in reserves for life and accident and health contracts (including \$.....0 increase in reserves for life only)	0	0	0	0
23. Total underwriting deductions (Lines 18 through 22)	0	0	94,238,507	270,172,881
24. Net underwriting gain or (loss) (Lines 8 minus 23)	X X X	0	(1,687,140)	(11,385,720)
25. Net investment income earned	0	13,627	105,177	1,048,931
26. Net realized capital gains (losses) less capital gains tax of \$.....0	0	(3,097)	5,960	2,594,288
27. Net investment gains or (losses) (Lines 25 plus 26)	0	10,530	111,137	3,643,219
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	827,195	0	45,657,253
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	X X X	837,725	(1,576,003)	37,914,752
31. Federal and foreign income taxes incurred	X X X	0	0	0
32. Net income (loss) (Lines 30 minus 31)	X X X	837,725	(1,576,003)	37,914,752
DETAILS OF WRITE-INS				
0601.	X X X	0	0	0
0602.	X X X	0	0	0
0603.	X X X	0	0	0
0698. Summary of remaining write-ins for Line 6 from overflow page	X X X	0	0	0
0699. TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	X X X	0	0	0
0701.	X X X	0	0	0
0702.	X X X	0	0	0
0703.	X X X	0	0	0
0798. Summary of remaining write-ins for Line 7 from overflow page	X X X	0	0	0
0799. TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above)	X X X	0	0	0
1401. Other Medical	0	0	633,732	1,986,069
1402.	0	0	0	0
1403.	0	0	0	0
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	633,732	1,986,069
2901. Realized gain on sale of membership	0	0	0	45,657,253
2902. Amounts received from MDCH	0	827,195	0	0
2903.	0	0	0	0
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	827,195	0	45,657,253

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	6,876,429	20,397,452	20,397,452
34. Net income or (loss) from Line 32	837,725	(1,576,003)	37,914,752
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 \$.....0	(351)	87,221	(2,240,789)
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	0	0	0
40. Change in unauthorized and certified reinsurance	0	0	0
41. Change in treasury stock	0	0	0
42. Change in surplus notes	0	0	0
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	0	0	0
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital	0	0	0
46. Dividends to stockholders	(6,972,102)	0	(50,000,000)
47. Aggregate write-ins for gains or (losses) in surplus	0	0	805,014
48. Net change in capital and surplus (Lines 34 to 47)	(6,134,728)	(1,488,782)	(13,521,023)
49. Capital and surplus end of reporting period (Line 33 plus 48)	741,701	18,908,670	6,876,429
DETAILS OF WRITE-INS			
4701. 2014 Audit Adjustments	0	0	805,014
4702.	0	0	0
4703.	0	0	0
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	0	805,014

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	(2,817,701)	92,923,400	266,004,277
2. Net investment income	67,792	79,828	1,051,986
3. Miscellaneous income	0	0	0
4. TOTAL (Lines 1 to 3)	(2,749,909)	93,003,228	267,056,263
5. Benefit and loss related payments	4,257,712	78,062,480	255,076,556
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	199,868	12,397,735	41,456,515
8. Dividends paid to policyholders	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses)	0	0	0
10. TOTAL (Lines 5 through 9)	4,457,580	90,460,215	296,533,071
11. Net cash from operations (Line 4 minus Line 10)	(7,207,489)	2,543,013	(29,476,808)
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	700,791	0	0
12.2 Stocks	29,150	264,112	65,368,268
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	796
12.7 Miscellaneous proceeds	0	0	0
12.8 TOTAL investment proceeds (Lines 12.1 to 12.7)	729,941	264,112	65,369,064
13. Cost of investments acquired (long-term only):			
13.1 Bonds	0	0	2,228,119
13.2 Stocks	0	314,134	46,222,762
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	0	0	0
13.7 TOTAL investments acquired (Lines 13.1 to 13.6)	0	314,134	48,450,881
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)	729,941	(50,022)	16,918,183
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock	0	0	0
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	6,972,102	0	50,000,000
16.6 Other cash provided (applied)	3,689,242	4,451,653	48,216,648
17. Net cash from financing and miscellaneous sources (Line 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(3,282,860)	4,451,653	(1,783,352)
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)	(9,760,408)	6,944,644	(14,341,977)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	18,571,397	32,913,374	32,913,374
19.2 End of period (Line 18 plus Line 19.1)	8,810,989	39,858,018	18,571,397

Note: Supplemental Disclosures of Cash Flow Information for Non-Cash Transactions:

