



QUARTERLY STATEMENT
AS OF SEPTEMBER 30, 2014
OF THE CONDITION AND AFFAIRS OF THE
Meridian Health Plan of Michigan, Inc.

NAIC Group Code 4640 , 4640 NAIC Company Code 52563 Employer's ID Number 38-3253977
(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 12/31/1995 Commenced Business 12/31/1995

Statutory Home Office 777 Woodward Ave. Suite 600 , Detroit, MI, US 48226
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office 777 Woodward Ave. Suite 600
(Street and Number)

Detroit, MI, US 48226 (313)324-3700
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address 777 Woodward Ave. Suite 600 , Detroit, MI, US 48226
(Street and Number or P.O. Box) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records Same
(Street and Number)

Same , (313)324-3700
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.mhplan.com

Statutory Statement Contact Matthew Agnone (313)324-3700
(Name) (Area Code)(Telephone Number)(Extension)
matthew.agnone@mhplan.com (313)324-1822
(E-Mail Address) (Fax Number)

OFFICERS

Name	Title
Jon B. Cotton	President
Sean P. Cotton	Secretary
Janice Torosian	Treasurer

OTHERS

DIRECTORS OR TRUSTEES

George Ellis
 Thomas Lauzon

Karie Pasternak

State of Michigan
 County of Wayne ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of the 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)
 Jon B. Cotton

(Printed Name)
 1.
 President

(Title)

(Signature)
 Sean P. Cotton

(Printed Name)
 2.
 Secretary

(Title)

(Signature)
 Janice Torosian

(Printed Name)
 3.
 Treasurer

(Title)

Subscribed and sworn to before me this _____ day of _____, 2014

- 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[]

(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	52,030,814		52,030,814	51,733,890
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks	11,244,817		11,244,817	11,589,032
3. Mortgage loans on real estate:				
3.1 First liens				
3.2 Other than first liens				
4. Real estate:				
4.1 Properties occupied by the company (less \$.....0 encumbrances)				
4.2 Properties held for the production of income (less \$.....0 encumbrances)				
4.3 Properties held for sale (less \$.....0 encumbrances)				
5. Cash (\$.....134,977,084), cash equivalents (\$.....0) and short-term investments (\$.....25,974,031)	160,951,115		160,951,115	137,518,102
6. Contract loans (including \$.....0 premium notes)				
7. Derivatives				
8. Other invested assets	1,549,014	1,329,309	219,705	265,904
9. Receivables for securities				
10. Securities lending reinvested collateral assets				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	225,775,760	1,329,309	224,446,451	201,106,928
13. Title plants less \$.....0 charged off (for Title insurers only)				
14. Investment income due and accrued	651,955		651,955	741,430
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection				
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums)				
15.3 Accrued retrospective premiums	1,589,473		1,589,473	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	646,430		646,430	394,738
16.2 Funds held by or deposited with reinsured companies				
16.3 Other amounts receivable under reinsurance contracts				
17. Amounts receivable relating to uninsured plans	3,742,730		3,742,730	
18.1 Current federal and foreign income tax recoverable and interest thereon				
18.2 Net deferred tax asset	191,407		191,407	191,407
19. Guaranty funds receivable or on deposit				
20. Electronic data processing equipment and software				
21. Furniture and equipment, including health care delivery assets (\$.....0)				
22. Net adjustments in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates				52,971
24. Health care (\$.....13,796,430) and other amounts receivable	38,665,961		38,665,961	7,998,094
25. Aggregate write-ins for other than invested assets	22,869	19,842	3,027	3,027
26. TOTAL assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	271,286,585	1,349,151	269,937,434	210,488,595
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. TOTAL (Lines 26 and 27)	271,286,585	1,349,151	269,937,434	210,488,595
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page				
1199. TOTALS (Lines 1101 through 1103 plus 1198) (Line 11 above)				
2501. Deposits	3,027		3,027	3,027
2502. Acquired Memberships	19,842	19,842		
2503. Prepaid Expenses				
2598. Summary of remaining write-ins for Line 25 from overflow page				
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	22,869	19,842	3,027	3,027

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded)	148,867,894		148,867,894	112,177,383
2. Accrued medical incentive pool and bonus amounts	2,485,953		2,485,953	2,507,605
3. Unpaid claims adjustment expenses	744,502		744,502	506,000
4. Aggregate health policy reserves, including the liability of \$.....0 for medical loss ratio rebate per the Public Health Service Act	997,000		997,000	997,000
5. Aggregate life policy reserves				
6. Property/casualty unearned premium reserve				
7. Aggregate health claim reserves				
8. Premiums received in advance	9,322		9,322	6,453
9. General expenses due or accrued	10,670,215		10,670,215	1,846,519
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses))	11,732,713		11,732,713	1,607,973
10.2 Net deferred tax liability				
11. Ceded reinsurance premiums payable				
12. Amounts withheld or retained for the account of others				
13. Remittances and items not allocated				
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current)				
15. Amounts due to parent, subsidiaries and affiliates	2,571,126		2,571,126	2,216,162
16. Derivatives				
17. Payable for securities				
18. Payable for securities lending				
19. Funds held under reinsurance treaties with (\$.....0 authorized reinsurers, \$.....0 unauthorized reinsurers and \$.....0 certified reinsurers)				
20. Reinsurance in unauthorized and certified (\$.....0) companies				
21. Net adjustments in assets and liabilities due to foreign exchange rates				
22. Liability for amounts held under uninsured plans				
23. Aggregate write-ins for other liabilities (including \$.....0 current)				
24. Total liabilities (Lines 1 to 23)	178,078,725		178,078,725	121,865,095
25. Aggregate write-ins for special surplus funds	X X X	X X X	11,350,825	
26. Common capital stock	X X X	X X X	44,700	44,700
27. Preferred capital stock	X X X	X X X		
28. Gross paid in and contributed surplus	X X X	X X X	251,363	251,363
29. Surplus notes	X X X	X X X		
30. Aggregate write-ins for other than special surplus funds	X X X	X X X		
31. Unassigned funds (surplus)	X X X	X X X	80,211,821	88,327,437
32. Less treasury stock, at cost:				
32.1 .....0 shares common (value included in Line 26 \$.....0)	X X X	X X X		
32.2 .....0 shares preferred (value included in Line 27 \$.....0)	X X X	X X X		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	X X X	X X X	91,858,709	88,623,500
34. Total Liabilities, capital and surplus (Lines 24 and 33)	X X X	X X X	269,937,434	210,488,595
DETAILS OF WRITE-INS				
2301.				
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page				
2399. TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)				
2501. Estimate of 2014 ACA Health Insurer Fee Surplus	X X X	X X X	11,350,825	
2502.	X X X	X X X		
2503.	X X X	X X X		
2598. Summary of remaining write-ins for Line 25 from overflow page	X X X	X X X		
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	X X X	X X X	11,350,825	
3001.	X X X	X X X		
3002.	X X X	X X X		
3003.	X X X	X X X		
3098. Summary of remaining write-ins for Line 30 from overflow page	X X X	X X X		
3099. TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 above)	X X X	X X X		

