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HEALTH QUARTERLY STATEMENT

As of March 31, 2013

of the Condition and Affairs of the

ProCare Health Plan, Inc.

NAIC Group Code.....4759, 4759 (Current Period) (Prior Period) NAIC Company Code..... 11081 Employer's ID Number..... 38-3295207

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

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

Incorporated/Organized..... September 29, 1995 Commenced Business..... December 19, 2000

Statutory Home Office	P.O. Box 441970..... Detroit ..... MI ..... US ..... 48244-1970 *(Street and Number) (City or Town, State, Country and Zip Code)*	
Main Administrative Office	4707 St. Antoine 5 South..... Detroit ..... MI ..... US ..... 48201 *(Street and Number) (City or Town, State, Country and Zip Code)*	800-543-0161 *(Area Code) (Telephone Number)*
Mail Address	P.O. Box 441970..... Detroit ..... MI ..... US ..... 48244-1970 *(Street and Number) (City or Town, State, Country and Zip Code)*	
Primary Location of Books and Records	4707 St. Antoine 5 South..... Detroit ..... MI ..... US ..... 48201 *(Street and Number) (City or Town, State, Country and Zip Code)*	800-543-0161 *(Area Code) (Telephone Number)*
Internet Web Site Address	http://www.procarehp.com	
Statutory Statement Contact	Joyce Poole *(Name)*	313-966-9380 *(Area Code) (Telephone Number) (Extension)*
	JPoole2@dmc.org *(E-Mail Address)*	313-966-7770 *(Fax Number)*

OFFICERS

Name	Title	Name	Title
1. Carrie Harris-Muller	President & CEO	2. Creighton Donovan	CFO & Treasurer
3. James H. Spalding	Secretary, Executive VP & General Counsel	4. Gregory Berger	CMO & Medical Director

OTHER

Thomas M. Ways	Senior Vice President	Timothy M. Petrikin	Vice President
Ronald L. Rosenberger	Vice President	Robert F. Jay	Vice President
Deborah T. McCormick	Vice President & Asst. Secretary	Deborah W. Larios	Vice President & Asst. Secretary
Elisa E. Harris	Vice President & Asst. Secretary		

DIRECTORS OR TRUSTEES

Deborah T. McCormick	Deborah W. Larios	James H. Spalding	Brenda Williams
Claudia Austin			

State of.....
County of.....

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.

Carrie Harris-Muller		Thomas M Ways
(Signature)	(Signature)	(Signature)
Carrie Harris-Muller	Creighton Donovan	Thomas M. Ways
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
President & CEO	CFO & Treasurer	Senior Vice President
(Title)	(Title)	(Title)

Subscribed and sworn to before me

This 29th day of April

Connie G White

a. Is this an original filing? Yes [X] No [ ]

b. If no: 1. State the amendment number

2. Date filed

3. Number of pages attached

CONNIE G. WHITE
Notary Public - State of Arizona
MARICOPA COUNTY
My Commission Expires
January 10, 2016

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 Prior Year Net Admitted Assets
1. Bonds			0	
2. Stocks:				
2.1 Preferred stocks			0	
2.2 Common stocks			0	
3. Mortgage loans on real estate:				
3.1 First liens			0	
3.2 Other than first liens			0	
4. Real estate:				
4.1 Properties occupied by the company (less $.....0 encumbrances)			0	
4.2 Properties held for the production of income (less $.....0 encumbrances)			0	
4.3 Properties held for sale (less $.....0 encumbrances)			0	
5. Cash ($.....742,130), cash equivalents ($.....0) and short-term investments ($.....516,441)	1,258,571		1,258,571	3,408,999
6. Contract loans (including $.....0 premium notes)			0	
7. Derivatives			0	
8. Other invested assets			0	
9. Receivables for securities			0	
10. Securities lending reinvested collateral assets			0	
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	1,258,571	0	1,258,571	3,408,999
13. Title plants less $.....0 charged off (for Title insurers only)			0	
14. Investment income due and accrued	65		65	
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection			0	
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $.....0 earned but unbilled premiums)			0	
15.3 Accrued retrospective premiums			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	
16.2 Funds held by or deposited with reinsured companies			0	
16.3 Other amounts receivable under reinsurance contracts			0	
17. Amounts receivable relating to uninsured plans			0	
18.1 Current federal and foreign income tax recoverable and interest thereon	21,691		21,691	22,341
18.2 Net deferred tax asset	331,855	331,855	0	
19. Guaranty funds receivable or on deposit			0	
20. Electronic data processing equipment and software	7,158		7,158	10,192
21. Furniture and equipment, including health care delivery assets ($.....0)			0	
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	
23. Receivables from parent, subsidiaries and affiliates	2,684,009	2,684,009	0	
24. Health care ($.....107,973) and other amounts receivable	178,506		178,506	
25. Aggregate write-ins for other than invested assets	5,141	5,141	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25)	4,486,996	3,021,005	1,465,991	3,441,532
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	
28. Total (Lines 26 and 27)	4,486,996	3,021,005	1,465,991	3,441,532