20.0001	0	0	0
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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	0	0	0	0	0	0	0	0	0	0
2. First Quarter	0	0	0	0	0	0	0	0	0	0
3. Second Quarter	0	0	0	0	0	0	0	0	0	0
4. Third Quarter	0	0	0	0	0	0	0	0	0	0
5. Current Year	0	0	0	0	0	0	0	0	0	0
6. Current Year Member Months	0	0	0	0	0	0	0	0	0	0
Total Member Ambulatory Encounters for Period:										
7. Physician	0	0	0	0	0	0	0	0	0	0
8. Non-Physician	0	0	0	0	0	0	0	0	0	0
9. Total	0	0	0	0	0	0	0	0	0	0
10. Hospital Patient Days Incurred	0	0	0	0	0	0	0	0	0	0
11. Number of Inpatient Admissions	0	0	0	0	0	0	0	0	0	0
12. Health Premiums Written (a)	0	0	0	0	0	0	0	0	0	0
13. Life Premiums Direct	0	0	0	0	0	0	0	0	0	0
14. Property/Casualty Premiums Written	0	0	0	0	0	0	0	0	0	0
15. Health Premiums Earned	0	0	0	0	0	0	0	0	0	0
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services	4,285,104	0	0	0	0	0	0	0	4,285,104	0
18. Amount Incurred for Provision of Health Care Services	0	0	0	0	0	0	0	0	0	0

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

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)**Aging Analysis of Unpaid Claims**

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 days	6 Over 120 Days	7 Total
0199999 Individually Listed Claims Unpaid	0	0	0	0	0	0
0299999 Aggregate Accounts Not Individually Listed - Uncovered	0	0	0	0	0	0
0399999 Aggregate Accounts Not Individually Listed - Covered	2,237,773	63,322	42,156	0	0	2,343,251
0499999 Subtotals	2,237,773	63,322	42,156	0	0	2,343,251
0599999 Unreported claims and other claim reserves						816,234
0699999 Total Amounts Withheld						1,224,518
0799999 Total Claims Unpaid						4,384,003
0899999 Accrued Medical Incentive Pool And Bonus Amounts						3,703,405

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1	2	3	4	Claims Incurred in Prior Years (Columns 1+3)	Estimated Claim Reserve and Claim Liability Dec 31 of Prior Year
	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 & medical)	0	0	0	0	0	0
2. Medicare Supplement	0	0	0	0	0	0
3. Dental only	0	0	0	0	0	0
4. Vision only	0	0	0	0	0	0
5. Federal Employees Health Benefits Plan	0	0	0	0	0	0
6. Title XVIII - Medicare	0	0	0	0	0	0
7. Title XIX - Medicaid	4,087,783	0	4,384,003	0	8,471,786	8,471,786
8. Other health	0	0	0	0	0	0
9. Health subtotal (Lines 1 to 8)	4,087,783	0	4,384,003	0	8,471,786	8,471,786
10. Healthcare receivables (a)	0	0	2,933,478	0	2,933,478	2,933,478
11. Other non-health	0	0	0	0	0	0
12. Medical incentive pools and bonus amounts	197,321	0	3,703,405	0	3,900,726	3,900,726
13. Totals (Lines 9 - 10 + 11 + 12)	4,285,104	0	5,153,930	0	9,439,034	9,439,034

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

Notes to Financial Statement

1. Summary of Significant Accounting Policies

A. Accounting Practices

The Company's reported financial results, including Statement of Assets, Liabilities, Capital and Surplus and Statement of Revenues and Expenses as of March 31, 2016 is reported on a modified accrual basis. Specifically, the estimated balances that were reported as of the December 31, 2015 statements have been adjusted for subsequent cash collections and payments, but not for changes in estimates that would normally be reflected. The reason for this accounting is to allow for the completion of the annual financial statement regulatory audit and to reflect any changes in estimate for the audit in the December 31, 2015 balances rather than through subsequent operations. Under the Trust agreement, funding for the Trust will be adjusted based on the audited balances. By not reflecting interim changes in estimates in these statements, Trust Management believes that a clearer presentation of wind down activity is presented to the reader. It is the intent of Trust Management to file an amended annual statement for the Company and if directed by the Department of Insurance and Financial Services (DIFS) an amended 1st quarter report.

As of the date of May 14, 2016 management is aware of adjustments which will be reflected in the December balance sheet which will reduce statutory capital from approximately \$742,000 to a deficit of approximately (\$397,000), a decrease of approximately (\$1,139,000). The adjustments relate primarily to the development of incurred but not reported claims (IBNR) and amounts owed to or from the State of Michigan Medicaid program. In addition to the amounts that are expected to be recorded, Trust Management is aware of additional exposure for IBNR and HRA pass-through liability exposure, as well as other less significant routine accounting estimates. The IBNR exposure is estimated to be approximately (\$567,000) and represents the upper end of the range of potential claims for the run-out. While it is possible that the actual claims will exceed this upper end value, it is unlikely (5% or less likelihood). The Company has made estimates relative to HRA for the lookback periods of October 2014 through December of 2014 and July 2015 through August 2015. It is estimated that the Company will owe \$1,440,818 in regard to this liability. Final settlement amounts could be higher or lower once actual calculations are received, which are anticipated to be finalized by August 2016.

