11081201220100100

ANNUAL STATEMENT

For the Year Ended December 31, 2012
of the Condition and Affairs of the

ProCare Health Plan, Inc.

NAIC Group Code.....4759, 0000 (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 and Zip Code)*	
Main Administrative Office	4707 St. Antoine 5 South..... Detroit ..... MI ..... US .... 48201 *(Street and Number) (City or Town, State and Zip Code)*	800-543-0161 *(Area Code) (Telephone Number)*
Mail Address	P.O. Box 441970..... Detroit ..... MI ..... US .... 48244-1970 *(Street and Number or P. O. Box) (City or Town, State 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 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 Vice President & 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 & Assistant Secretary	Deborah W. Larios #	Vice President & Assistant Secretary
Elisa E. Harris #	Vice President & Assistant Secretary		

DIRECTORS OR TRUSTEES

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

State of..... Michigan
County of..... Wayne

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

Subscribed and sworn to before me
This 25th day of February 2013

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

Ex. 2
NONE

Ex. 3
NONE

EXHIBIT 4 - 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 claim and other claim reserves						912,420
0799999. Total claims unpaid						912,420

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1	2	3	4	5	6	Admitted	
						7	8
Name of Affiliate	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Current	Non-Current
Amounts Due From Parent, Subsidiaries and Affiliates							
Vanguard Health	865,680				865,680		
0199999. Individually listed receivables	865,680	0	0	0	865,680	0	0
0399999. Total gross amounts receivable	865,680	0	0	0	865,680	0	0

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current

NONE

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total Payment	3 Total Members Covered	4 Column 3 as a % of Total Members	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:						
1. Medical groups	124,713	2.9			124,713	
2. Intermediaries	0	0.0				
3. All other providers	0	0.0	2,121	100.0		
4. Total capitation payments	124,713	2.9	2,121	100.0	124,713	0
Other Payments:						
5. Fee-for-service	1,154,482	26.8	XXX	XXX	1,154,482	
6. Contractual fee payments	3,025,161	70.3	XXX	XXX	3,025,161	
7. Bonus/withhold arrangements - fee-for-service	0	0.0	XXX	XXX		
8. Bonus/withhold arrangements - contractual fee payments	0	0.0	XXX	XXX		
9. Non-contingent salaries	0	0.0	XXX	XXX		
10. Aggregate cost arrangements	0	0.0	XXX	XXX		
11. All other payments	0	0.0	XXX	XXX		
12. Total other payments	4,179,643	97.1	XXX	XXX	4,179,643	0
13. Total (Line 4 plus Line 12)	4,304,356	100.0	XXX	XXX	4,304,356	0

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1 NAIC Code	2 Name of Intermediary	3 Capitation Paid	4 Average Monthly Capitation	5 Intermediary's Total Adjusted Capital	6 Intermediary's Authorized Control Level RBC

NONE

EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

Description	1 Cost	2 Improvements	3 Accumulated Depreciation	4 Book Value Less Encumbrances	5 Assets Not Admitted	6 Net Admitted Assets
1. Administrative furniture and equipment						0
2. Medical furniture, equipment and fixtures						0
3. Pharmaceuticals and surgical supplies						0
4. Durable medical equipment						0
5. Other property and equipment	16,202		1,707	14,495	14,495	0
6. Total	16,202	0	1,707	14,495	14,495	0

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION.....ProCare Health Plan, Inc. 2. Detroit, MI

BUSINESS IN THE STATE OF GRAND TOTAL DURING THE YEAR (Location)

NAIC Group Code.....4759

NAIC Company Code.....11081

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	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	1,946								1,946	
2. First quarter	2,147								2,147	
3. Second quarter	2,141								2,141	
4. Third quarter	2,189								2,189	
5. Current year	2,121								2,121	
6. Current year member months	25,714								25,714	
Total Member Ambulatory Encounters for Year:										
7. Physician	7,927								7,927	
8. Non-physician	6,579								6,579	
9. Totals	14,506	0	0	0	0	0	0	0	14,506	0
10. Hospital patient days incurred	824								824	
11. Number of inpatient admissions	210								210	
12. Health premiums written (b)	2,629,113								2,629,113	
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	2,629,113								2,629,113	
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	4,304,357								4,304,357	
18. Amount incurred for provision of health care services	2,150,808								2,150,808	

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION.....ProCare Health Plan, Inc. 2. Wayne County