DETAILS OF WRITE-INS

1101.			0	
1102.			0	
1103.			0	
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Prepaid expenses	5,141	5,141	0	
2502.			0	
2503.			0	
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	5,141	5,141	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)	962,247		962,247	912,420
2. Accrued medical incentive pool and bonus amounts			0	
3. Unpaid claims adjustment expenses	17,369		17,369	17,369
4. Aggregate health policy reserves, including the liability of $.....0 for medical loss ratio rebate per the Public Health Service Act			0	
5. Aggregate life policy reserves			0	
6. Property/casualty unearned premium reserve			0	
7. Aggregate health claim reserves			0	
8. Premiums received in advance			0	
9. General expenses due or accrued	339,579		339,579	587,214
10.1 Current federal and foreign income tax payable and interest thereon (including $.....0 on realized gains (losses))			0	650
10.2 Net deferred tax liability			0	
11. Ceded reinsurance premiums payable	35,163		35,163	32,545
12. Amounts withheld or retained for the account of others	270,987		270,987	227,107
13. Remittances and items not allocated			0	
14. Borrowed money (including $.....0 current) and interest thereon $.....0 (including $.....0 current)			0	
15. Amounts due to parent, subsidiaries and affiliates			0	
16. Derivatives			0	
17. Payable for securities			0	
18. Payable for securities lending			0	
19. Funds held under reinsurance treaties with ($.....0 authorized reinsurers and $.....0 unauthorized reinsurers and certified $.....0 reinsurers)			0	
20. Reinsurance in unauthorized and certified ($.....0) companies			0	
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	
22. Liability for amounts held under uninsured plans			0	
23. Aggregate write-ins for other liabilities (including $.....0 current)	0	0	0	0
24. Total liabilities (Lines 1 to 23)	1,625,345	0	1,625,345	1,777,305
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	60,000	60,000
27. Preferred capital stock	XXX	XXX		
28. Gross paid in and contributed surplus	XXX	XXX	2,953,557	2,953,557
29. Surplus notes	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	(3,172,911)	(1,349,330)
32. Less treasury stock, at cost:				
32.1 .....0.000 shares common (value included in Line 26 $.....0)	XXX	XXX		
32.2 .....0.000 shares preferred (value included in Line 27 $.....0)	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	(159,354)	1,664,227
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	1,465,991	3,441,532

DETAILS OF WRITE-INS

2301.			0	
2302.			0	
2303.			0	
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	0	0	0	0
2501.				
2502.				
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001.				
3002.				
3003.				
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 thru 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member months	XXX	6,405	6,290	25,714
2. Net premium income (including $.....0 non-health premium income)	XXX	2,015,104	1,988,963	7,931,304
3. Change in unearned premium reserves and reserve for rate credits	XXX			
4. Fee-for-service (net of $.....0 medical expenses)	XXX			
5. Risk revenue	XXX			
6. Aggregate write-ins for other health care related revenues	XXX	0	51,431	51,431
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	2,015,104	2,040,394	7,982,735
Hospital and Medical:				
9. Hospital/medical benefits		1,222,034	1,112,120	3,654,141
10. Other professional services		18,811	19,867	385,970
11. Outside referrals				
12. Emergency room and out-of-area		22,545	112,022	332,501
13. Prescription drugs		121,346	125,186	588,657
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts			42,639	93,135
16. Subtotal (Lines 9 to 15)	0	1,384,736	1,411,834	5,054,404
Less:				
17. Net reinsurance recoveries				
18. Total hospital and medical (Lines 16 minus 17)	0	1,384,736	1,411,834	5,054,404
19. Non-health claims (net)				
20. Claims adjustment expenses, including $.....0 cost containment expenses		155,329	4,779	157,909
21. General administrative expenses		514,157	637,662	2,830,331
22. Increase in reserves for life and accident and health contracts (including $.....0 increase in reserves for life only)				
23. Total underwriting deductions (Lines 18 through 22)	0	2,054,222	2,054,275	8,042,644
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(39,118)	(13,881)	(59,909)
25. Net investment income earned		(1,423)	(3,909)	(6,632)
26. Net realized capital gains (losses) less capital gains tax of $.....0		6,505		
27. Net investment gains or (losses) (Lines 25 plus 26)	0	5,082	(3,909)	(6,632)
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered $.....0) (amount charged off $.....0)]				
29. Aggregate write-ins for other income or expenses	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	(34,036)	(17,790)	(66,541)
31. Federal and foreign income taxes incurred	XXX			
32. Net income (loss) (Lines 30 minus 31)	XXX	(34,036)	(17,790)	(66,541)

DETAILS OF WRITE-INS

0601. Experience Rating Credit	XXX		51,431	51,431
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above)	XXX	0	51,431	51,431
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 thru 0703 plus 0798) (Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above)	0	0	0	0
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above)	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

CAPITAL AND SURPLUS ACCOUNT	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
33. Capital and surplus prior reporting year	1,664,226	1,826,655	1,826,655
34. Net income or (loss) from Line 32	(34,036)	(17,790)	(66,541)
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			
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax			331,855
39. Change in nonadmitted assets	(1,789,543)	700,000	(506,732)
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	0	78,989	78,989
48. Net change in capital and surplus (Lines 34 to 47)	(1,823,579)	761,199	(162,429)
49. Capital and surplus end of reporting period (Line 33 plus 48)	(159,353)	2,587,854	1,664,226

DETAILS OF WRITE-INS

4701.			
4702. Reversal of prior year tax expense		78,989	78,989
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 thru 4703 plus 4798) (Line 47 above)	0	78,989	78,989