In addition to the amounts funded for the Company Trust, there is another Trust set up for HealthPlus Insurance Company (HPI) which has a similar modified Statutory Deficit Balance of \$2,975,000 as of March 31, 2016. Under an agreement entered into with Health Alliance Plan (HAP) at the date of the merger with HealthPlus of Michigan, Inc. (the predecessor parent of the Company), each trust (HPI and HPP) will have access to any residual value of the other Trust until such time as all claims are settled in the view of the DIFS. In addition to the amounts that are expected to be recorded, HPI Trust Management is aware of additional exposure for IBNR, ACA reinsurance estimates, as well as other less significant routine accounting estimates. The IBNR exposure is estimated to be approximately (\$578,000) and represents the upper end of the range of potential claims for the run-out. While it is possible that the actual claims will exceed this upper end value, it is unlikely (5% or less likelihood). The current reinsurance estimate is approximately \$8,500,000 and assumes a 60% recovery rate from the attachment point, which is higher than the current guidance being provided by the Federal Government of 57.5%, which creates additional exposure of approximately (\$350,000).

When considering the terms of these trusts, the total combined current estimated value of the net Statutory Surplus is \$2,579,000. However, since these items listed above (and any other subsequently identified amounts will be reflected in the December 31, 2015 audit), HAP will be required to provide additional funding to the Trust, such that the total net assets will reflect a balance equal to 5% of the estimated IBNR as of year-end. This will result in an additional estimated payment of approximately \$737,000 for HPP and \$2,444,000 for HPI, or a total of approximately \$3,181,000. After consideration of these payments, the restated net equity at March 31, 2016 for the combined trusts would be \$5,759,000.

It should be noted that even after the additional funding, there will continue to be exposure to the run-out of the Trust for estimates, including IBNR which was described above. In total

Notes to Financial Statement

exposure between the anticipated recognized IBNR and the upper end of a reasonable range of IBNR (95% probability the estimate is sufficient) will be (\$567,000) for HPP (as noted above) and approximately (\$578,000) for HPI, or (\$1,145,000) in total. The reason that the upper end of the range is so low compared to the reported IBNR at December 31, 2015 is that there have been four full months of claims payments, so the related uncertainty has been greatly reduced. The largest single exposure item is the HPI ACA risk adjustment which is currently estimated at (\$9,617,000) and will likely be settled during the summer of 2016. Trust Management believes that based on their review of available information of claims paid and information provided by their external actuary on some limited national market information, but not evaluated by the actuary, this liability has a potential future adjustments of between \$1,110,000 and (\$1,170,000). The forecasted combined capital of \$5,759,000 discussed above is adequate to cover both the upper end of the exposure of IBNR claims and the ACA risk adjustment range developed by management (not statistically qualified), plus provides for additional margin on the remaining recorded Trust assets and liabilities.

The accompanying financial statements of HealthPlus Partners, Inc. (the Company) have been prepared, except as described above, in conformity with the 2016 NAIC Annual Statement Instructions and the NAIC Accounting Practices and Procedures Manual as of March 2016, to the extent that the accounting practices, procedures, and reporting standards are not modified by the Michigan Insurance Code or the 2015 Forms and Instructions for Required Filings in Michigan. The effect on net income and statutory surplus of the permitted practice described above have not been reflected in the table below as the results of the 2015 audit and any subsequent additional trust funding is not known at this time.

	State of Domicile	2016	2015
NET INCOME			
(1) State basis (Page 4, Line 32, Columns 2 & 3)	MI	837,725	37,914,752
(2) State Prescribed Practices that increase/(decrease) NAIC SAP:		0	0
		0	0
(3) State Permitted Practices that increase/(decrease) NAIC SAP:		0	0
		0	0
(4) NAIC SAP (1-2-3=4)		837,725	37,914,752
SURPLUS			
(5) State basis (Page 3, Line 33, Columns 3 & 4)	MI	741,701	6,876,429
(6) State Prescribed Practices that increase/(decrease) NAIC SAP:		0	0
		0	0
(7) State Permitted Practices that increase/(decrease) NAIC SAP:		0	0
		0	0
(8) NAIC SAP (5-6-7=8)		741,701	6,876,429

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

The preparation of financial statements in conformity with Statutory Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. It also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates.

C. Accounting Policy

Premium revenue is recognized in the month that members are entitled to health care services. The liability for incurred medical and hospital claims is accrued in the period during which the services are provided and includes estimates of services performed, which have not been reported to the Company.