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	3,103,722	2,652,439	3,541,544
2. Net premium income (including \$.....0 non-health premium income)	X X X	1,004,593,798	776,374,063	1,058,587,125
3. Change in unearned premium reserves and reserves for rate credits	X X X			
4. Fee-for-service (net of \$.....0 medical expenses)	X X X			
5. Risk revenue	X X X			
6. Aggregate write-ins for other health care related revenues	X X X	24,752,030	45	
7. Aggregate write-ins for other non-health revenues	X X X			
8. Total revenues (Lines 2 to 7)	X X X	1,029,345,828	776,374,108	1,058,587,125
Hospital and Medical:				
9. Hospital/medical benefits		672,979,985	552,249,597	748,795,228
10. Other professional services		4,998,868	4,334,426	6,221,038
11. Outside referrals		39,604,240	28,109,911	36,132,275
12. Emergency room and out-of-area		11,859,318	11,993,272	15,520,346
13. Prescription drugs		116,705,921	84,384,880	113,975,867
14. Aggregate write-ins for other hospital and medical		353,765	268,897	340,461
15. Incentive pool, withhold adjustments and bonus amounts		8,226,251	5,493,149	16,119,361
16. Subtotal (Lines 9 to 15)		854,728,348	686,834,132	937,104,576
Less:				
17. Net reinsurance recoveries		251,691	504,079	1,124,494
18. Total hospital and medical (Lines 16 minus 17)		854,476,657	686,330,053	935,980,082
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$.....0 cost containment expenses		3,056,085	2,749,893	3,782,746
21. General administrative expenses		157,830,443	90,818,182	111,871,077
22. Increase in reserves for life and accident and health contracts (including \$.....0 increase in reserves for life only)				483,000
23. Total underwriting deductions (Lines 18 through 22)		1,015,363,185	779,898,128	1,052,116,905
24. Net underwriting gain or (loss) (Lines 8 minus 23)	X X X	13,982,643	(3,524,020)	6,470,220
25. Net investment income earned		762,661	857,468	1,254,401
26. Net realized capital gains (losses) less capital gains tax of \$.....102,846		199,642	52,026	199,094
27. Net investment gains or (losses) (Lines 25 plus 26)		962,303	909,494	1,453,495
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....0)]				
29. Aggregate write-ins for other income or expenses		146,038		82,652
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	15,090,984	(2,614,526)	8,006,367
31. Federal and foreign income taxes incurred	X X X	11,421,894		2,311,511
32. Net income (loss) (Lines 30 minus 31)	X X X	3,669,090	(2,614,526)	5,694,856
DETAILS OF WRITE-INS				
0601. ACA Health Insurer Fee Revenue	X X X	24,752,030		
0602. Miscellaneous Income	X X X		45	
0603.	X X X			
0698. Summary of remaining write-ins for Line 6 from overflow page	X X X			
0699. TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	X X X	24,752,030	45	
0701.	X X X			
0702.	X X X			
0703.	X X X			
0798. Summary of remaining write-ins for Line 7 from overflow page	X X X			
0799. TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above)	X X X			
1401. Hearing/Speech devices		353,765	268,897	340,461
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page				
1499. TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above)		353,765	268,897	340,461
2901. Miscellaneous revenue		146,038		82,652
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page				
2999. TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above)		146,038		82,652

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	88,623,500	81,980,500	81,980,500
34. Net income or (loss) from Line 32	3,669,090	(2,614,526)	5,694,856
35. Change in valuation basis of aggregate policy and claim reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....0	(493,087)	795,433	990,840
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax			(176,029)
39. Change in nonadmitted assets	59,206	109,660	133,333
40. Change in unauthorized and certified reinsurance			
41. Change in treasury stock			
42. Change in surplus notes			
43. Cumulative effect of changes in accounting principles			
44. Capital Changes:			
44.1 Paid in			
44.2 Transferred from surplus (Stock Dividend)			
44.3 Transferred to surplus			
45. Surplus adjustments:			
45.1 Paid in			
45.2 Transferred to capital (Stock Dividend)			
45.3 Transferred from capital			
46. Dividends to stockholders			
47. Aggregate write-ins for gains or (losses) in surplus			
48. Net change in capital and surplus (Lines 34 to 47)	3,235,209	(1,709,433)	6,643,000
49. Capital and surplus end of reporting period (Line 33 plus 48)	91,858,709	80,271,067	88,623,500
DETAILS OF WRITE-INS			
4701. 0			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page			
4799. TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above)			

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	998,254,545	780,156,140	1,063,618,717
2. Net investment income	1,440,767	1,546,454	2,056,143
3. Miscellaneous income		45	
4. TOTAL (Lines 1 to 3)	999,695,312	781,702,639	1,065,674,860
5. Benefit and loss related payments	818,059,489	681,273,321	925,542,942
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	155,421,022	91,509,002	116,399,519
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses)	1,297,154	1,330,445	408,867
10. TOTAL (Lines 5 through 9)	974,777,665	774,112,768	1,042,351,328
11. Net cash from operations (Line 4 minus Line 10)	24,917,647	7,589,871	23,323,532
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	16,133,607	30,074,015	44,880,451
12.2 Stocks	2,013,697		205,098
12.3 Mortgage loans			
12.4 Real estate			
12.5 Other invested assets	82,740	34,150	66,360
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments			
12.7 Miscellaneous proceeds	10,168	1,034	
12.8 TOTAL investment proceeds (Lines 12.1 to 12.7)	18,240,212	30,109,199	45,151,909
13. Cost of investments acquired (long-term only):			
13.1 Bonds	16,856,275	34,549,073	38,693,729
13.2 Stocks	2,033,484	1,519,662	1,840,202
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications	102,498	318	613,243
13.7 TOTAL investments acquired (Lines 13.1 to 13.6)	18,992,257	36,069,053	41,147,174
14. Net increase (or decrease) in contract loans and premium notes			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(752,045)	(5,959,854)	4,004,735
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes			
16.2 Capital and paid in surplus, less treasury stock			
16.3 Borrowed funds			
16.4 Net deposits on deposit-type contracts and other insurance liabilities			
16.5 Dividends to stockholders			
16.6 Other cash provided (applied)	(732,589)	2,073,971	83,328
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(732,589)	2,073,971	83,328
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)	23,433,013	3,703,988	27,411,595
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	137,518,102	110,106,507	110,106,507
19.2 End of period (Line 18 plus Line 19.1)	160,951,115	113,810,495	137,518,102

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

20.0001				
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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	296,655							553	296,102	
2. First Quarter	314,786	9						1,362	308,762	4,653
3. Second Quarter	372,745	14						1,823	363,851	7,057
4. Third Quarter	370,630	13						2,469	358,287	9,861
5. Current Year										
6. Current Year Member Months	3,103,722	99						15,146	3,032,018	56,459
Total Member Ambulatory Encounters for Period:										
7. Physician	2,982,370	6						26,829	2,955,535	
8. Non-Physician	2,529,776	11						26,757	2,503,008	
9. Total	5,512,146	17						53,586	5,458,543	
10. Hospital Patient Days Incurred	103,530							1,748	101,782	
11. Number of Inpatient Admissions	28,984							325	28,659	
12. Health Premiums Written (a)	1,006,758,384	40,992						15,612,042	984,130,255	6,975,095
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	1,004,593,798	40,992						15,604,573	981,973,138	6,975,095
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	818,059,489	1,493						11,745,316	797,869,669	8,443,011
18. Amount Incurred for Provision of Health Care Services	854,728,348	34,843						14,208,966	832,037,169	8,447,370

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....15,612,042.