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	2,017,722	1,988,963	7,963,849
2. Net investment income	(1,488)	(3,909)	(632)
3. Miscellaneous income		51,431	51,431
4. Total (Lines 1 through 3)	2,016,234	2,036,485	8,014,648
5. Benefit and loss related payments	1,513,415	1,500,501	6,053,470
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	917,121	832,139	2,742,350
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of $.....0 tax on capital gains (losses)			
10. Total (Lines 5 through 9)	2,430,536	2,332,640	8,795,820
11. Net cash from operations (Line 4 minus Line 10)	(414,302)	(296,155)	(781,172)
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds			
12.2 Stocks			
12.3 Mortgage loans			
12.4 Real estate			
12.5 Other invested assets			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments		13	
12.7 Miscellaneous proceeds			
12.8 Total investment proceeds (Lines 12.1 to 12.7)	0	13	0
13. Cost of investments acquired (long-term only):			
13.1 Bonds			
13.2 Stocks			
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications		13	
13.7 Total investments acquired (Lines 13.1 to 13.6)	0	13	0
14. Net increase (decrease) in contract loans and premium notes			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	0	0	0
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)	(1,736,126)	705,594	121,669
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(1,736,126)	705,594	121,669
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17)	(2,150,428)	409,439	(659,503)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	3,408,998	4,068,501	4,068,501
19.2 End of period (Line 18 plus Line 19.1)	1,258,570	4,477,940	3,408,998

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

20.0001			

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
	Total	2 Individual	3 Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at End of:										
1. Prior Year	2,121								2,121	
2. First Quarter	2,183								2,183	
3. Second Quarter	0									
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	6,405								6,405	
Total Member Ambulatory Encounters for Period:										
7. Physician	2,356								2,356	
8. Non-Physician	1,842								1,842	
9. Total	4,198	0	0	0	0	0	0	0	4,198	0
10. Hospital Patient Days Incurred	175								175	
11. Number of Inpatient Admissions	48								48	
12. Health Premiums Written (a)	2,015,104								2,015,104	
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	2,015,104								2,015,104	
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	1,334,910								1,334,910	
18. Amount Incurred for Provision of Health Care Services	1,384,736								1,384,736	

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

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
0599999. Unreported Claims and Other Claim Reserves						962,247
0799999. Total Claims Unpaid						962,247

UNDERWRITING AND INVESTMENT EXHIBIT

Analysis of Claims Unpaid - Prior Year - Net of Reinsurance

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
1. Comprehensive (hospital and medical)					0	
2. Medicare Supplement					0	
3. Dental only					0	
4. Vision only					0	
5. Federal Employees Health Benefits Plan					0	
6. Title XVIII - Medicare					0	
7. Title XIX - Medicaid	828,167	506,743	285,445	676,802	1,113,612	912,420
8. Other health					0	
9. Health subtotal (Lines 1 to 8)	828,167	506,743	285,445	676,802	1,113,612	912,420
10. Healthcare receivables (a)					0	
11. Other non-health					0	
12. Medical incentive pools and bonus amounts					0	
13. Totals (Lines 9-10+11+12)	828,167	506,743	285,445	676,802	1,113,612	912,420

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

Note 1 - Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of ProCare Health Plan, Inc. are presented on the basis of accounting practices prescribed or permitted by the Michigan Insurance Department.

The Michigan Insurance Department 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 National Association of Insurance Commissioners' (NAIC) Accounting Practices and Procedures manual (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the state of Michigan.

The state has adopted certain prescribed accounting practices that differ from those found in NAIC SAP. The Commissioner of Insurance has the right to permit other specific practices that deviate from prescribed practices

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

	State of Domicile	Mar-2013	2012
Net Income Michigan state basis	MI	$(66,540)	$(66,540)
State Permitted Practices (Income): N/A		0	0
Net Income, NAIC SAP	MI	$(66,540)	$(66,540)
Statutory Surplus Michigan basis	MI	$(159,354)	$1,664,227
State Prescribed Practices (Surplus): N/A		0	0
Statutory Surplus, NAIC SAP	MI	$(159,354)	$1,664,227

Note 2 - Accounting Changes and Corrections of Errors

No significant change.

Note 3 - Business Combinations and Goodwill

No significant change.

Note 4 - Discontinued Operations

No significant change.

Note 5 - Investments

A. Loan-Backed Securities – The Company owns no loan-backed securities.

B. Repurchase Agreements and/or Securities Lending Transactions – The Company has no repurchase agreements or securities lending transactions

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

No significant change.

Note 7 - Investment Income

No significant change.

Note 8 - Derivative Instruments

No significant change.

Note 9 - Income Taxes

No significant change.

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

No significant change.

Note 11 - Debt

No significant change.

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

A. Defined Benefit Plan - The Company does not offer a defined benefit plan.

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

No significant change.

Note 14 - Contingencies

No significant change.

Note 15 - Leases

No significant change.

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

No significant change.

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

A. The Company has no transactions to be reported in accordance with SSAP No. 91R, Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities.

B. The Company had no Wash Sales during 2013.

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

No significant change.

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

No significant change.

Note 20 - Fair Value

A. (1) Fair Value Measurements at reporting date

(1)	(2)	(3)	(4)	(5)
Description	Level 1	Level 2	Level 3	Total
a. Assets at fair value				
Total Preferred Stock	$0	$0	$0	$0
Total Bonds	0	0	0	0
Common Stock				
Industrial & Misc	0	0	0	0
Affiliated	0	0	0	0
Total Common Stocks	0	0	0	0
Total Derivative assets	0	0	0	0
Total assets at fair value	0	0	0	0
b. Liabilities at fair value				
Total Derivative liabilities	0	0	0	0
Total liabilities at fair value	0	0	0	0

(2) Fair Value Measurements in (Level 3) of the Fair Value Hierarchy

Desc	Balance at 1/1/13	Transfer into Level 3	Transfer out of Level 3	Total gains and (losses) included in Net Income	Total gains and (losses) included in Surplus	Purchase	Issuance	Sales	Settlements	Balance at 3/31/13
a. Assets										
Loan-Backed Securities (NAIC 3-6)										
RMBS										
CMBS										
Total Assets										
b. Liabilities										
Total Liabilities										

(3) The Company uses the end of the reporting period to recognize transfers into and out of Level 3.

