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ANNUAL STATEMENT

For the Year Ended December 31, 2009

of the Condition and Affairs of the

BlueCaid of Michigan

NAIC Group Code.....572, 572 (Current Period) (Prior Period) NAIC Company Code..... 11557 Employer's ID Number..... 32-0026448

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

Licensed as Business Type.....Health Maintenance Organization Is HMO Federally Qualified? Yes [ ] No [X]

Incorporated/Organized..... September 25, 2002 Commenced Business..... January 1, 2003

Statutory Home Office	20500 Civic Center Drive….. Southfield ..... MI ..... 48076 *(Street and Number) (City or Town, State and Zip Code)*	
Main Administrative Office	20500 Civic Center Drive….. Southfield ..... MI ..... 48076 *(Street and Number) (City or Town, State and Zip Code)*	248-799-6400 *(Area Code) (Telephone Number)*
Mail Address	20500 Civic Center Drive MC C455….. Southfield ..... MI ..... 48076 *(Street and Number or P. O. Box) (City or Town, State and Zip Code)*	
Primary Location of Books and Records	20500 Civic Center Drive….. Southfield ..... MI ..... 48076 *(Street and Number) (City or Town, State and Zip Code)*	248-455-3630 *(Area Code) (Telephone Number)*
Internet Web Site Address	www.mibcn.com/member/BlueCaid	
Statutory Statement Contact	Penny Jean Wall *(Name)*	248-455-3630 *(Area Code) (Telephone Number) (Extension)*
	PWall@bcbsm.com *(E-Mail Address)*	248-455-3639 *(Fax Number)*

OFFICERS

Name	Title	Name	Title
1. Jeanne Helen Carlson	President & Chief Executive Officer	2. Julie Concetta Swantek	Secretary
3. Susan Anne Kluge	Chief Financial Officer & Treasurer	4. Marc Darryl Keshishian MD #	Chief Medical Officer

OTHER

Laurie Lowe Westfall Chief Operating Officer

DIRECTORS OR TRUSTEES

Jeanne Helen Carlson Joleen Mary Immerfall Kevin Lewis Seitz

State of..... Michigan
County of..... Oakland

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

(Signature)	(Signature)	(Signature)
Jeanne Helen Carlson	Julie Concetta Swantek	Susan Anne Kluge
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
President & Chief Executive Officer	Secretary	Chief Financial Officer & Treasurer
(Title)	(Title)	(Title)

Subscribed and sworn to before me
This _____ day of _____ 2010

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

ASSETS

	Current Year 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	Prior Year 4 Net Admitted Assets
1. Bonds (Schedule D)			0	
2. Stocks (Schedule D):				
2.1 Preferred stocks			0	
2.2 Common stocks			0	
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens			0	
3.2 Other than first liens			0	
4. Real estate (Schedule A):				
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 $.....0 encumbrances)			0	
5. Cash ($.....97,560, Sch. E-Part 1), cash equivalents ($.....0, Sch. E-Part 2) and short-term investments ($.....4,314,187, Sch. DA)	4,411,747		4,411,747	4,581,729
6. Contract loans (including $.....0 premium notes)			0	
7. Other invested assets (Schedule BA)	185,512		185,512	100,122
8. Receivables for securities			0	
9. Aggregate write-ins for invested assets	0	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9)	4,597,259	0	4,597,259	4,681,851
11. Title plants less $.....0 charged off (for Title insurers only)			0	
12. Investment income due and accrued	1,044		1,044	6,174
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in course of collection	433,683		433,683	194,302
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $.....0 earned but unbilled premiums)			0	
13.3 Accrued retrospective premiums			0	
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers			0	
14.2 Funds held by or deposited with reinsured companies			0	
14.3 Other amounts receivable under reinsurance contracts			0	
15. Amounts receivable relating to uninsured plans			0	
16.1 Current federal and foreign income tax recoverable and interest thereon			0	
16.2 Net deferred tax asset			0	
17. Guaranty funds receivable or on deposit			0	
18. Electronic data processing equipment and software			0	
19. Furniture and equipment, including health care delivery assets ($.....0)			0	
20. Net adjustment in assets and liabilities due to foreign exchange rates			0	
21. Receivables from parent, subsidiaries and affiliates	11,034		11,034	1,140
22. Health care ($.....1,841,703) and other amounts receivable	1,883,442	41,739	1,841,703	2,104,518
23. Aggregate write-ins for other than invested assets	1,144	1,144	0	0
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	6,927,606	42,883	6,884,723	6,987,985
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	
26. TOTALS (Lines 24 and 25)	6,927,606	42,883	6,884,723	6,987,985