In addition, the company uses the following accounting policies:

- 1) Short Term Investments are stated at amortized cost.
- 2) Long-term bonds are stated at amortized cost.

Notes to Financial Statement

- 3) Common Stocks are reported at market value.
- 4) The Company has no Preferred Stocks to report.
- 5) The Company has no mortgage loans to report.
- 6) The Company has no Loan Backed Securities.
- 7) The Company has no investments in subsidiary, controlled, or affiliated entities.
- 8) The Company has no ownership interests in joint ventures, partnerships, or limited liability companies.
- 9) The Company has no derivatives to report.
- 10) The Company uses anticipated investment income in the calculation of premium deficiency reserves.
- 11) Unpaid claims include amounts determined from individual case estimates and amounts based on past experiences, for losses incurred but not reported. Such liabilities are necessarily based on assumptions and estimates and while management believes the amount is adequate, the ultimate liability may be in excess of or less than the amount provided. The methods for making such estimates and for establishing the resulting liability are continually reviewed and any adjustments are reflected in the period determined.
- 12) The Company has no capitalized assets.
- 13) Estimated pharmaceutical rebate receivables are based primarily on historical trends.

D. Going Concern – No change from Annual Statement

2. Accounting Changes and Corrections of Errors

A. None.

3. Business Combinations and Goodwill

- A. Statutory Purchase Method – None
- B. Statutory Merger – None
- C. Assumption Reinsurance – None
- D. Impairment Loss – None

4. Discontinued Operations

On February 1, 2016, the Company's Parent HealthPlus of Michigan, Inc. (HPM) completed a merger with Health Alliance Plan (HAP). As part of the merger HPM capitalized HPP sufficiently to fund HPP's estimated obligations, including the runout of IBNR, plus an additional margin of approximately \$.3 million. All of HPP's assets and liabilities were placed into a trust, which will be used as the sole source to satisfy the run-out of HPP which is anticipated to be complete in 2017. In total Trust Property of approximately \$16.6 million was assigned to this trust. If the Director of the DIFS determines the trust is unlikely to satisfy the payment of all liabilities of the Trust, he may choose to put HPP into rehabilitation or liquidation under Chapter 81 of the Michigan Insurance Code. See Footnote 1 for additional discussion on the adequacy of the Trust Funding.

5. Investments

- A. Mortgage Loans, including Mezzanine Real Estate Loans – None
- B. Debt Restructuring – None
- C. Reverse Mortgages – None
- D. Loan-Backed Securities – 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

	1	2	3	4	5	6
Restricted Asset Category	Total Gross Restricted from Current	Total Gross Restricted From Prior Year	Increase/ (Decrease) (1 minus 2)	Total Current Year Admitted	Percent Gross Restricted to Total	Percentage Admitted Restricted To Total

Notes to Financial Statement

	Year			Restricted	Assets	Admitted Assets
a.	Subject to contractual obligation for which liability is not shown				%	%
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	1,000,228	1,000,081	147	1,000,228	7.401%
k.	On deposit with other regulatory bodies					%
l.	Pledged as collateral to FHLB (including assets backing funding agreements)					%
m.	Pledged as collateral not captured in other categories					%
n.	Other restricted assets					%
o.	Total Restricted Assets	1,000,228	1,000,81	147	1,000,228	7.401%

- (2) Assets Pledged – None
- (3) Other Restricted Assets – None

- I. Working Capital Finance Investments – None
- J. Offsetting and Netting of Assets and Liabilities
- K. Structured Notes – None

6. Joint Ventures, Partnerships and Limited Liability Companies

None.

7. Investment Income

- A. The Company has not excluded from surplus any investment income due and accrued.
- B. Total amount excluded was \$0

8. Derivative Instruments

None.

9. Income Taxes

- A. Components of Deferred Tax Assets and Deferred Tax Liabilities – None
- B. Unrecognized Deferred Tax Liabilities – None
- C. Components of income tax incurred – The Company is exempt from Federal income tax under Internal Revenue Code Section 501(c)(4).
- D. Book to tax adjustments – None
- E. Loss carry forwards and credit carry forwards – None
- F. Consolidated tax return – None
- G. Loss contingencies - None

10. Information Concerning Parent, Subsidiaries and Affiliates

A., B. & C.

HealthPlus Partners, Inc. was a wholly owned subsidiary of HealthPlus of Michigan, Inc. On February 1, 2016 HealthPlus of Michigan, Inc. completed a merger with Health Alliance Plan and HealthPlus Partners, Inc. was placed into a trust. Refer to Footnote 4 – Discontinued Operations for details.