(4) As of March 31, 2013, the Company had no assets classified in Level 3.

B.

Type or Class of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	$0	$0	$0	$0	$0	$0
Common Stock	$0	$0	$0	$0	$0	$0

Other	$0	$0	$0	$0	$0	$0

C. Not Practicable to Estimate Fair Value

Type or Class of Financial Instrument	Carrying Value	Effective Interest Rate	Maturity Date	Explanation
Bonds	$0	%		
Common Stock	$0	%		
Other	$0	%		

Note 21 - Other Items

No significant change.

Note 22 - Events Subsequent

On April 26, 2013 the Company increased the equity balance by $4,000,000.

Note 23 - Reinsurance

No significant change.

Note 24 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

No significant change.

Note 25 - Change in Incurred Losses and Loss Adjustment Expenses

Reserves for incurred losses and loss adjustment expenses attributable to insured events of prior years have not changed as a result of re-estimation of unpaid losses and loss adjustment expenses.

Note 26 - Intercompany Pooling Arrangements

No significant change.

Note 27 - Structured Settlements

No significant change.

Note 28 - Health Care Receivables

No significant change.

Note 29 – Participating Policies

No significant change.

Note 30 – Premium Deficiency Reserves

No significant change.

Note 31 – Anticipated Salvage and Subrogation

No significant change.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [ ] No [X]

1.2 If yes, has the report been filed with the domiciliary state? Yes [ ] No [ ]

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

2.2 If yes, date of change: .....

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

3.2 If the response to 3.1 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 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. 12/31/2008.....

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. 12/31/2008.....

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). 2/16/2010.....

6.4 By what department or departments?
State of Michigan, Office of Financial and Insurance Regulation

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 [X] No [ ] N/A [ ]

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 the response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator].

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

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

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

9.2 Has the code of ethics for senior managers been amended? Yes [ ] 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).

PART 1 - FINANCIAL

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

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: $.....2,684,009

PART 1 - INVESTMENT

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

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

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: $.....0

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

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [ ] 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	$ 0	$ 0
14.22 Preferred Stock	$ 0	$ 0
14.23 Common Stock	$ 0	$ 0
14.24 Short-Term Investments	$ 0	$ 0
14.25 Mortgage Loans on Real Estate	$ 0	$ 0
14.26 All Other	$ 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? Yes [ ] No [X]

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

16. For the reporting entity's security lending program, state the amount of the following as 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 reporting 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 [ ] No [X]

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	Detroit, MI

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

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

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

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

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

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

1 Central Registration Depository	2 Name(s)	3 Address

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

18.2 If no, list exceptions:

GENERAL INTERROGATORIES (continued)

PART 2 - HEALTH

1. Operating Percentages:

1.1 A&H loss percent		0.0 %
1.2 A&H cost containment percent		0.0 %
1.3 A&H expense percent excluding cost containment expenses		0.0 %
2.1 Do you act as a custodian for health savings accounts?	Yes [ ]	No [X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.		0
2.3 Do you act as an administrator for health savings accounts?	Yes [ ]	No [X]
2.4 If yes, please provide the amount of funds administered as of the reporting date.		0

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (YES or NO)

NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

	1	Direct Business Only							
		2	3	4	5	6	7	8	9
State, Etc.	Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/ Casualty Premiums	Total Columns 2 through 7	Deposit-Type Contracts
1. Alabama AL	N							0	
2. Alaska AK	N							0	
3. Arizona AZ	N							0	
4. Arkansas AR	N							0	
5. California CA	N							0	
6. Colorado CO	N							0	
7. Connecticut CT	N							0	
8. Delaware DE	N							0	
9. District of Columbia DC	N							0	
10. Florida FL	N							0	
11. Georgia GA	N							0	
12. Hawaii HI	N							0	
13. Idaho ID	N							0	
14. Illinois IL	N							0	
15. Indiana IN	N							0	
16. Iowa IA	N							0	
17. Kansas KS	N							0	
18. Kentucky KY	N							0	
19. Louisiana LA	N							0	
20. Maine ME	N							0	
21. Maryland MD	N							0	
22. Massachusetts MA	N							0	
23. Michigan MI	L			2,036,628				2,036,628	
24. Minnesota MN	N							0	
25. Mississippi MS	N							0	
26. Missouri MO	N							0	
27. Montana MT	N							0	
28. Nebraska NE	N							0	
29. Nevada NV	N							0	
30. New Hampshire NH	N							0	
31. New Jersey NJ	N							0	
32. New Mexico NM	N							0	
33. New York NY	N							0	
34. North Carolina NC	N							0	
35. North Dakota ND	N							0	
36. Ohio OH	N							0	
37. Oklahoma OK	N							0	
38. Oregon OR	N							0	
39. Pennsylvania PA	N							0	
40. Rhode Island RI	N							0	
41. South Carolina SC	N							0	
42. South Dakota SD	N							0	
43. Tennessee TN	N							0	
44. Texas TX	N							0	
45. Utah UT	N							0	
46. Vermont VT	N							0	
47. Virginia VA	N							0	
48. Washington WA	N							0	
49. West Virginia WV	N							0	
50. Wisconsin WI	N							0	
51. Wyoming WY	N							0	
52. American Samoa AS	N							0	
53. Guam GU	N							0	
54. Puerto Rico PR	N							0	
55. U.S. Virgin Islands VI	N							0	
56. Northern Mariana Islands MP	N							0	
57. Canada CAN	N							0	
58. Aggregate Other alien OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	0	0	2,036,628	0	0	0	2,036,628	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0	
61. Total (Direct Business)	(a) 1	0	0	2,036,628	0	0	0	2,036,628	0