BUSINESS IN THE STATE OF MICHIGAN DURING THE YEAR (Location)

NAIC Group Code.....4759

NAIC Company Code.....11081

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	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	1,946								1,946	
2. First quarter	2,147								2,147	
3. Second quarter	2,141								2,141	
4. Third quarter	2,189								2,189	
5. Current year	2,121								2,121	
6. Current year member months	25,714								25,714	
Total Member Ambulatory Encounters for Year:										
7. Physician	7,927								7,927	
8. Non-physician	6,579								6,579	
9. Totals	14,506	0	0	0	0	0	0	0	14,506	0
10. Hospital patient days incurred	824								824	
11. Number of inpatient admissions	210								210	
12. Health premiums written (b)	2,629,113								2,629,113	
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	2,629,113								2,629,113	
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	4,304,357								4,304,357	
18. Amount incurred for provision of health care services	2,150,808								2,150,808	

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

Sch. S-Pt. 1-Sn. 2
NONE

Sch. S-Pt. 2
NONE

SCHEDULE S - PART 3 - SECTION 2

Reinsurance Ceded Accident and Health Insurance Listed by Reinsuring Company as of December 31, Current Year

1	2	3	4	5	6	7	8	9	Outstanding Surplus Relief		12	13
									10	11		
NAIC Company Code	Federal ID Number	Effective Date	Name of Company	Domiciliary Jurisdiction	Type	Premiums	Unearned Premiums (estimated)	Reserve Credit Taken Other Than for Unearned Premiums	Current Year	Prior Year	Modified Coinsurance Reserve	Funds Withheld Under Coinsurance
General Account - Authorized - Non-Affiliates - U.S. Non-Affiliates												
60739	74-0484030	01/01/2012	American National Insurance Company	TX		111,502						
0499999.	Total - General Account - Authorized - Non-Affiliates - U.S. Non-Affiliates					111,502	0	0	0	0	0	0
0699999.	Total - General Account - Authorized - Non-Affiliates					111,502	0	0	0	0	0	0
0799999.	Total - General Account - Authorized					111,502	0	0	0	0	0	0
2299999.	Total - General Account - Authorized, Unauthorized and Certified					111,502	0	0	0	0	0	0
4599999.	Total - U.S.					111,502	0	0	0	0	0	0
4799999.	Total					111,502	0	0	0	0	0	0

Sch. S-Pt. 4
NONE

Sch. S-Pt. 5
NONE

Sch. S-Pt. 5
NONE

SCHEDULE S - PART 6

Five-Year Exhibit of Reinsurance Ceded Business
(000 Omitted)

	1 2012	2 2011	3 2010	4 2009	5 2008
A. OPERATIONS ITEMS					
1. Premiums					
2. Title XVIII - Medicare					
3. Title XIX - Medicaid	112	103	93	72	42
4. Commissions and reinsurance expense allowance					
5. Total hospital and medical expenses		4,496	4,253	2,817	
B. BALANCE SHEET ITEMS					
6. Premiums receivable					
7. Claims payable		1,911	1,882	1,389	
8. Reinsurance recoverable on paid losses					
9. Experience rating refunds due or unpaid					
10. Commissions and reinsurance expense allowances due					
11. Unauthorized reinsurance offset					
12. Offset for reinsurance with certified reinsurers		XXX	XXX	XXX	XXX
C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)					
13. Funds deposited by and withheld from (F)					
14. Letters of credit (L)					
15. Trust agreements (T)					
16. Other (O)					
D. REINSURANCE WITH CERTIFIED REINSURERS (DEPOSITS BY AND FUNDS WITHHELD FROM)					
17. Multiple beneficiary trust		XXX	XXX	XXX	XXX
18. Funds deposited by and withheld from (F)		XXX	XXX	XXX	XXX
19. Letters of credit (L)		XXX	XXX	XXX	XXX
20. Trust agreements (T)		XXX	XXX	XXX	XXX
21. Other (O)		XXX	XXX	XXX	XXX