- D. The Company reported receivables from PSA entities of \$10,000 as of March 31, 2016 and \$2,511,256 as of December 31, 2015, and payables to PSA entities of \$3,435 at March 31, 2016 and \$0 at December 31, 2015. These amounts are settled monthly.

Notes to Financial Statement

E. Affiliate guarantees – None

F. Management, service contracts and cost sharing arrangements - None.

G. Nature of control – Not applicable.

H. Ownership in an upstream Parent or Affiliate – None

I. Investments exceeding 10% of the admitted asset – None

J. Investments in Impaired Subsidiaries – None

K. Investments in Foreign Insurance Subsidiary – None

L. Investment in Downstream Non-insurance Holding Company – None

M. Investments in Non-insurance SCA Companies - None

N. Investments in Insurance SCA Companies for which Audited Statutory Equity reflects a departure from NAIC Statutory Accounting Practices and Procedures - None

11. Debt

A. Debt, including Capital Notes and Holding Company Obligations – None

B. Federal Home Loan Bank (FHLB) agreements - None

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

A. Defined Benefit Plan – None

B. Investment policies and strategies – Not applicable

C. Fair value of plan assets – Not applicable

D. Basis used to determine rate of return on assets – Not applicable

E. Defined contribution plans – None

F. Multiemployer plans – None

G. Consolidated/holding company plans – None

H. Postemployment benefits and compensated absences

I. Impact of Medicare Modernization Act on Postretirement Benefits (INT 04-17) – None

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

1) Capital Stock – The Company has 4,271,167 shares of no par common stock issued and outstanding.

2) Preferred Stock – None

3) Dividend Restrictions – Dividend are restricted by the State of Michigan to earned surplus, excluding unrealized capital gains, and amounts relating to minimum surplus requirements.

4) Dividends Paid – The Company paid an extraordinary dividend of \$6,972,102 its former parent, HealthPlus of Michigan, Inc. on February 02, 2016.

5) Portion of profits that may be paid as dividends – The portion of profits that may be paid as dividends is restricted to amounts relating to minimum surplus requirements, as noted in (3) above.

6) Restrictions on Unassigned Funds (Surplus) – None

7) Advances to Surplus – Not Applicable

Notes to Financial Statement

- 8) Stock held for special purposes – None
- 9) Changes in special surplus funds – None
- 10) The portion of unassigned funds (surplus) represented or reduced by cumulative unrealized gains and losses was \$0 at March 31, 2016 and \$351 at December 31, 2015.
- 11) Surplus debentures or similar obligations – None
- 12) Impact of prior quasi-reorganizations – None
- 13) Effective dates of quasi-reorganizations in the prior ten years – None

14. Contingencies

- A. Contingent Commitments – None
- B. Assessments – None
- 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 – In the normal course of business, HealthPlus Partners, Inc. is a party to certain legal matters. Management is of the opinion that resolution of these matters will not have a material effect on the Company's financial position or results of operations. The Company has no assets that it considers to be impaired, except as described in Footnote 1.

15. Leases

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

16. Financial Instruments with Off-Balance Sheet Risk and Financial Instruments with Concentrations of Credit Risk.

None.

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

- 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 A&H 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.

1) Fair Value Measurements at Reporting Date

Description	Level 1	Level 2	Level 3	Total
a. Assets at fair value				
	\$0	\$0	\$0	\$0

Notes to Financial Statement

b. Liabilities at fair value	\$0	\$0	\$0	\$0
------------------------------	-----	-----	-----	-----

2) Fair Value Measurements in (Level 3) of the Fair Value Hierarchy – None

B. Other Fair Value Measurements – None

C. Aggregate Fair Value and Admitted Value for all Financial Instruments

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Not Practicable (Carrying Value)
Bonds	\$1,514,195	\$1,514,036	\$1,514,036			

D. Not Practicable to Estimate Fair Value - None

21. Other Items

A. Unusual or Infrequent Items – See Footnotes 1 and 4.

B. Troubled Debt Restructuring: Debtors – None

C. Other Disclosures

Statutory Reserve: As a condition of licensure with the State of Michigan, the Company maintains a deposit in the amount of \$1,000,000 in a segregated account and can only be used by the Company at the discretion of the Insurance Commissioner. These funds are invested in an exempt money market mutual fund and reported in short-term investments. Interest on these funds accrues to the Company.

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.

H. Insurance-linked Securities - None

22. Events Subsequent

Type I – Recognized Subsequent Events: None.

Type II – Non-recognized Subsequent Events: The Company is not subject to the annual fee under Section 9010 of the Affordable Care Act. Also, see Footnote 4.