DETAILS OF WRITE-INS

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

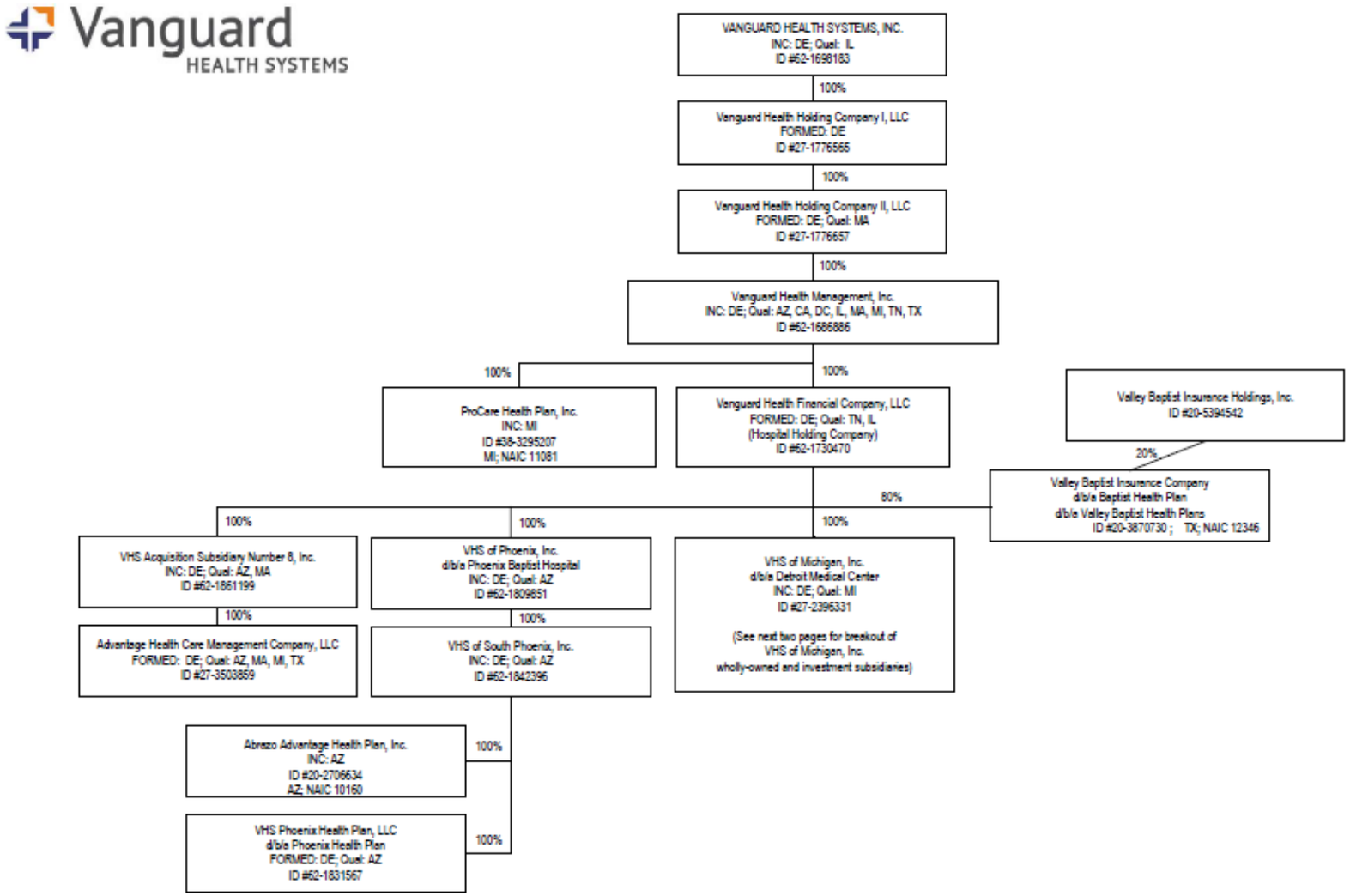
(L) - Licensed or Chartered - Licensed Insurance Carrier or Domicilied RRG; (R) - Registered - Non-domiciled RRGs; (Q) - Qualified - Qualified or Accredited Reinsurer;

(E) - Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) - None of the above - Not allowed to write business in the state.