DETAILS OF WRITE-INS

0901.			0	
0902.			0	
0903.			0	
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0	0	0
0999. Totals (Lines 0901 thru 0903 plus 0998) (Line 9 above)	0	0	0	0
2301. Miscellaneous Receivables	1,144	1,144	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)	1,144	1,144	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less $.....553,727 reinsurance ceded)	1,017,629		1,017,629	1,977,802
2. Accrued medical incentive pool and bonus amounts			0	
3. Unpaid claims adjustment expenses	36,260		36,260	63,763
4. Aggregate health policy reserves			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	4,384		4,384	118,356
10.1 Current federal and foreign income tax payable and interest thereon (including $.....0 on realized capital gains (losses))			0	
10.2 Net deferred tax liability			0	
11. Ceded reinsurance premiums payable	8,396		8,396	6,850
12. Amounts withheld or retained for the account of others	1,880,536		1,880,536	1,227,824
13. Remittances and items not allocated			0	
14. Borrowed money (including $.....0 current) and interest thereon $.....0 (including $.....0 current)			0	
15. Amounts due to parent, subsidiaries and affiliates	165,466		165,466	343,521
16. Payable for securities			0	
17. Funds held under reinsurance treaties with ($.....0 authorized reinsurers and $.....0 unauthorized reinsurers)			0	
18. Reinsurance in unauthorized companies			0	
19. Net adjustments in assets and liabilities due to foreign exchange rates			0	
20. Liability for amounts held under uninsured plans			0	
21. Aggregate write-ins for other liabilities (including $.....0 current)	2,128	0	2,128	3,162
22. Total liabilities (Lines 1 to 21)	3,114,799	0	3,114,799	3,741,278
23. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
24. Common capital stock	XXX	XXX		
25. Preferred capital stock	XXX	XXX		
26. Gross paid in and contributed surplus	XXX	XXX	3,250,000	3,250,000
27. Surplus notes	XXX	XXX		
28. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
29. Unassigned funds (surplus)	XXX	XXX	519,924	(3,293)
30. Less treasury stock at cost:				
30.1 .....0.000 shares common (value included in Line 24 $.....0)	XXX	XXX		
30.2 .....0.000 shares preferred (value included in Line 25 $.....0)	XXX	XXX		
31. Total capital and surplus (Lines 23 to 29 minus Line 30)	XXX	XXX	3,769,924	3,246,707
32. Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	6,884,723	6,987,985

DETAILS OF WRITE-INS

2101. Stale Dated Checks	2,128		2,128	3,162
2102.			0	
2103.			0	
2198. Summary of remaining write-ins for Line 21 from overflow page	0	0	0	0
2199. Totals (Lines 2101 thru 2103 plus 2198) (Line 21 above)	2,128	0	2,128	3,162
2301.	XXX	XXX		
2302.	XXX	XXX		
2303.	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	XXX	XXX	0	0
2801.	XXX	XXX		
2802.	XXX	XXX		
2803.	XXX	XXX		
2898. Summary of remaining write-ins for Line 28 from overflow page	XXX	XXX	0	0
2899. Totals (Lines 2801 thru 2803 plus 2898) (Line 28 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year 1 Uncovered	Current Year 2 Total	Prior Year 3 Total
1. Member months	XXX	239,751	224,152
2. Net premium income (including $.....0 non-health premium income)	XXX	59,378,386	51,270,883
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	(778,886)	(2,820,757)
7. Aggregate write-ins for other non-health revenues	XXX	0	0
8. Total revenues (Lines 2 to 7)	XXX	58,599,500	48,450,126
Hospital and Medical:			
9. Hospital/medical benefits		36,134,137	30,286,083
10. Other professional services		1,190,237	1,182,578
11. Outside referrals			
12. Emergency room and out-of-area		4,370,794	4,011,591
13. Prescription drugs		10,739,990	10,036,030
14. Aggregate write-ins for other hospital and medical	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts			
16. Subtotal (Lines 9 to 15)	0	52,435,158	45,516,282
Less:			
17. Net reinsurance recoveries		544,871	381,544
18. Total hospital and medical (Lines 16 minus 17)	0	51,890,287	45,134,738
19. Non-health claims (net)			
20. Claims adjustment expenses, including $.....738,351 cost containment expenses		1,179,101	1,222,841
21. General administrative expenses		5,064,311	2,267,549
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	58,133,699	48,625,128
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	465,801	(175,002)
25. Net investment income earned (Exhibit of Net Investment Income, Line 17)		(4,286)	94,534
26. Net realized capital gains or (losses) less capital gains tax of $.....0			
27. Net investment gains or (losses) (Lines 25 plus 26)	0	(4,286)	94,534
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
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	461,515	(80,468)
31. Federal and foreign income taxes incurred	XXX		
32. Net income (loss) (Lines 30 minus 31)	XXX	461,515	(80,468)