SCHEDULE S - PART 7

Restatement of Balance Sheet to Identify Net Credit for Ceded Reinsurance

		1 As Reported (Net of Ceded)	2 Restatement Adjustments	3 Restated (Gross of Ceded)
	ASSETS (Page 2, Col. 3)			
1.	Cash and invested assets (Line 12)	3,408,999		3,408,999
2.	Accident and health premiums due and unpaid (Line 15)			0
3.	Amounts recoverable from reinsurers (Line 16.1)			0
4.	Net credit for ceded reinsurance	XXX		0
5.	All other admitted assets (balance)	32,533		32,533
6.	Totals assets (Line 28)	3,441,532	0	3,441,532
	LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7.	Claims unpaid (Line 1)	912,420		912,420
8.	Accrued medical incentive pool and bonus payments (Line 2)			0
9.	Premiums received in advance (Line 8)			0
10.	Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19, first inset amount plus second inset amount)			0
11.	Reinsurance in unauthorized companies (Line 20 minus inset amount)			0
12.	Reinsurance with certified reinsurers (Line 20 inset amount)			0
13.	Funds held under reinsurance treaties with certified reinsurers (Line 19 third inset amount)			0
14.	All other liabilities (balance)	864,885		864,885
15.	Total liabilities (Line 24)	1,777,305	0	1,777,305
16.	Total capital and surplus (Line 33)	1,664,227	XXX	1,664,227
17.	Total liabilities, capital and surplus (Line 34)	3,441,532	0	3,441,532
	NET CREDIT FOR CEDED REINSURANCE			
18.	Claims unpaid	0		
19.	Accrued medical incentive pool	0		
20.	Premiums received in advance	0		
21.	Reinsurance recoverable on paid losses	0		
22.	Other ceded reinsurance recoverables	0		
23.	Total ceded reinsurance recoverables	0		
24.	Premiums receivable	0		
25.	Funds held under reinsurance treaties with authorized and unauthorized reinsurers	0		
26.	Unauthorized reinsurance	0		
27.	Reinsurance with certified reinsurers	0		
28.	Funds held under reinsurance treaties with certified reinsurers	0		
29.	Other ceded reinsurance payables/offsets	0		
30.	Total ceded reinsurance payables/offsets	0		
31.	Total net credit for ceded reinsurance	0		

SCHEDULE T - PART 2
INTERSTATE COMPACT - EXHIBIT OF PREMIUMS WRITTEN

Allocated by States and Territories

		Direct Business Only					
	States, Etc.	1 Life (Group and Individual)	2 Annuities (Group and Individual)	3 Disability Income (Group and Individual)	4 Long-Term Care (Group and Individual)	5 Deposit-Type Contracts	6 Totals
1.	Alabama AL						0
2.	Alaska AK						0
3.	Arizona AZ						0
4.	Arkansas AR						0
5.	California CA						0
6.	Colorado CO						0
7.	Connecticut CT						0
8.	Delaware DE						0
9.	District of Columbia DC						0
10.	Florida FL						0
11.	Georgia GA						0
12.	Hawaii HI						0
13.	Idaho ID						0
14.	Illinois IL						0
15.	Indiana IN						0
16.	Iowa IA						0
17.	Kansas KS						0
18.	Kentucky KY						0
19.	Louisiana LA						0
20.	Maine ME						0
21.	Maryland MD						0
22.	Massachusetts MA						0
23.	Michigan MI						0
24.	Minnesota MN						0
25.	Mississippi MS						0
26.	Missouri MO						0
27.	Montana MT						0
28.	Nebraska NE						0
29.	Nevada NV						0
30.	New Hampshire NH						0
31.	New Jersey NJ						0
32.	New Mexico NM						0
33.	New York NY						0
34.	North Carolina NC						0
35.	North Dakota ND						0
36.	Ohio OH						0
37.	Oklahoma OK						0
38.	Oregon OR						0
39.	Pennsylvania PA						0
40.	Rhode Island RI						0
41.	South Carolina SC						0
42.	South Dakota SD						0
43.	Tennessee TN						0
44.	Texas TX						0
45.	Utah UT						0
46.	Vermont VT						0
47.	Virginia VA						0
48.	Washington WA						0
49.	West Virginia WV						0
50.	Wisconsin WI						0
51.	Wyoming WY						0
52.	American Samoa AS						0
53.	Guam GU						0
54.	Puerto Rico PR						0
55.	US Virgin Islands VI						0
56.	Northern Mariana Islands MP						0
57.	Canada CAN						0
58.	Aggregate Other Alien OT						0
59.	Totals	0	0	0	0	0	0