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

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

PART 1 - ORGANIZATIONAL CHART



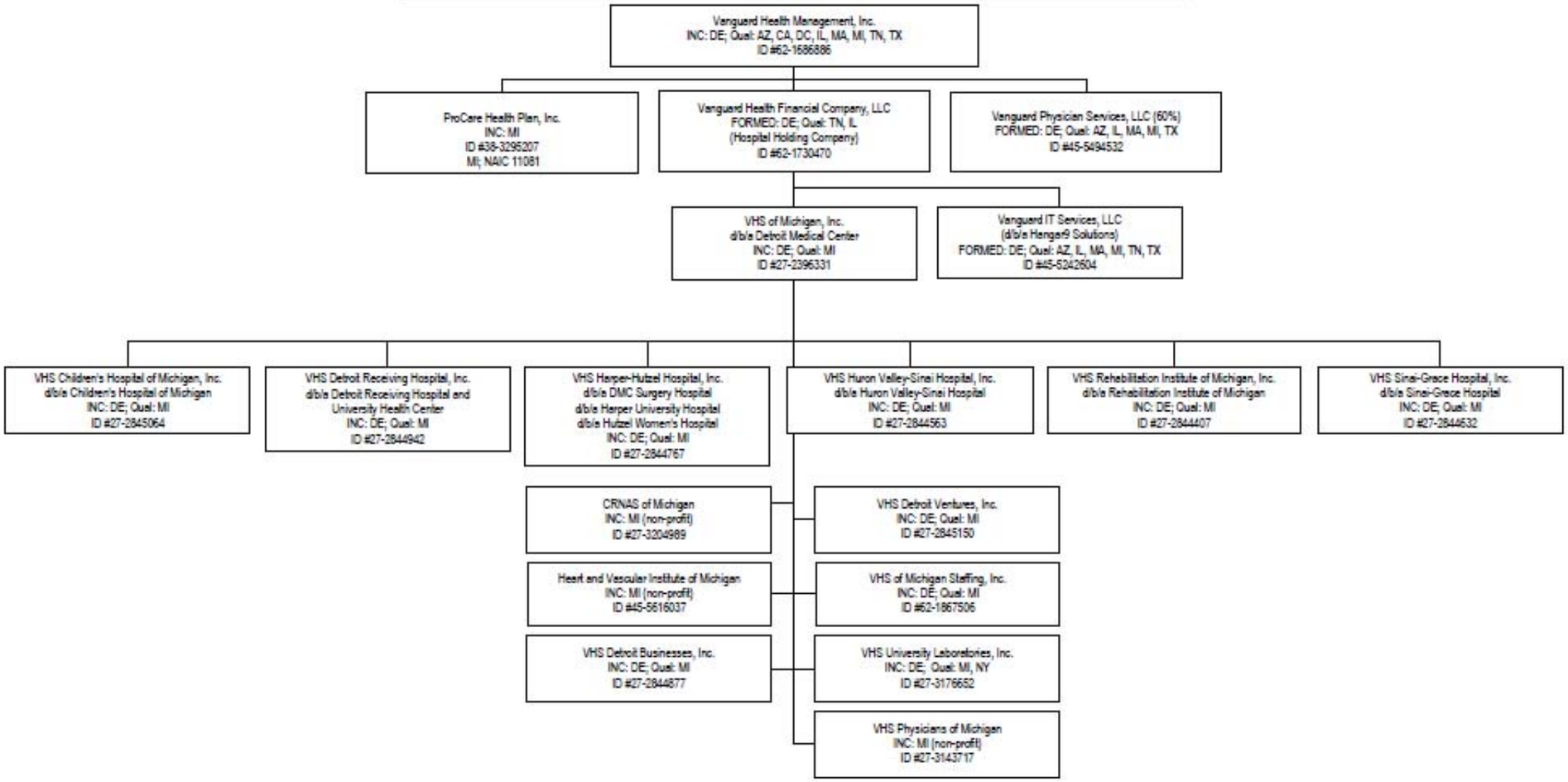
Q15

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

PART 1 - ORGANIZATIONAL CHART

Vanguard HEALTH SYSTEMS

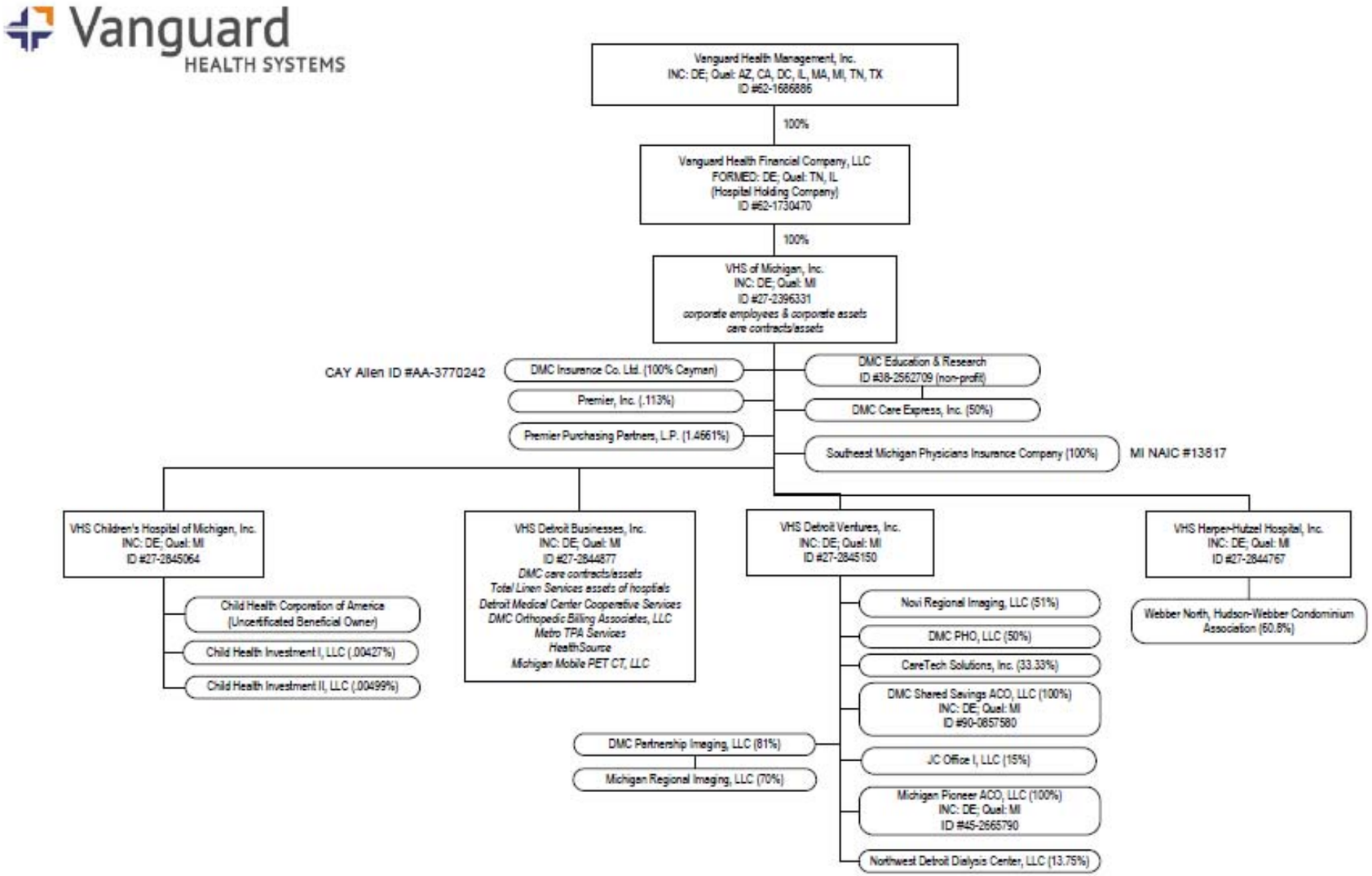
All entities are wholly-owned except where otherwise noted.