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
Individually Listed Claims Unpaid						
MeridianRx Pharmacy Claims Payable	10,743,444					10,743,444
CVS Caremark Pharmacy Claims Payable					1,313,201	1,313,201
0199999 Individually Listed Claims Unpaid	10,743,444				1,313,201	12,056,645
0499999 Subtotals	10,743,444				1,313,201	12,056,645
0599999 Unreported claims and other claim reserves						136,811,249
0799999 Total Claims Unpaid						148,867,894
0899999 Accrued Medical Incentive Pool And Bonus Amounts						2,485,953

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)		1,493		33,350		
2. Medicare Supplement						
3. Dental only						
4. Vision only						
5. Federal Employees Health Benefits Plan						
6. Title XVIII - Medicare	842,290	10,857,184	96,038	3,145,209	938,328	781,557
7. Title XIX - Medicaid	101,846,068	687,569,850	9,609,502	135,979,436	111,455,570	111,395,826
8. Other health		8,443,011		4,359		
9. Health subtotal (Lines 1 to 8)	102,688,358	706,871,538	9,705,540	139,162,354	112,393,898	112,177,383
10. Healthcare receivables (a)						
11. Other non-health						
12. Medical incentive pools and bonus amounts	2,220,280	6,027,622		2,485,953	2,220,280	2,507,605
13. Totals (Lines 9 - 10 + 11 + 12)	104,908,638	712,899,160	9,705,540	141,648,307	114,614,178	114,684,988

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

Notes to Financial Statement

Note 1 – Summary of Significant Accounting Policies

Meridian Health Plan of Michigan, Inc. (the “Company”) operates as a state-licensed health maintenance organization (HMO). Meridian Health Plan of Michigan, Inc. provides medical services to persons in sixty-seven Michigan counties who subscribe as recipients of state health benefits. In addition, the Company operates a Medicare Advantage Dual-Eligible Special Needs Plan, a Medicare Advantage Prescription Drug Plan and a Medicare Stand – alone Prescription Drug Plan.

A. Accounting Practices

The financial statements of Meridian Health Plan of Michigan, Inc. (the Company) are presented on the basis of accounting practices prescribed or permitted by the State of Michigan, Department of Insurance and Financial Services (“DIFS”).

The 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, for determining its solvency under the Michigan Insurance law. The Accounting Practices and Procedures Manual (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the state of Michigan.

Reconciliation of the Company’s net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the State of Michigan and shown below:

		State of Domicile	<u>2014</u>	<u>2013</u>
NET INCOME				
(1)	Meridian Health Plan of Michigan state basis	Michigan	\$ 3,669,090	\$ 5,694,856
(2)	State Prescribed Practices that increase/(decrease) NAIC SAP: None	Michigan	-	-
(3)	State Permitted Practices that increase/(decrease) NAIC SAP: None	Michigan	-	-
(4)	NAIC SAP (1-2-3=4)	Michigan	<u>\$ 3,669,090</u>	<u>\$ 5,694,856</u>
SURPLUS				
(5)	Meridian Health Plan of Michigan state basis	Michigan	\$ 91,858,709	\$ 88,623,500
(6)	State Prescribed Practices that increase/(decrease) NAIC SAP: None	Michigan	-	-
(7)	State Permitted Practices that increase/(decrease) NAIC SAP: None	Michigan	-	-
(8)	NAIC SAP (5-6-7=8)	Michigan	<u>\$ 91,858,709</u>	<u>\$ 88,623,500</u>

Note 2 - Accounting Changes and Corrections of Errors

This Note is not applicable to the Company.

Note 3 - Business Combinations and Goodwill

This Note is not applicable to the Company.

Note 4 - Discontinued Operations

This Note is not applicable to the Company.

Note 5 - Investments

This Note is not applicable to the Company.

Note 6 - Joint Ventures, Partnerships, and Limited Liability Companies

No change

Note 7 - Investment Income

This Note is not applicable to the Company.

Notes to Financial Statement

Note 8 - Derivative Instruments

This Note is not applicable to the Company.

Note 9 - Income Taxes

No change

Note 10 - Information Concerning Parent, Subsidiaries, and Affiliates

No change

Note 11 - Debt

No change

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

This Note is not applicable to the Company.

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

No change

Note 14 - Contingencies

This Note is not applicable to the Company.

Note 15 - Leases

This Note is not applicable to the Company.

Note 16 - Information About Financial Instruments with Off-balance-sheet Risk and Financial Instruments with Concentrations of Credit Risk

This Note is not applicable to the Company.

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

This Note is not applicable to the Company.

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

This Note is not applicable to the Company.

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

This Note is not applicable to the Company.

Note 20 – Fair Value Measurements

- A. The following table presents information about the Company's assets and liabilities measured at fair value at September 30, 2014, and the valuation techniques used by the Company to determine those fair values.

In general, fair values determined by Level 1 inputs use quoted prices in active markets for identical assets or liabilities that the Company has the ability to access.

Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets and liabilities in active markets, and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset or liability.

In instances where inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input

Notes to Financial Statement

that is significant to the valuation. The Company's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset or liability.

The fair value of bonds was determined primarily based on Level 2 inputs. The Company obtains the fair value of these investments based on values determined and provided by the investment custodians.

(1) Fair Value Measurements at Reporting Date

Description	(Level 1)	(Level 2)	(Level 3)	Total
a. Assets at fair Value				
Common Stock	\$ 11,244,817	\$ -	\$ -	\$ 11,244,817
Total Common Stock	<u>\$ 11,244,817</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 11,244,817</u>
Total Assets at Fair Value	<u>\$ 11,244,817</u>	<u>\$ -</u>	<u>\$ -</u>	<u>11,244,817</u>
 b. Total Liabilities at Fair Value				
Total Liabilities at Fair Value	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

(2) The Company has no Fair Value Measurements categorized within Level 3 of the fair value hierarchy.

(3) The Company had no transfers between levels.

(4) The Company has no Fair Value Measurements categorized within Level 2 and Level 3 of the fair value hierarchy.

(5) The Company has no derivative assets and liabilities.

C. Aggregate fair values of the financial instruments and applicable levels within the fair value hierarchy.

Type of Financial Instruments	Aggregate Fair Value					Not Practicable (Carrying Value)
	Value	Admitted Assets	Level 1	Level 2	Level 3	
Bonds	52,747,244	52,030,814	-	52,747,244	-	-
Common Stock	11,244,817	11,244,817	11,244,817	-	-	-
Short-term investments	<u>25,974,031</u>	<u>25,974,031</u>	<u>25,974,031</u>	-	-	-
	89,966,092	89,249,662	37,218,848	52,747,244	-	-

D. Not applicable.

Note 21 - Other Items

No Change

Note 22 - Events Subsequent

This Note is not applicable to the Company.

Note 23 - Reinsurance

No change

Note 24 - Retrospectively Rated Contracts and Contracts Subject to Redetermination

Through September 30, 2014 The Company has recorded a \$1,589,473 receivable related to retrospectively rated contracts.

This amount was calculated by estimating the retrospective receivable with the information available as of September 30, 2014.

Notes to Financial Statement

The accrued retrospective premiums are recorded through earned premiums. The amount of net premiums that are subject to retrospective rating features is \$6.9M, which is .69% of the total net premiums.

Note 25 - Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2013 were approximately \$114.7 million. As of September 30, 2014, approximately \$105 million has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now approximately \$9.7 million. Reserves for incurred claims and claim adjustment expense attributable to insured events of prior years has decreased by approximately \$100,000 primarily due to the re-estimation of unpaid claims and claim adjustment expenses. This change 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.