NONE

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	1.000		
			27-1776565		0001307389		Vanguard Health Holding Company I, LLC	DE	UIP	Vanguard Health Systems, Inc.	ownership	1.000	Vanguard Health Systems, Inc.	
			27-1776657		0001307411		Vanguard Health Holding Company II, LLC	DE	UIP	Vanguard Health Systems, Inc.	ownership	1.000	Vanguard Health Systems, Inc.	
			62-1686886		0001161103		Vanguard Health Management, Inc.	DE	UDP	Vanguard Health Systems, Inc.	ownership	1.000	Vanguard Health Systems, Inc.	
			38-3295207				ProCare Health Plan, Inc.	MI		Vanguard Health Management, Inc.	ownership	1.000	Vanguard Health Systems, Inc.	
			62-1730470		0001161106		Vanguard Health Financial Company, LLC	DE	NIA	Vanguard Health Management, Inc.	ownership	1.000	Vanguard Health Systems, Inc.	
			20-3870730				Valley Baptist Insurance Company	TX	NIA	Valley Baptist Insurance Holdings, Inc.	ownership	0.200		
			20-3870730				Valley Baptist Insurance Company	TX	NIA	Vanguard Health Financial Company, LLC	ownership	0.800	Vanguard Health Systems, Inc.	
			62-1861199		0001161116		VHS Acquisition Subsidiary Number 8, Inc.	DE	NIA	Vanguard Health Financial Company, LLC	ownership	1.000	Vanguard Health Systems, Inc.	
			27-3503859				Advantage Health Care Management Company, LLC	DE	NIA	Vanguard Health Financial Company, LLC	ownership	1.000	Vanguard Health Systems, Inc.	
			62-1809851		0001161081		VHS of Phoenix, Inc.	DE	UIP	Vanguard Health Financial Company, LLC	ownership	1.000	Vanguard Health Systems, Inc.	
			62-1842396		0001161085		VHS of South Phoenix, Inc.	DE	UIP	VHS of Phoenix, Inc.	ownership	1.000	Vanguard Health Systems, Inc.	
			20-2706634				Abrazo Advantage Health Plan, Inc.	AZ	IA	VHS of South Phoenix, Inc.	ownership	1.000	Vanguard Health Systems, Inc.	
			62-1831567				VHS Phoenix Health Plan, LLC	DE	NIA	VHS of South Phoenix, Inc.	ownership	1.000	Vanguard Health Systems, Inc.	
			27-2396331		0001510924		VHS of Michigan, Inc.	DE	NIA	Vanguard Health Financial Company, LLC	ownership	1.000	Vanguard Health Systems, Inc.	
			AA-3770242				DMC Insurance Co. Ltd.	CYM	IA	VHS of Michigan, Inc.	ownership	1.000	Vanguard Health Systems, Inc.	
			38-2562709				DMC Education & Research	DE	NIA	VHS of Michigan, Inc.	ownership	1.000	Vanguard Health Systems, Inc.	
							DMC Care Express, Inc.	DE	NIA	VHS of Michigan, Inc.	ownership	0.500		
							Southeast Michigan Physicians Insurance Company	DE	IA	VHS of Michigan, Inc.	ownership	1.000	Vanguard Health Systems, Inc.	
			27-2844632		0001510932		VHS Sinai-Grace Hospital, Inc.	DE	NIA	VHS of Michigan, Inc.	ownership	1.000	Vanguard Health Systems, Inc.	
			27-2844407		0001510929		VHS Rehabilitation Institute of Michigan, Inc.	DE	NIA	VHS of Michigan, Inc.	ownership	1.000	Vanguard Health Systems, Inc.	
			27-2844563		0001510931		VHS Huron Valley-Sinai Hospital, Inc.	DE	NIA	VHS of Michigan, Inc.	ownership	1.000	Vanguard Health Systems, Inc.	
			27-2845150		0001510928		VHS Detroit Ventures, Inc.	DE	NIA	VHS of Michigan, Inc.	ownership	1.000	Vanguard Health Systems, Inc.	
							Novi Regional Imaging, LLC		OTH	VHS Detroit Ventures, Inc.	ownership	0.510	Vanguard Health Systems, Inc.	
							DMC PHO, LLC		OTH	VHS Detroit Ventures, Inc.	ownership	0.500		
							Care Tech Solutions, Inc.		OTH	VHS Detroit Ventures, Inc.	ownership	0.330		
			90-0857580				DMC Shared Savings ACO, LLC	DE	NIA	VHS Detroit Ventures, Inc.	ownership	1.000	Vanguard Health Systems, Inc.	
							JC Office I, LLC		OTH	VHS Detroit Ventures, Inc.	ownership	0.150		
			45-2665790				Michigan Pioneer ACO, LLC	DE	NIA	VHS Detroit Ventures, Inc.	ownership	1.000	Vanguard Health Systems, Inc.	
							Northwest Detroit Dialysis Center, LLC		OTH	VHS Detroit Ventures, Inc.	ownership	0.140		
							DMC Partnership Imaging, LLC		OTH	VHS Detroit Ventures, Inc.	ownership	0.810		
							Michigan Regional Imaging, LLC		OTH	VHS Detroit Ventures, Inc.	ownership	0.700		
			62-1867506				VHS of Michigan Staffing, Inc.	DE	NIA	VHS of Michigan, Inc.	ownership	1.000	Vanguard Health Systems, Inc.	
			27-3176652				VHS University Laboratories, Inc.	DE	NIA	VHS of Michigan, Inc.	ownership	1.000	Vanguard Health Systems, Inc.	
			27-3143717				VHS Physicians of Michigan	MI	NIA	VHS of Michigan, Inc.	ownership	1.000	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	1.000	Vanguard Health Systems, Inc.	
							Webber North, Hudson-Webber Condominium Association		OTH	VHS Harper-Hutzel Hospital, Inc.	ownership	0.610		
			27-3204989				CRNAS of Michigan	MI	NIA	VHS of Michigan, Inc.	ownership	1.000	Vanguard Health Systems, Inc.	
			45-5616037				Heart and Vascular Institute of Michigan	MI	NIA	VHS of Michigan, Inc.	ownership	1.000	Vanguard Health Systems, Inc.	
			27-2844942		0001510927		VHS Detroit Receiving Hospital, Inc.	DE	NIA	VHS of Michigan, Inc.	ownership	1.000	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.	