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

PART 1 - ORGANIZATIONAL CHART

Q15.2



SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
Members														
			62-1698183		0001045829	NYSE	Vanguard Health Systems, Inc.	DE	UIP		ownership	100.000		
			27-1776565		0001307389		Vanguard Health Holding Company I, LLC	DE	UIP	Vanguard Health Systems, Inc.	ownership	100.000	Vanguard Health Systems, Inc.	
			27-1776657		0001307411		Vanguard Health Holding Company II, LLC	DE	UIP	Vanguard Health Systems, Inc.	ownership	100.000	Vanguard Health Systems, Inc.	
			62-1686886		0001161103		Vanguard Health Management, Inc.	DE	UDP	Vanguard Health Systems, Inc.	ownership	100.000	Vanguard Health Systems, Inc.	
4759	Vanguard Hlth Grp	11081	38-3295207				ProCare Health Plan, Inc.	MI		Vanguard Health Management, Inc.	ownership	100.000	Vanguard Health Systems, Inc.	
			62-1730470		0001161106		Vanguard Health Financial Company, LLC	DE	NIA	Vanguard Health Management, Inc.	ownership	100.000	Vanguard Health Systems, Inc.	
4759	Vanguard Hlth Grp	12346	20-3870730				Valley Baptist Insurance Company	TX	IA	Valley Baptist Insurance Holdings, Inc.	ownership	20.000		
4759	Vanguard Hlth Grp	12346	20-3870730				Valley Baptist Insurance Company	TX	IA	Vanguard Health Financial Company, LLC	ownership	80.000	Vanguard Health Systems, Inc.	
			62-1861199		0001161116		VHS Acquisition Subsidiary Number 8, Inc.	DE	NIA	Vanguard Health Financial Company, LLC	ownership	100.000	Vanguard Health Systems, Inc.	
			27-3503859				Advantage Health Care Management Company, LLC	DE	NIA	Vanguard Health Financial Company, LLC	ownership	100.000	Vanguard Health Systems, Inc.	
			62-1809851		0001161081		VHS of Phoenix, Inc.	DE	UIP	Vanguard Health Financial Company, LLC	ownership	100.000	Vanguard Health Systems, Inc.	
			62-1842396		0001161085		VHS of South Phoenix, Inc.	DE	UIP	VHS of Phoenix, Inc.	ownership	100.000	Vanguard Health Systems, Inc.	
4759	Vanguard Hlth Grp	10160	20-2706634				Abrazo Advantage Health Plan, Inc.	AZ	IA	VHS of South Phoenix, Inc.	ownership	100.000	Vanguard Health Systems, Inc.	
			62-1831567				VHS Phoenix Health Plan, LLC	DE	NIA	VHS of South Phoenix, Inc.	ownership	100.000	Vanguard Health Systems, Inc.	
			27-2396331		0001510924		VHS of Michigan, Inc.	DE	NIA	Vanguard Health Financial Company, LLC	ownership	100.000	Vanguard Health Systems, Inc.	
0000			AA-3770242				DMC Insurance Co. Ltd.	CYM	IA	VHS of Michigan, Inc.	ownership	100.000	Vanguard Health Systems, Inc.	
			38-2562709				DMC Education & Research	DE	NIA	VHS of Michigan, Inc.	ownership	100.000	Vanguard Health Systems, Inc.	
							DMC Care Express, Inc.	DE	NIA	VHS of Michigan, Inc.	ownership	50.000		
0000		13817					Southeast Michigan Physicians Insurance Company	DE	IA	VHS of Michigan, Inc.	ownership	100.000	Vanguard Health Systems, Inc.	
			27-2844632		0001510932		VHS Sinai-Grace Hospital, Inc.	DE	NIA	VHS of Michigan, Inc.	ownership	100.000	Vanguard Health Systems, Inc.	
			27-2844407		0001510929		VHS Rehabilitation Institute of Michigan, Inc.	DE	NIA	VHS of Michigan, Inc.	ownership	100.000	Vanguard Health Systems, Inc.	
			27-2844563		0001510931		VHS Huron Valley-Sinai Hospital, Inc.	DE	NIA	VHS of Michigan, Inc.	ownership	100.000	Vanguard Health Systems, Inc.	
			27-2845150		0001510928		VHS Detroit Ventures, Inc.	DE	NIA	VHS of Michigan, Inc.	ownership	100.000	Vanguard Health Systems, Inc.	
							Novi Regional Imaging, LLC		OTH	VHS Detroit Ventures, Inc.	ownership	51.000	Vanguard Health Systems, Inc.	
							DMC PHO, LLC		OTH	VHS Detroit Ventures, Inc.	ownership	50.000		
							Care Tech Solutions, Inc.		OTH	VHS Detroit Ventures, Inc.	ownership	33.000		
			90-0857580				DMC Shared Savings ACO, LLC	DE	NIA	VHS Detroit Ventures, Inc.	ownership	100.000	Vanguard Health Systems, Inc.	
							JC Office I, LLC		OTH	VHS Detroit Ventures, Inc.	ownership	15.000		
			45-2665790				Michigan Pioneer ACO, LLC	DE	NIA	VHS Detroit Ventures, Inc.	ownership	100.000	Vanguard Health Systems, Inc.	
							Northwest Detroit Dialysis Center, LLC		OTH	VHS Detroit Ventures, Inc.	ownership	14.000		
							DMC Partnership Imaging, LLC		OTH	VHS Detroit Ventures, Inc.	ownership	81.000		
							Michigan Regional Imaging, LLC		OTH	VHS Detroit Ventures, Inc.	ownership	70.000		
			62-1867506				VHS of Michigan Staffing, Inc.	DE	NIA	VHS of Michigan, Inc.	ownership	100.000	Vanguard Health Systems, Inc.	
			27-3176652				VHS University Laboratories, Inc.	DE	NIA	VHS of Michigan, Inc.	ownership	100.000	Vanguard Health Systems, Inc.	
			27-3143717				VHS Physicians of Michigan	MI	NIA	VHS of Michigan, Inc.	ownership	100.000	Vanguard Health Systems, Inc.	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
			27-2844767		0001510930		VHS Harper-Hutzel Hospital, Inc.	DE	NIA	VHS of Michigan, Inc.	ownership	100.000	Vanguard Health Systems, Inc.	
							Webber North, Hudson-Webber Condominium Association		OTH	VHS Harper-Hutzel Hospital, Inc.	ownership	100.000		
			27-3204989				CRNAS of Michigan	MI	NIA	VHS of Michigan, Inc.	ownership	100.000	Vanguard Health Systems, Inc.	
			45-5616037				Heart and Vascular Institute of Michigan	MI	NIA	VHS of Michigan, Inc.	ownership	100.000	Vanguard Health Systems, Inc.	
			27-2844942		0001510927		VHS Detroit Receiving Hospital, Inc.	DE	NIA	VHS of Michigan, Inc.	ownership	60.000	Vanguard Health Systems, Inc.	
			27-2845064				VHS Children's Hospital of Michigan, Inc.	DE	NIA	VHS of Michigan, Inc.	ownership	1.000	Vanguard Health Systems, Inc.	
			27-2844877		0001510926		VHS Detroit Businesses, Inc.	DE	NIA	VHS of Michigan, Inc.	ownership	1.000	Vanguard Health Systems, Inc.	
			45-5242604				Vanguard IT Services, LLC	DE	NIA	Vanguard Health Financial Company, LLC	ownership	1.000	Vanguard Health Systems, Inc.	
			45-5494532				Vanguard Physician Services, LLC	DE	NIA	Vanguard Health Management, Inc.	ownership	0.600	Vanguard Health Systems, Inc.	