23. Reinsurance – No change from Annual Statement for 2015. The Company has no reinsurance for 2016.

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination – None

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves for unpaid claims as of March 31, 2016 were \$4,384,003. As of March 31, 2016, \$4,087,783 has been paid for incurred claims attributable to insured events of prior years. Reserves remaining for prior years are now \$4,384,003. See Footnote 1 for additional discussion on incurred but unreported claims.

26. Intercompany Pooling Arrangements

None.

Notes to Financial Statement

27. Structured Settlements

Not applicable

28 Health Care Receivables

A. Pharmaceutical Rebate Receivables – None

B. Risk Sharing Receivables

The Company has agreements, which provide the basis of payments to different provider groups for the delivery of health care services. The groups include hospitals, physician hospital organizations, and physicians. The agreements include provisions for the sharing of surplus or deficits calculated by the comparison of total expense to funding reported for the Company's members served by the physicians affiliated with each contracting provider group. The funding levels are primarily based on a percentage of the premium, which the Company receives for providing health insurance coverage to employer groups. Certain of these providers have entered into separate agreements with affiliated hospitals to share any surplus or deficit associated with services to physician members.

The following table details risk sharing receivables recorded in accordance with the provisions of the aforementioned agreements.

Calendar Year	Evaluation Period Year Ending	Risk Sharing Receivable as Estimated And Reported in the Prior Year	Risk Sharing Receivable as Estimated And Reported in the Current Year	Risk Sharing Receivable Invoiced	Risk Sharing Receivable Not Invoiced	Actual Risk Sharing Amounts Collected in Year Invoiced	Actual Risk Sharing Amounts Collected First Year Subsequent	Actual Risk Sharing Amounts Collected Second Year Subsequent	Actual Risk Sharing Amounts Collected – All Other
2016	2016	0	0	0	0	0	0	0	0
	2017	0	0	0	0	0	0	0	0
2015	2015	0	2,933,479	0	0	0	0	0	0
	2016	0	0	0	0	0	0	0	0
2014	2014	0	2,938,912	2,925,033	0	1,996,307	0	0	0
	2015	0	0	0	0	0	0	0	0
2013	2013	0	1,980,876	1,898,964	0	1,898,964	0	0	0
	2014	0	0	0	0	0	0	0	0

29. Participating Policies – None

30. Premium Deficiency Reserves

1. Liability carried for premium deficiency reserves \$0
2. Date of the most recent evaluation of this liability December 31, 2015
3. Was anticipated investment income utilized in the calculation? No

31. Anticipated Salvage and Subrogation

The Company has not specifically identified any anticipated salvage and subrogation amounts in its calculation of loss reserves.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes[] No[X]
- 1.2 If yes, has the report been filed with the domiciliary state? Yes[] No[] N/A[X]

- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes[] No[X]
- 2.2 If yes, date of change:

- 3.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes[] No[X]
If yes, complete Schedule Y, Parts 1 and 1A.
- 3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes[X] No[]
- 3.3 If the response to 3.2 is yes, provide a brief description of those changes:
The Company is no longer a member of an Insurance Holding Company System

- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes[] No[X]
- 4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile
.....

- 5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes[X] No[] N/A[]
If yes, attach an explanation.

- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made.12/31/2012.....
- 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.12/31/2012.....
- 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).01/08/2014.....
- 6.4 By what department or departments?
Department of Insurance and Financial Services, Office of Financial Evaluation
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes[] No[] N/A[X]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes[X] No[] N/A[]

- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes[] No[X]
- 7.2 If yes, give full information

- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes[] No[X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes[] No[X]
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC
.....	Yes[] No[X]	Yes[] No[X]	Yes[] No[X]	Yes[] No[X]

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes[X] No[]
 - (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
 - (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
 - (c) Compliance with applicable governmental laws, rules and regulations;
 - (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
 - (e) Accountability for adherence to the code.
- 9.11 If the response to 9.1 is No, please explain:
- 9.2 Has the code of ethics for senior managers been amended? Yes[] No[X]
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes[] No[X]
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes[X] No[]
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$..... 0

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes[] No[X]
- 11.2 If yes, give full and complete information relating thereto:

- 12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$..... 0
- 13. Amount of real estate and mortgages held in short-term investments: \$..... 0

GENERAL INTERROGATORIES (Continued)

INVESTMENT

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates?
 14.2 If yes, please complete the following:

Yes No

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

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB?
 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?
 If no, attach a description with this statement.