Note 26 - Intercompany Pooling Arrangements

This Note is not applicable to the Company.

Note 27 - Structured Settlements

This Note is not applicable to the Company.

Note 28 - Health Care Receivables

No change

Note 29 - Participating Policies

This Note is not applicable to the Company.

Note 30 - Premium Deficiency Reserves

No change

Note 31 - Anticipated Salvage and Subrogation

This Note is not applicable to the Company.

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[X] No[]
If yes, complete Schedule Y, Parts 1 and 1A.
- 3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes[] No[X]
- 3.3 If the response to 3.2 is yes, provide a brief description of those changes:

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

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

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

- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2011.....
- 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. 12/31/2011.....
- 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). 10/01/2012.....
- 6.4 By what department or departments?
State of Michigan DIFS
- 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: Yes[] No[X]
- 9.2 Has the code of ethics for senior managers been amended? Yes[] No[X]
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes[] No[X]
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

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

14.2 If yes, please complete the following:

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

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

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?
If no, attach a description with this statement. Yes [] No [] N/A [X]

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

\$ 0

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

\$ 0

16.3 Total payable for securities lending reported on the liability page

\$ 0

17. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No []

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

1 Name of Custodian(s)	2 Custodian Address
Comerica Bank	500 Woodward Ave, Detroit, MI 48226
.....

17.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
.....

17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? Yes [] No [X]

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

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

17.5 Identify all investment advisors, 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
134261	RSW Investments	47 Maple St., Suite 304, Summit, NJ, 07901
114949	Madison Scottsdale	8777 N. Gainey Center Dr, Ste 200, Scottsdale, AZ 85258
19616	Wells Fargo Advisors	718 Notre Dame, Suite 200, Grosse Pointe, MI. 48230

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

18.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:	
1.1 A&H loss percent	..... 85.361%
1.2 A&H cost containment percent	..... 0.304%
1.3 A&H expense percent excluding cost containment expenses	..... 14.204%
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

SCHEDULE S - CEDED REINSURANCE
Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Type of Reinsurer	8 Certified Reinsurer Rating (1 through 6)	9 Effective Date of Certified Reinsurer Rating
Accident and Health - Non-affiliates								
11835	04-1590940	07/01/2013	PARTNERRE AMER INS CO	DE	SSL/A/I	Authorized		
13989	98-0636926	01/01/2014	SAXON RE LTD	MI	SSL/A/I	Authorized		
11835	04-1590940	07/01/2014	PARTNERRE AMER INS CO	DE	SSL/A/I	Authorized		

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS**Current Year to Date - Allocated by States and Territories**

State, Etc.	1 Active Status	Direct Business Only							
		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums and Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit-Type Contracts
1. Alabama (AL)	N								
2. Alaska (AK)	N								
3. Arizona (AZ)	N								
4. Arkansas (AR)	N								
5. California (CA)	N								
6. Colorado (CO)	N								
7. Connecticut (CT)	N								
8. Delaware (DE)	N								
9. District of Columbia (DC)	N								
10. Florida (FL)	N								
11. Georgia (GA)	N								
12. Hawaii (HI)	N								
13. Idaho (ID)	N								
14. Illinois (IL)	N								
15. Indiana (IN)	L	1,186,904						1,186,904	
16. Iowa (IA)	N								
17. Kansas (KS)	N								
18. Kentucky (KY)	L	1,427,336						1,427,336	
19. Louisiana (LA)	N								
20. Maine (ME)	N								
21. Maryland (MD)	N								
22. Massachusetts (MA)	N								
23. Michigan (MI)	L	2,045,255	15,612,042	984,130,255				1,001,787,552	
24. Minnesota (MN)	N								
25. Mississippi (MS)	N								
26. Missouri (MO)	N								
27. Montana (MT)	N								
28. Nebraska (NE)	N								
29. Nevada (NV)	N								
30. New Hampshire (NH)	N								
31. New Jersey (NJ)	N								
32. New Mexico (NM)	N								
33. New York (NY)	N								
34. North Carolina (NC)	N								
35. North Dakota (ND)	N								
36. Ohio (OH)	L	2,356,592						2,356,592	
37. Oklahoma (OK)	N								
38. Oregon (OR)	N								
39. Pennsylvania (PA)	N								
40. Rhode Island (RI)	N								
41. South Carolina (SC)	N								
42. South Dakota (SD)	N								
43. Tennessee (TN)	N								
44. Texas (TX)	N								
45. Utah (UT)	N								
46. Vermont (VT)	N								
47. Virginia (VA)	N								
48. Washington (WA)	N								
49. West Virginia (WV)	N								
50. Wisconsin (WI)	N								
51. Wyoming (WY)	N								
52. American Samoa (AS)	N								
53. Guam (GU)	N								
54. Puerto Rico (PR)	N								
55. U.S. Virgin Islands (VI)	N								
56. Northern Mariana Islands (MP)	N								
57. Canada (CAN)	N								
58. Aggregate other alien (OT)	XXX								
59. Subtotal	XXX	7,016,087	15,612,042	984,130,255				1,006,758,384	
60. Reporting entity contributions for Employee Benefit Plans	XXX								
61. Total (Direct Business)	(a) 4	7,016,087	15,612,042	984,130,255				1,006,758,384	
DETAILS OF WRITE-INS									
5801.	XXX								
5802.	XXX								
5803.	XXX								
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX								
5899. TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX								

(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.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

Caidan Enterprises, Inc. (MI; Federal Employer Identification # 52-2422207)

Organization Governance and Ownership Structure:

Equity Shareholders

Board of Directors

Shareholders at September 30, 2014:

D. Cotton, MD	32.4%
S. Cotton	31.6%
J. Cotton	10.0% - Non Voting Stock
S.P. Cotton	10.0% - Non Voting Stock
M. Cotton	10.0% - Non Voting Stock
T. Lauzon	6.0%

Caidan Management Company, LLC (MI; Federal Employer Identification # 26-4004494)

Organization Governance and Ownership Structure:

Equity Shareholders

Board of Directors

Shareholders at September 30, 2014:

Caidan Enterprises, Inc.	100%
--------------------------	------

Meridian Rx, LLC (MI; Federal Employer Identification # 27-1339224)

Organization Governance and Ownership Structure:

Equity Shareholders

Board of Directors

Shareholders at September 30, 2014:

Caidan Enterprises, Inc.	100%
--------------------------	------

Health Management, Inc. (MI; Federal Employer Identification # 38-3360283)

(common ownership with Caidan Enterprises, Inc. majority shareholder)

Organization Governance and Ownership Structure:

Equity Shareholders

Shareholders at September 30, 2014:

D. Cotton, MD	100%
---------------	------

Caidan Holding Company, Inc. (MI; Federal Employer Identification # 26-4004578)

Organization Governance and Ownership Structure:

Equity Shareholders

Board of Directors

Shareholders at September 30, 2014:

Caidan Enterprises, Inc.	100%
--------------------------	------

Meridian Health Plan of Michigan, Inc. (MI; NAIC # 52563; Federal Employer Identification # 38-3253977)

Organization Governance and Ownership Structure:

Equity Shareholders

Board of Directors

Shareholders at September 30, 2014:

Caidan Holding Company, Inc.	100%
------------------------------	------

Meridian Health Plan of Illinois, Inc. (IL; NAIC # 13189; Federal Employer Identification # 20-3209671)

Organization Governance and Ownership Structure:

Equity Shareholders

Board of Directors

Shareholders at September 30, 2014:

Caidan Holding Company, Inc.	100%
------------------------------	------

Meridian Health Plan of Iowa, Inc. (IA; NAIC # 14145; Federal Employer Identification # 45-1749180)

Organization Governance and Ownership Structure:

Equity Shareholders

Board of Directors

Shareholders at September 30, 2014:

Caidan Holding Company, Inc.	100%
------------------------------	------

Granite Care - Meridian Health Plan of New Hampshire, Inc. (NH; NAIC # 14228; Federal Employer Identification # 36-4717033)

Organization Governance and Ownership Structure:

Equity Shareholders

Board of Directors

Shareholders at September 30, 2014:

Caidan Holding Company, Inc.	100%
------------------------------	------

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	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names 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	52-2422207	.....	.....	.....	Caidan Enterprises, Inc.	MI	UIP	David B. Cotton	Ownership, Board of Directors	32.4	David B. Cotton .....	.....
.....	00000	26-4004578	.....	.....	.....	Caidan Holding Company, Inc.	MI	UDP	Caidan Enterprises, Inc.	Ownership	100.0	David B. Cotton .....	.....
.....	0000	26-4004494	.....	.....	.....	Caidan Management Company, LLC	MI	NIA	Caidan Enterprises, Inc.	Ownership	100.0	David B. Cotton .....	.....
.....	0000	38-3360283	.....	.....	.....	Health Management, Inc	MI	NIA	Caidan Enterprises, Inc.	Ownership	100.0	David B. Cotton .....	.....
.....	00000	27-1339224	.....	.....	.....	MeridianRx, LLC	MI	NIA	Caidan Enterprises, Inc.	Ownership	100.0	David B. Cotton .....	.....
4640	13189	20-3209671	.....	.....	.....	Meridian Health Plan of Illinois, Inc	IL	IA	Caidan Holding Company, Inc.	Ownership	100.0	David B. Cotton .....	.....
4640	14145	45-1749180	.....	.....	.....	Meridian Health Plan of Iowa, Inc	IA	NIA	Caidan Holding Company, Inc.	Ownership	100.0	David B. Cotton .....	.....
4640	14228	36-4717033	.....	.....	.....	Granite Care - Meridian Health Plan of New Hampshire, Inc	NH	IA	Caidan Holding Company, Inc.	Ownership	100.0	David B. Cotton .....	.....
.....	00000	.....	.....	.....	.....	.....	.....	UDP	.....	.....	.....	.....	.....

016

Asterisk	Explanation
0000001

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?

Yes

Explanations:

Bar Codes:

OVERFLOW PAGE FOR WRITE-INS**ASSETS**

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
2504.				
2597. Summary of remaining write-ins for Line 25 (Lines 2504 through 2596)				

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
4704.			
4797. Summary of remaining write-ins for Line 47 (Lines 4704 through 4796)			

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

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

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	1,631,754	1,710,427
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		(12,313)
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals	82,740	66,360
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10)	1,549,014	1,631,754
12. Deduct total nonadmitted amounts	1,329,309	1,365,850
13. Statement value at end of current period (Line 11 minus Line 12)	219,705	265,904

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	63,322,922	66,886,027
2. Cost of bonds and stocks acquired	18,889,759	40,533,933
3. Accrual of discount	(8,536)	43,412
4. Unrealized valuation increase (decrease)	(503,255)	1,514,557
5. Total gain (loss) on disposals	302,140	300,933
6. Deduct consideration for bonds and stocks disposed of	18,147,304	45,085,544
7. Deduct amortization of premium	580,095	870,396
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	63,275,631	63,322,922
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	63,275,631	63,322,922

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)	71,649,215	17,977,345	20,810,698	(309,927)	74,958,727	71,649,215	68,505,935	72,480,719
2. NAIC 2 (a)	6,078,814	4,522,986	1,000,682	(102,208)	2,533,286	6,078,814	9,498,910	4,681,153
3. NAIC 3 (a)								
4. NAIC 4 (a)								
5. NAIC 5 (a)								
6. NAIC 6 (a)								
7. Total Bonds	77,728,029	22,500,331	21,811,380	(412,135)	77,492,013	77,728,029	78,004,845	77,161,872
PREFERRED STOCK								
8. NAIC 1								
9. NAIC 2								
10. NAIC 3								
11. NAIC 4								
12. NAIC 5								
13. NAIC 6								
14. Total Preferred Stock								
15. Total Bonds & Preferred Stock	77,728,029	22,500,331	21,811,380	(412,135)	77,492,013	77,728,029	78,004,845	77,161,872

(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 \$.....10,110,592; NAIC 2 \$.....12,072,863; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0

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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	25,974,031	X X X	26,279,926	321,140	172,792

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	24,148,391	18,433,332
2. Cost of short-term investments acquired	52,952,060	75,621,771
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	348	725
6. Deduct consideration received on disposals	50,604,561	69,496,553
7. Deduct amortization of premium	522,207	410,884
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	25,974,031	24,148,391
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	25,974,031	24,148,391

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

SCHEDULE E - Verification
(Cash Equivalents)

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year	1,279,591	
2.	Cost of cash equivalents acquired		1,481,429
3.	Accrual of discount		
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals		
6.	Deduct consideration received on disposals	1,275,000	200,000
7.	Deduct amortization of premium	4,591	1,838
8.	Total foreign exchange change in book/adjusted carrying value		
9.	Deduct current year's other than temporary impairment recognized		
10.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)		1,279,591
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)		1,279,591

E01 Schedule A Part 2 NONE

E01 Schedule A Part 3 NONE

E02 Schedule B Part 2 NONE

E02 Schedule B Part 3 NONE

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	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	
		3 City	4 State										
NONE													
4699999 TOTALS													XXX

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	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	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
		3 City	4 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.						
Joint Venture - Real Estate - Unaffiliated																			
	Barrow Street Real Estate																		
	Fund III, LP	Stamford	CT		03/06/2006	09/30/2014	265,904							219,704	46,200				
1799999 Subtotal - Joint Venture - Real Estate - Unaffiliated							265,904							219,704	46,200				
4499999 Total - Unaffiliated							265,904							219,704	46,200				
4699999 TOTALS							265,904							219,704	46,200				