DETAILS OF WRITE-INS

0601. Quality Assurance Assessment Program (QAAP) Fee	XXX	(778,886)	(2,820,757)
0602.	XXX		
0603.	XXX		
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above)	XXX	(778,886)	(2,820,757)
0701.	XXX		
0702.	XXX		
0703.	XXX		
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0
0799. Totals (Lines 0701 thru 0703 plus 0798) (Line 7 above)	XXX	0	0
1401.			
1402.			
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above)	0	0	0
2901.			
2902.			
2903.			
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above)	0	0	0

Line 21-current year general adminstrative expenses includes $2,702,462 of Use Tax, which was previously included on Line 6 as QAAP.
Use Tax replaced the Quality Assurance Assessment program(QAAP) Fee effective April 1, 2009.

STATEMENT OF REVENUE AND EXPENSES (Continued)

CAPITAL AND SURPLUS ACCOUNT	1 Current Year	2 Prior Year
33. Capital and surplus prior reporting period	3,246,707	2,979,805
34. Net income or (loss) from Line 32	461,515	(80,468)
35. Change in valuation basis of aggregate policy and claim reserves		
36. Change in net unrealized capital gains and (losses) less capital gains tax of $.....0	85,390	41,795
37. Change in net unrealized foreign exchange capital gain or (loss)		
38. Change in net deferred income tax		
39. Change in nonadmitted assets	(23,688)	305,575
40. Change in unauthorized 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	0
48. Net change in capital and surplus (Lines 34 to 47)	523,217	266,902
49. Capital and surplus end of reporting period (Line 33 plus 48)	3,769,924	3,246,707

DETAILS OF WRITE-INS

4701.		
4702.		
4703.		
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0
4799. Totals (Lines 4701 thru 4703 plus 4798) (Line 47 above)	0	0

CASH FLOW

	1 Current Year	2 Prior Year
CASH FROM OPERATIONS		
1. Premiums collected net of reinsurance	59,140,551	51,286,731
2. Net investment income	844	115,496
3. Miscellaneous income	(778,886)	(2,820,757)
4. Total (Lines 1 through 3)	58,362,509	48,581,470
5. Benefit and loss related payments	52,850,460	44,741,213
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		
7. Commissions, expenses paid and aggregate write-ins for deductions	6,385,921	3,740,711
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)	59,236,381	48,481,924
11. Net cash from operations (Line 4 minus Line 10)	(873,872)	99,546
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		
12.7 Miscellaneous proceeds		
12.8 Total investment proceeds (Lines 12.1 to 12.7)	0	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		
13.7 Total investments acquired (Lines 13.1 to 13.6)	0	0
14. Net increase (decrease) in contract loans and premium notes		
15. Net cash from investments (Line 12.8 minus Lines 13.7 minus Line 14)	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)	703,890	(5,056,018)
17. Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6)	703,890	(5,056,018)
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)	(169,982)	(4,956,472)
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year	4,581,729	9,538,201
19.2 End of year (Line 18 plus Line 19.1)	4,411,747	4,581,729