SCHEDULE Y

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1 NAIC Company Code	2 Federal ID Number	3 Names of Insurers and Parent, Subsidiaries or Affiliates	4 Shareholder Dividends	5 Capital Contributions	6 Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	7 Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	8 Management Agreements and Service Contracts	9 Income/ (Disbursements) Incurred under Reinsurance Agreements	10 *	11 Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	12 Totals	13 Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)

NONE

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED 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.

	MARCH FILING	Responses
1.	Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	YES
2.	Will an actuarial opinion be filed by March 1?	YES
3.	Will the confidential Risk-Based Capital Report be filed with the NAIC by March 1?	YES
4.	Will the confidential Risk-Based Capital Report be filed with the state of domicile, if required, by March 1?	YES
	APRIL FILING	
5.	Will the Management's Discussion and Analysis be filed by April 1?	YES
6.	Will the Supplemental Investment Risk Interrogatories be filed by April 1?	YES
7.	Will the Accident and Health Policy Experience Exhibit be filed by April 1?	NO
	JUNE FILING	
8.	Will an audited financial report be filed by June 1?	YES
9.	Will Accountants Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1?	YES
	AUGUST FILING	
10.	Will Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile by August 1?	YES

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.

	MARCH FILING	
11.	Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	NO
12.	Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?	NO
13.	Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?	NO
14.	Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?	NO
15.	Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	NO
16.	Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	NO
17.	Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?	NO
18.	Will an approval from the reporting entity's state of domicile for relief related to the five-year rotation requirement for lead audit partners be filed electronically with the NAIC by March 1?	NO
19.	Will an approval from the reporting entity's state of domicile for relief related to the one-year cooling off period for independent CPA be filed electronically with the NAIC by March 1?	NO
20.	Will an approval from the reporting entity's state of domicile for relief related to the Requirements for Audit Committees be filed electronically with the NAIC by March 1?	NO
	APRIL FILING	
21.	Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?	NO
22.	Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?	NO
23.	Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC?	NO
24.	Will the Supplemental Health Care Exhibit (Parts 1, 2 and 3) be filed with the state of domicile and the NAIC by April 1?	YES
25.	Will the regulator only (non-public) Supplemental Health Care Exhibit's Expense Allocation Report be filed with the state of domicile and the NAIC by April 1?	YES
	AUGUST FILING	
26.	Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1?	YES

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

EXPLANATIONS:	BAR CODE:
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19.	*11081201222500000*
20.	*11081201222600000*
21.	*11081201230600000*
22.	*11081201221100000*
23.	*11081201221300000*
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