QE03

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - U.S. Governments									
38377JDZ3	GNMA REMIC TRUST 2010-109		07/02/2014	UBS	X X X	485,111	469,984	251	1
0599999 Subtotal - Bonds - U.S. Governments					X X X	485,111	469,984	251	X X X
Bonds - U.S. States, Territories and Possessions									
649791FX3	NEW YORK ST		09/22/2014	UBS	X X X	415,751	350,000	4,861	1FE
1799999 Subtotal - Bonds - U.S. States, Territories and Possessions					X X X	415,751	350,000	4,861	X X X
Bonds - U.S. Political Subdivisions of States, Territories and Possessions									
3556943P3	FREDERICK CNTY MD		08/20/2014	UBS	X X X	146,628	125,000	417	1FE
514282NQ1	LANCASTER PA		07/10/2014	UBS	X X X	271,552	250,000	2,156	1FE
833221RK2	SNOHOMISH CNTY WASH SCH DIST N		09/29/2014	UBS	X X X	469,323	410,000	7,235	1FE
2499999 Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions					X X X	887,503	785,000	9,808	X X X
Bonds - U.S. Special Revenue, Special Assessment									
3130A2TC0	FEDERAL HOME LOAN BANKS		08/04/2014	UBS	X X X	500,000	500,000		1
3136G0TU5	FEDERAL NATL MTG ASSN		07/22/2014	UBS	X X X	999,750	1,000,000	7,208	1
3136G1P45	FEDERAL NATL MTG ASSN		07/09/2014	UBS	X X X	995,560	1,000,000	722	1
3137B2ZH6	FHLMC REMIC SERIES 4221		09/05/2014	UBS	X X X	951,446	947,006	355	1
3136A1BN4	FNMA REMIC TRUST 2011-103		07/01/2014	UBS	X X X	515,565	501,766	70	1
31397SZ80	FNMA REMIC TRUST 2011-37		07/10/2014	UBS	X X X	447,708	429,456	913	1
491189FQ4	KENTUCKY ASSET / LIABILITY COM		07/02/2014	UBS	X X X	501,350	500,000	1,385	1FE
5604596Y0	MAINE MUN BD BK		09/05/2014	UBS	X X X	262,525	250,000	2,927	1FE
88283LHX7	TEXAS TRANSN COMMN ST HWY FD R		08/20/2014	UBS	X X X	235,482	200,000	3,972	1FE
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment					X X X	5,409,386	5,328,228	17,552	X X X
8399997 Subtotal - Bonds - Part 3					X X X	7,197,751	6,933,212	32,472	X X X
8399999 Subtotal - Bonds					X X X	7,197,751	6,933,212	32,472	X X X
Common Stocks - Industrial and Miscellaneous (Unaffiliated)									
09251T509	BLACKROCK GLB ALLOCATION FD		07/18/2014	UBS	900.650	19,787	X X X		L
9099999 Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)					X X X	19,787	X X X		X X X
9799997 Subtotal - Common Stocks - Part 3					X X X	19,787	X X X		X X X
9799999 Subtotal - Common Stocks					X X X	19,787	X X X		X X X
9899999 Subtotal - Preferred and Common Stocks					X X X	19,787	X X X		X X X
9999999 Total - Bonds, Preferred and Common Stocks					X X X	7,217,538	X X X	32,472	X X X