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

	Response
1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO

Explanation:

1.

Bar Code:

* 1 1 0 8 1 2 0 1 3 3 6 5 0 0 0 0 1 *

Overflow Page
NONE

Sch. A-Verification
NONE

Sch. B-Verification
NONE

Sch. BA-Verification
NONE

Sch. D-Verification
NONE

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity

During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	516,429	12			516,441			516,429
2. Class 2 (a)								
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	516,429	12	0	0	516,441	0	0	516,429
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	516,429	12	0	0	516,441	0	0	516,429

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation:
NAIC 1 $.....0; NAIC 2 $.....0; NAIC 3 $.....0; NAIC 4 $.....0; NAIC 5 $.....0; NAIC 6 $.....0.

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999	516,441	XXX	516,441	12	

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	516,429	466,406
2. Cost of short-term investments acquired	12	516,429
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals		466,406
7. Deduct amortization of premium		
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)	516,441	516,429
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	516,441	516,429

Sch. DB-Pt A-Verification
NONE

Sch. DB-Pt B-Verification
NONE

Sch. DB-Pt C-Sn 1
NONE

Sch. DB-Pt C-Sn 2
NONE

Sch. DB-Verification
NONE

Sch. E-Verification
NONE

Sch. A-Pt 2
NONE

Sch. A-Pt 3
NONE

Sch. B-Pt 2
NONE

Sch. B-Pt 3
NONE

Sch. BA-Pt 2
NONE

Sch. BA-Pt 3
NONE

Sch. D-Pt 3
NONE

Sch. D-Pt 4
NONE

Sch. DB-Pt A-Sn 1
NONE

Sch. DB-Pt B-Sn 1
NONE

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

Sch. DB-Pt D-Sn 1
NONE

Sch. DB-Pt D-Sn 2
NONE

Sch. DL-Pt. 1
NONE

Sch. DL-Pt. 2
NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1		2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
			Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	6	7	8	
Depository		Code				First Month	Second Month	Third Month	*
Open Depositories									
Comerica Bank, CD	Detroit, MI		0.100		65	261,789	261,789	261,789	XXX
Comerica Bank, checking	Detroit, MI					75	1,255,447	478,646	XXX
Chase Bank	Nashville, TN					3,322,759	180	438	XXX
Bank of America	Nashville, TN					305	476	1,257	XXX
0199999. Total Open Depositories		XXX	XXX	0	65	3,584,928	1,517,892	742,130	XXX
0399999. Total Cash on Deposit		XXX	XXX	0	65	3,584,928	1,517,892	742,130	XXX
0599999. Total Cash		XXX	XXX	0	65	3,584,928	1,517,892	742,130	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year

NONE