Yes No
 Yes No N/A

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

\$ 0
 \$ 0
 \$ 0

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

Yes No

1 Name of Custodian(s)	2 Custodian Address
FirstMerit PrivateBank	328 South Saginaw Street, Flint, MI, 48502

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

Yes No

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
JP Morgan Asset Management	FirstMerit PrivateBank	01/15/2016 ..	Consolidated Investments into one custodian

17.5 Identify all investment advisors, brokers/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
111223	FirstMerit PrivateBank	328 South Saginaw Street, Flint, MI, 48502

18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Investment Analysis Office been followed?
 18.2 If no, list exceptions:

Yes No

General Interrogatories Part 1 Attachments

5. The Company is no longer a party to the management agreement with it's former parent, HealthPlus of Michigan, Inc.

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:	
1.1 A&H loss percent 0.000%
1.2 A&H cost containment percent 0.000%
1.3 A&H expense percent excluding cost containment expenses 0.000%
2.1 Do you act as a custodian for health savings accounts?	Yes[] No[X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.	\$..... 0
2.3 Do you act as an administrator for health savings accounts?	Yes[] No[X]
2.4 If yes, please provide the balance of the funds administered as of the reporting date.	\$..... 0

13 Schedule S Ceded Reinsurance NONE

14 Schedule T - Premiums and Other Consid. NONE

15 Schedule Y - Part 1 NONE

16 Schedule Y Part 1A - Detail of Insurance Holding Company System NONE

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

Explanations:

Bar Codes:

Medicare Part D Coverage Supplement



11549201636500001

2016

Document Code: 365

SCHEDULE A - VERIFICATION**Real Estate**

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

SCHEDULE B - VERIFICATION**Mortgage Loans**

	1	2
	Year To Date	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	0
2.2 Additional investment made after acquisition	0	0
3. Capitalized deferred interest and other	0	0
4. Accrual of discount	0	0
5. Unrealized valuation increase (decrease)	0	0
6. Total gain (loss) on disposals	0	0
7. Deduct amounts received on disposals	0	0
8. Deduct amortization of premium and mortgage interest point	0	0
9. Total foreign exchange change in book value/recorded investment	0	0
10. Deduct current year's other than temporary impairment recognized	0	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	0
13. Subtotal (Line 11 plus Line 12)	0	0
14. Deduct total nonadmitted amounts	0	0
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

SCHEDULE BA - VERIFICATION**Other Long-Term Invested Assets**

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

SCHEDULE D - VERIFICATION**Bonds and Stocks**

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	2,251,654	18,823,761
2. Cost of bonds and stocks acquired	0	48,450,881
3. Accrual of discount	0	0
4. Unrealized valuation increase (decrease)	(351)	(2,240,789)
5. Total gain (loss) on disposals	(3,097)	2,593,492
6. Deduct consideration for bonds and stocks disposed of	729,941	65,368,268
7. Deduct amortization of premium	4,229	7,423
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	1,514,036	2,251,654
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	1,514,036	2,251,654

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**

	1	2	3	4	5	6	7	8
NAIC Designation	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a)	19,704,401	16,653,317	26,119,073	(17,422)	10,221,223	0	0	19,704,401
2. NAIC 2 (a)	0	0	0	0	0	0	0	0
3. NAIC 3 (a)	0	0	0	0	0	0	0	0
4. NAIC 4 (a)	0	0	0	0	0	0	0	0
5. NAIC 5 (a)	0	0	0	0	0	0	0	0
6. NAIC 6 (a)	0	0	0	0	0	0	0	0
7. Total Bonds	19,704,401	16,653,317	26,119,073	(17,422)	10,221,223	0	0	19,704,401
PREFERRED STOCK								
8. NAIC 1	0	0	0	0	0	0	0	0
9. NAIC 2	0	0	0	0	0	0	0	0
10. NAIC 3	0	0	0	0	0	0	0	0
11. NAIC 4	0	0	0	0	0	0	0	0
12. NAIC 5	0	0	0	0	0	0	0	0
13. NAIC 6	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	19,704,401	16,653,317	26,119,073	(17,422)	10,221,223	0	0	19,704,401

(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 \$.....1,002,085; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0

SCHEDULE DA - PART 1**Short - Term Investments**

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999. Totals	8,707,186	X X X	8,711,667	11,841	0

SCHEDULE DA - Verification**Short-Term Investments**

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	17,483,704	35,087,187
2. Cost of short-term investments acquired	16,653,317	331,641,795
3. Accrual of discount	0	0
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	0	795
6. Deduct consideration received on disposals	25,416,642	349,145,369
7. Deduct amortization of premium	13,193	100,704
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	8,707,186	17,483,704
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	8,707,186	17,483,704