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

QE04

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 Date	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																					
36296DJ82	GNMA PASS-THRU X SINGLE FAMILY	09/15/2014		PRINCIPAL RECEIPT	X X X	499	499	523	528	(29)			(29)		499				18	10/15/2023	1
36296JCV5	GNMA PASS-THRU X SINGLE FAMILY	09/15/2014		PRINCIPAL RECEIPT	X X X	4,299	4,299	4,429	4,433	(134)			(134)		4,299				139	08/15/2039	1
36297FSV5	GNMA PASS-THRU X SINGLE FAMILY	09/15/2014		PRINCIPAL RECEIPT	X X X	1,766	1,766	1,837	1,827	(61)			(61)		1,766				53	08/15/2024	1
38378ND91	GNMA REMIC TRUST	09/16/2014		PRINCIPAL RECEIPT	X X X	96,107	96,107	97,038	97,038	(931)			(931)		96,107				504	08/16/2039	1
38373SW78	GNMA REMIC TRUST 2003-35	09/16/2014		PRINCIPAL RECEIPT	X X X	4,038	4,038	4,078	4,078	(40)			(40)		4,038				112	03/16/2033	1
38374HUF5	GNMA REMIC TRUST 2004-67	08/18/2014		PRINCIPAL RECEIPT	X X X	19,482	19,482	20,366	19,779	(297)			(297)		19,482				659	06/16/2028	1
38373MR51	GNMA REMIC TRUST 2008-14	09/16/2014		PRINCIPAL RECEIPT	X X X	1,341	1,341	1,404	1,395	(53)			(53)		1,341				47	12/16/2042	1
38376KNS6	GNMA REMIC TRUST 2009-87	07/21/2014		PRINCIPAL RECEIPT	X X X	7,436	7,436	7,867	7,469	(33)			(33)		7,436				347	03/20/2034	1
38377JDZ3	GNMA REMIC TRUST 2010-109	09/22/2014		PRINCIPAL RECEIPT	X X X	29,684	29,684	30,640	30,640	(955)			(955)		29,684				102	12/20/2037	1
38377JZM8	GNMA REMIC TRUST 2010-125	09/22/2014		PRINCIPAL RECEIPT	X X X	9,737	9,737	10,049	9,978	(240)			(240)		9,737				225	04/20/2039	1
38377JPQ0	GNMA REMIC TRUST 2010-98	09/23/2014		PRINCIPAL RECEIPT	X X X	6,267	6,267	7,054	6,822	(555)			(555)		6,267				188	09/20/2021	1
38375CQW9	GNMA REMIC TRUST 2012-43	09/22/2014		PRINCIPAL RECEIPT	X X X	8,446	8,446	8,891	8,824	(378)			(378)		8,446				169	07/20/2039	1
831641E24	SMALL BUSINESS ADMIN GTD PTNCT	09/01/2014		CALLED @ 100.0000000	X X X	14,490	14,490	15,266	15,266	(777)			(777)		14,490				169	09/10/2023	1
0599999 Subtotal - Bonds - U.S. Governments						203,592	203,593	209,455	65,133				(4,483)		203,592				2,563	X X X	X X X
Bonds - U.S. States, Territories and Possessions																					
70914PHL9	PENNSYLVANIA ST	09/22/2014		UBS	X X X	246,547	215,000	259,582	252,696				(5,169)		247,527		(980)	(980)	11,944	02/15/2022	1FE
1799999 Subtotal - Bonds - U.S. States, Territories and Possessions						246,547	215,000	259,582	252,696				(5,169)		247,527		(980)	(980)	11,944	X X X	X X X
Bonds - U.S. Political Subdivisions of States, Territories and Possessions																					
283734KY6	EL PASO TEX	09/29/2014		UBS	X X X	438,983	395,000	435,124	435,124				(7,352)		427,772		11,211	11,211	22,328	08/15/2023	1FE
3556943P3	FREDERICK CNTY MD	09/22/2014		UBS	X X X	145,881	125,000	146,628	146,628				(422)		146,205		(324)	(324)	938	02/01/2019	1FE
2499999 Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions						584,864	520,000	581,752	581,752				(7,774)		573,977		10,887	10,887	23,266	X X X	X X X
Bonds - U.S. Special Revenue, Special Assessment																					
29270CC94	ENERGY NORTHWEST WASH ELEC																				
	REV	08/04/2014		UBS	X X X	233,408	215,000	232,010	232,010				(1,434)		230,576		2,832	2,832	6,450	07/01/2024	1FE
3128PES33	FED HOME LN MTG	09/15/2014		PRINCIPAL RECEIPT	X X X	1,019	1,019	1,091	1,025				(6)		1,019				42	08/01/2016	1
3133XXWS2	FEDERAL HM LN BK CMO Y2-2015	09/22/2014		PRINCIPAL RECEIPT	X X X	3,137	3,137	3,151	3,144				(7)		3,137				54	04/20/2015	1
3134G4CP1	FEDERAL HOME LN MTG CORP	07/25/2014		CALLED @ 100.0000000	X X X	1,000,000	1,000,000	1,001,620	1,001,620				(1,620)		1,000,000				9,250	07/25/2018	1
31283KWN4	FEDERAL HOME LN MTG CORP POOL #G1	09/15/2014		PRINCIPAL RECEIPT	X X X	3,710	3,710	3,754	3,739				(29)		3,710				122	04/01/2019	1
31335HVE0	FEDERAL HOME LOAN 90613 5% 1/2023	09/15/2014		PRINCIPAL RECEIPT	X X X	1,575	1,575	1,678	1,522				53		1,575				53	01/01/2023	1
313380W94	FEDERAL HOME LOAN BANKS	07/15/2014		CALLED @ 100.0000000	X X X	1,000,000	1,000,000	999,000	1,000,000						1,000,000				15,000	10/15/2027	1
313383CJ8	FEDERAL HOME LOAN BANKS	09/13/2014		CALLED @ 100.0000000	X X X	250,000	250,000	250,000	250,000						250,000				1,562	06/13/2028	1
3136G1PY9	FEDERAL NATL MTG ASSN	07/17/2014		CALLED @ 100.0000000	X X X	250,000	250,000	248,875	248,970				116		249,086		914	914	7,500	07/17/2028	1
3136A9AZ1	FEDERAL NATL MTG ASSN GTD REMIC	09/25/2014		PRINCIPAL RECEIPT	X X X	8,532	8,532	8,618	8,646				(114)		8,532				115	06/25/2042	1
31395AX83	FHLMC MULTICLASS PREASSIGN 4.5	09/15/2014		PRINCIPAL RECEIPT	X X X	13,143	13,143	13,928	13,462				(319)		13,143				397	07/15/2019	1
31396EGF7	FHLMC MULTICLASS SER 3079 CL MD 5	09/15/2014		PRINCIPAL RECEIPT	X X X	12,242	12,242	12,839	12,347				(105)		12,242				414	03/15/2034	1
3128PNC92	FHLMC PC GOLD 15 YR	09/15/2014		PRINCIPAL RECEIPT	X X X	2,758	2,758	2,831	2,848				(90)		2,758				81	06/01/2024	1
3128MCGH2	FHLMC PC GOLD COMB 15	09/15/2014		PRINCIPAL RECEIPT	X X X	2,819	2,819	2,888	2,892				(73)		2,819				84	06/01/2024	1
3128MMX0	FHLMC PC GOLD COMB 15	09/15/2014		PRINCIPAL RECEIPT	X X X	2,342	2,342	2,404	2,415				(73)		2,342				73	05/01/2024	1
3128KQD78	FHLMC PC GOLD COMB 30	09/15/2014		PRINCIPAL RECEIPT	X X X	1,228	1,228	1,287	1,299				(71)		1,228				54	05/01/2037	1
31297H4M8	FHLMC PC GOLD COMB 30	09/15/2014		PRINCIPAL RECEIPT	X X X	4,559	4,791	4,889	4,900				(341)		4,559				160	02/01/2035	1
31297VY69	FHLMC PC GOLD COMB 30	09/15/2014		PRINCIPAL RECEIPT	X X X	427	427	436	441				(14)		427				15	11/01/2035	1
31394GV92	FHLMC REMIC SERIES 2666	09/15/2014		PRINCIPAL RECEIPT	X X X	6,973	6,973	7,427	7,383				(410)		6,973				207	08/15/2023	1
31394HUD1	FHLMC REMIC SERIES 2668	09/15/2014		PRINCIPAL RECEIPT	X X X	7,538	7,538	7,820	7,595				(57)		7,538				265	03/15/2032	1
31394XJ98	FHLMC REMIC SERIES 2772	09/15/2014		PRINCIPAL RECEIPT	X X X	24,517	24,517	25,458	24,715				(198)		24,517				835	07/15/2032	1
31396ND86	FHLMC REMIC SERIES 3145	09/15/2014		PRINCIPAL RECEIPT	X X X	2,615	2,615	2,697	2,643				(28)		2,615				78	10/15/2034	1
3137A8L89	FHLMC REMIC SERIES 3819	09/15/2014		PRINCIPAL RECEIPT	X X X	7,392	7,392	7,534	7,504				(112)		7,392				124	11/15/2018	1
3137AH4V7	FHLMC REMIC SERIES 3936	09/15/2014		PRINCIPAL RECEIPT	X X X	13,410	13,410	13,377	13,380				30		13,410				134	03/15/2026	1
3137AFW57	FHLMC REMIC SERIES 3944	09/15/2014		PRINCIPAL RECEIPT	X X X	6,271	6,271	6,353	6,321				(50)		6,271				105	07/15/2022	1
3137APKC3	FHLMC REMIC SERIES 4030	09/15/2014		PRINCIPAL RECEIPT	X X X	8,513	8,513	8,556	8,548				(35)		8,513				114	02/15/2041	1
3137AWB95	FHLMC REMIC SERIES 4135	09/15/2014		PRINCIPAL RECEIPT	X X X	9,004	9,004	9,034	9,031				(27)		9,004				83	11/15/2027	1
31371MBN6	FNMA 255745 5.5% 5/2025	09/25/2014		PRINCIPAL RECEIPT	X X X	1,273	1,273	1,424	1,253				20		1,273				47	05/01/2025	1
31402BKE9	FNMA PASS-THRU INT 15 YEAR	09/25/2014		PRINCIPAL RECEIPT	X X X	1,732	1,732	1,782	1,762				(30)		1,732				59	08/01/2018	1
31410FWM3	FNMA PASS-THRU INT 15 YEAR	09/25/2014		PRINCIPAL RECEIPT	X X X	3,160	3,160	3,286	3,252				(92)		3,160				105	05/01/2021	1
31414RTJ8	FNMA PASS-THRU INT 15 YEAR	09/25/2014		PRINCIPAL RECEIPT	X X X	394	394	404	409				(16)		394				12	04/01/2023	1
31416RTG8	FNMA PASS-THRU INT 15 YEAR	09/25/2014		PRINCIPAL RECEIPT	X X X	4,410	4,410	4,415	4,415				(5)		4,410				117	06/01/2024	1
31417KQ59	FNMA PASS-THRU INT 15 YEAR	09/25/2014		PRINCIPAL RECEIPT	X X X	7,632	7,632	7,658	7,654				(22)		7,632				199	08/01/2024	1
31371LCD9	FNMA PASS-THRU LNG 30 YEAR	09/25/2014		PRINCIPAL RECEIPT	X X X	1,968	1,968	2,018	2,033				(64)		1,968				65	09/01/2033	1