SI04 Schedule DB - Part A Verification NONE

SI04 Schedule DB - Part B Verification NONE

SI05 Schedule DB Part C Section 1 NONE

SI06 Schedule DB Part C Section 2 NONE

SI07 Schedule DB - Verification NONE

SI08 Schedule E - Verification (Cash Equivalents) NONE

E01 Schedule A Part 2 NONE

E01 Schedule A Part 3 NONE

E02 Schedule B Part 2 NONE

E02 Schedule B Part 3 NONE

E03 Schedule BA Part 2 NONE

E03 Schedule BA Part 3 NONE

E04 Schedule D Part 3 NONE

SCHEDULE D - PART 4

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

1 CUSIP Identification	2 Description	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Designation or Market Indicator (a)
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11 + 12 - 13)	15 Total Foreign Exchange Change in B./A.C.V.							
Bonds - U.S. Governments																					
3137EADT3	FHLMC .875%		01/27/2016	SHORT TERM HPP	X X X	700,791	700,000	703,500	702,595	0	(164)	0	(164)	0	702,431	0	(1,640)	(1,640)	2,637	02/22/2017	1FE
0599999 Subtotal - Bonds - U.S. Governments					X X X	700,791	700,000	703,500	702,595	0	(164)	0	(164)	0	702,431	0	(1,640)	(1,640)	2,637	X X X	X X X
8399997 Subtotal - Bonds - Part 4					X X X	700,791	700,000	703,500	702,595	0	(164)	0	(164)	0	702,431	0	(1,640)	(1,640)	2,637	X X X	X X X
8399998 Summary Item from Part 5 for Bonds (N/A to Quarterly)					X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X
8399999 Subtotal - Bonds					X X X	700,791	700,000	703,500	702,595	0	(164)	0	(164)	0	702,431	0	(1,640)	(1,640)	2,637	X X X	X X X
8999998 Summary Item from Part 5 for Preferred Stocks (N/A to Quarterly)					X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X
Common Stocks - Mutual Funds																					
4812C1553	JPMORGAN EQUITY INDEX FUND		01/12/2016	JP MORGAN MANAGEMENT FUND	899,147	29,150	X X X	30,607	30,958	(351)	0	0	(351)	0	30,607	0	(1,457)	(1,457)	0	X X X	L
9299999 Subtotal - Common Stocks - Mutual Funds					X X X	29,150	X X X	30,607	30,958	(351)	0	0	(351)	0	30,607	0	(1,457)	(1,457)	0	X X X	X X X
9799997 Subtotal - Common Stocks - Part 4					X X X	29,150	X X X	30,607	30,958	(351)	0	0	(351)	0	30,607	0	(1,457)	(1,457)	0	X X X	X X X
9799998 Summary Item from Part 5 for Common Stocks (N/A to Quarterly)					X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X
9799999 Subtotal - Common Stocks					X X X	29,150	X X X	30,607	30,958	(351)	0	0	(351)	0	30,607	0	(1,457)	(1,457)	0	X X X	X X X
9899999 Subtotal - Preferred and Common Stocks					X X X	29,150	X X X	30,607	30,958	(351)	0	0	(351)	0	30,607	0	(1,457)	(1,457)	0	X X X	X X X
9999999 Total - Bonds, Preferred and Common Stocks					X X X	729,941	X X X	734,107	733,553	(351)	(164)	0	(515)	0	733,038	0	(3,097)	(3,097)	2,637	X X X	X X X

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0.

E06 Schedule DB Part A Section 1 NONE

E07 Schedule DB Part B Section 1 NONE

E08 Schedule DB Part D Section 1 NONE

E09 Schedule DB Part D Section 2 - Collateral Pledged By Reporting Entity NONE

E09 Schedule DB Part D Section 2 - Collateral Pledged To Reporting Entity NONE

E10 Schedule DL - Part 1 - Securities Lending Collateral Assets NONE

E11 Schedule DL - Part 2 - Securities Lending Collateral Assets NONE

SCHEDULE E - PART 1 - CASH**Month End Depository Balances**

1 Depository		2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
						6 First Month	7 Second Month	8 Third Month	
open depositories									
First Merit Bank	Flint, MI		0.000	0	0	(1,662,168)	2,223,604	2,313,210	X X X
First Merit Bank	Flint, MI		0.000	0	0	(609,930)	(470,090)	(2,209,407)	X X X
0199998 Deposits in0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - open depositories		X X X	X X X	0	0	0	0	0	X X X
0199999 Totals - Open Depositories		X X X	X X X	0	0	(2,272,098)	1,753,514	103,803	X X X
0299998 Deposits in0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - suspended depositories		X X X	X X X	0	0	0	0	0	X X X
0299999 Totals - Suspended Depositories		X X X	X X X	0	0	0	0	0	X X X
0399999 Total Cash On Deposit		X X X	X X X	0	0	(2,272,098)	1,753,514	103,803	X X X
0499999 Cash in Company's Office		X X X	X X X	X X X	X X X	0	0	0	X X X
0599999 Total Cash		X X X	X X X	0	0	(2,272,098)	1,753,514	103,803	X X X

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

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

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