QE05

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.								
31402CVZ2	FNMA PASS-THRU LNG 30 YEAR		09/25/2014	PRINCIPAL RECEIPT	X X X	5,398	5,398	5,521	5,555		(157)		(157)		5,398				180	03/01/2034	1	
31402DMP2	FNMA PASS-THRU LNG 30 YEAR		09/25/2014	PRINCIPAL RECEIPT	X X X	2,980	2,980	3,027	3,043		(63)		(63)		2,980				89	09/01/2034	1	
31403C6L0	FNMA PASS-THRU LNG 30 YEAR		09/25/2014	PRINCIPAL RECEIPT	X X X	2,673	2,673	2,737	2,751		(79)		(79)		2,673				89	02/01/2036	1	
31403DDX4	FNMA PASS-THRU LNG 30 YEAR		09/25/2014	PRINCIPAL RECEIPT	X X X	3,300	3,300	3,456	3,485		(186)		(186)		3,300				121	04/01/2036	1	
31414PZM4	FNMA PASS-THRU LNG 30 YEAR		09/25/2014	PRINCIPAL RECEIPT	X X X	486	486	510	527		(41)		(41)		486				20	03/01/2038	1	
31416RFA6	FNMA PASS-THRU LNG 30 YEAR		09/25/2014	PRINCIPAL RECEIPT	X X X	5,139	5,139	5,166	5,179		(40)		(40)		5,139				151	01/01/2034	1	
31371KSH5	FNMA POOL #254420 6% DUE 07-01-20		09/25/2014	PRINCIPAL RECEIPT	X X X	5,953	5,953	6,131	6,114		(162)		(162)		5,953				238	07/01/2022	1	
31371LHE2	FNMA POOL #255029 5% 12-01-2023 B		09/25/2014	PRINCIPAL RECEIPT	X X X	3,146	3,146	3,156	3,155		(9)		(9)		3,146				103	12/01/2023	1	
31371NU45	FNMA POOL #257203 5% DUE 05-01-20		09/25/2014	PRINCIPAL RECEIPT	X X X	2,067	2,067	2,056	2,053		14		14		2,067				69	05/01/2028	1	
31402RA41	FNMA POOL #735427 4.5% 12-01-2018		09/25/2014	PRINCIPAL RECEIPT	X X X	2,640	2,640	2,629	2,633		7		7		2,640				78	12/01/2018	1	
31412QWA3	FNMA POOL #932241 4% 12-01-2019 B		09/25/2014	PRINCIPAL RECEIPT	X X X	4,085	4,085	4,218	4,189		(104)		(104)		4,085				105	12/01/2019	1	
31394UJM2	FNMA REMIC TRUST 2005-101		09/25/2014	PRINCIPAL RECEIPT	X X X	9,069	9,069	9,650	9,229		(160)		(160)		9,069				299	06/25/2034	1	
31394DED8	FNMA REMIC TRUST 2005-22		09/25/2014	PRINCIPAL RECEIPT	X X X	12,042	12,042	12,531	12,186		(143)		(143)		12,042				401	10/25/2033	1	
31396QZS1	FNMA REMIC TRUST 2009-70		09/25/2014	PRINCIPAL RECEIPT	X X X	4,430	4,430	4,470	4,457		(27)		(27)		4,430				89	08/25/2019	1	
3136A1BN4	FNMA REMIC TRUST 2011-103		09/25/2014	PRINCIPAL RECEIPT	X X X	22,618	22,618	23,240			(622)		(622)		22,618				68	11/25/2029	1	
31397S280	FNMA REMIC TRUST 2011-37		09/25/2014	PRINCIPAL RECEIPT	X X X	3,903	3,903	4,069			(166)		(166)		3,903				22	01/25/2028	1	
31397QKB3	FNMA REMIC TRUST 2011-8		09/25/2014	PRINCIPAL RECEIPT	X X X	4,299	4,299	4,674	4,530		(231)		(231)		4,299				115	12/25/2023	1	
3136A4EB8	FNMA REMIC TRUST 2012-17		09/25/2014	PRINCIPAL RECEIPT	X X X	11,548	11,548	11,598	11,586		(38)		(38)		11,548				154	07/25/2039	1	
3136AH7E4	FNMA REMIC TRUST 2014-21		09/25/2014	PRINCIPAL RECEIPT	X X X	54,821	54,821	55,181			(360)		(360)		54,821				322	04/25/2029	1	
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment					X X X	3,058,298	3,040,122	3,064,562	1,746,220		(7,790)		(7,790)		3,054,552		3,746	3,746	46,688	X X X	X X X	
Bonds - Industrial and Miscellaneous (Unaffiliated)																						
06739FFZ9	BARCLAYS BK PLC	F	07/10/2014	MATURITY	X X X	100,000	100,000	99,883	99,986		14		14		100,000				5,200	07/10/2014	1FE	
15200MAA5	CENTERPOINT ENERGY COMP 2008-3		08/04/2014	PRINCIPAL RECEIPT	X X X	12,838	12,838	13,383	13,042		(203)		(203)		12,838				539	02/01/2020	1FE	
29365KAA1	ENTERGY TEX CMO FDG 2009 FLT		08/04/2014	PRINCIPAL RECEIPT	X X X	14,557	14,557	14,673	14,580		(23)		(23)		14,557				309	02/01/2016	1FE	
78387GAL7	SBC COMMUNICATIONS 5.625%		07/15/2014	CALLED @ 109.4757300	X X X	191,583	175,000	199,308	185,528		(2,242)		(2,242)		183,285		8,297	8,297	5,742	06/15/2016	1FE	
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					X X X	318,978	302,395	327,247	313,136		(2,454)		(2,454)		310,680		8,297	8,297	11,790	X X X	X X X	
8399997 Subtotal - Bonds - Part 4					X X X	4,412,279	4,281,110	4,442,598	2,377,185		(27,670)		(27,670)		4,390,328		21,950	21,950	96,251	X X X	X X X	
8399999 Subtotal - Bonds					X X X	4,412,279	4,281,110	4,442,598	2,377,185		(27,670)		(27,670)		4,390,328		21,950	21,950	96,251	X X X	X X X	
9899999 Subtotal - Preferred and Common Stocks					X X X																X X X	X X X
9999999 Total - Bonds, Preferred and Common Stocks					X X X	4,412,279		4,442,598	2,377,185		(27,670)		(27,670)		4,390,328		21,950	21,950	96,251	X X X	X X X	

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

QE05.1

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									
JP Morgan Chase, Detroit, MI	Concentration Account			87,339		173,003,868	198,746,648	134,855,549	X X X
Comerica Bank, Detroit, MI	General Account					99,084	110,217	121,535	X X X
0199998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - open depositories		X X X	X X X						X X X
0199999 Totals - Open Depositories		X X X	X X X	87,339		173,102,952	198,856,865	134,977,084	X X X
0299998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - suspended depositories									
0299999 Totals - Suspended Depositories		X X X	X X X						X X X
0399999 Total Cash On Deposit		X X X	X X X	87,339		173,102,952	198,856,865	134,977,084	X X X
0499999 Cash in Company's Office		X X X	X X X	X X X	X X X				X X X
0599999 Total Cash		X X X	X X X	87,339		173,102,952	198,856,865	134,977,084	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
<div style="border: 1px solid black; padding: 10px; display: inline-block;"> N O N E </div>							
8699999 Total - Cash Equivalents							



MEDICARE PART D COVERAGE SUPPLEMENT

Net of Reinsurance

NAIC Group Code: 4640

NAIC Company Code: 52563

	Individual Coverage		Group Coverage		5 Total Cash
	1 Insured	2 Uninsured	3 Insured	4 Uninsured	
1. Premiums Collected	5,052,512	X X X		X X X	5,052,512
2. Earned Premiums	6,639,115	X X X		X X X	X X X
3. Claims Paid	8,443,011	X X X		X X X	8,443,011
4. Claims Incurred	8,443,011	X X X		X X X	X X X
5. Reinsurance Coverage and Low Income Cost Sharing - Claims Paid Net of Reimbursements Applied (a)	X X X		X X X		
6. Aggregate Policy Reserves - change		X X X		X X X	X X X
7. Expenses Paid		X X X		X X X	
8. Expenses Incurred		X X X		X X X	X X X
9. Underwriting Gain or Loss	(1,803,896)	X X X		X X X	X X X
10. Cash Flow Results	X X X	X X X	X X X	X X X	(3,390,499)

(a) Uninsured Receivable/Payable with CMS at End of Quarter: \$.....3,742,730 due from CMS or \$.....0 due to CMS

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