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

20.0001		

ANALYSIS OF OPERATION BY LINES OF BUSINESS

	1 Total	2 Comprehensive (Hospital and Medical)	3 Medicare Supplement	4 Dental Only	5 Vision Only	6 Federal Employees Health Benefit Plans	7 Title XVIII Medicare	8 Title XIX Medicaid	9 Other Health	10 Other Non-Health
1. Net premium income	59,378,386							59,378,386		
2. Change in unearned premium reserves and reserve for rate credit	0									
3. Fee-for-service (net of $.....0 medical expenses)	0									XXX
4. Risk revenue	0									XXX
5. Aggregate write-ins for other health care related revenues	(778,886)	0	0	0	0	0	0	(778,886)	0	XXX
6. Aggregate write-ins for other non-health care related revenues	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
7. Total revenues (Lines 1 to 6)	58,599,500	0	0	0	0	0	0	58,599,500	0	0
8. Hospital/medical benefits	36,134,137							36,134,137		XXX
9. Other professional services	1,190,237							1,190,237		XXX
10. Outside referrals	0									XXX
11. Emergency room and out-of-area	4,370,794							4,370,794		XXX
12. Prescription drugs	10,739,990							10,739,990		XXX
13. Aggregate write-ins for other hospital and medical	0	0	0	0	0	0	0	0	0	XXX
14. Incentive pool, withhold adjustments and bonus amounts	0									XXX
15. Subtotal (Lines 8 to 14)	52,435,158	0	0	0	0	0	0	52,435,158	0	XXX
16. Net reinsurance recoveries	544,871							544,871		XXX
17. Total hospital and medical (Lines 15 minus 16)	51,890,287	0	0	0	0	0	0	51,890,287	0	XXX
18. Non-health claims (net)	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
19. Claims adjustment expenses including $.....768,597 cost containment expenses	1,179,101							1,179,101		
20. General administrative expenses	5,064,311							5,064,311		
21. Increase in reserves for accident and health contracts	0									XXX
22. Increase in reserve for life contracts	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
23. Total underwriting deductions (Lines 17 to 22)	58,133,699	0	0	0	0	0	0	58,133,699	0	0
24. Net underwriting gain or (loss) (Line 7 minus Line 23)	465,801	0	0	0	0	0	0	465,801	0	0

DETAILS OF WRITE-INS

0501. Quality Assurance Assessment Program (QAAP) Fee	(778,886)							(778,886)		XXX
0502.	0									XXX
0503.	0									XXX
0598. Summary of remaining write-ins for Line 5 from overflow page	0	0	0	0	0	0	0	0	0	XXX
0599. Total (Lines 0501 thru 0503 plus 0598) (Line 5 above)	(778,886)	0	0	0	0	0	0	(778,886)	0	XXX
0601.	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0602.	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0603.	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0698. Summary of remaining write-ins for Line 6 from overflow page	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
0699. Total (Lines 0601 thru 0603 plus 0698) (Line 6 above)	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
1301.	0									XXX
1302.	0									XXX
1303.	0									XXX
1398. Summary of remaining write-ins for Line 13 from overflow page	0	0	0	0	0	0	0	0	0	XXX
1399. Total (Lines 1301 thru 1303 plus 1398) (Line 13 above)	0	0	0	0	0	0	0	0	0	XXX

UNDERWRITING AND INVESTMENT EXHIBIT

PART 1 - PREMIUMS

Line of Business	1 Direct Business	2 Reinsurance Assumed	3 Reinsurance Ceded	4 Net Premium Income (Cols. 1 + 2 - 3)
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	59,759,013		380,627	59,378,386
8. Other health				0
9. Health subtotal (Lines 1 through 8)	59,759,013	0	380,627	59,378,386
10. Life				0
11. Property/casualty				0
12. Totals (Lines 9 to 11)	59,759,013	0	380,627	59,378,386

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2 - CLAIMS INCURRED DURING THE YEAR

	1 Total	2 Comprehensive (Hospital and Medical)	3 Medicare Supplement	4 Dental Only	5 Vision Only	6 Federal Employees Health Benefits Plan	7 Title XVIII Medicare	8 Title XIX Medicaid	9 Other Health	10 Other Non-Health
1. Payments during the year:										
1.1 Direct	53,219,691							53,219,691		
1.2 Reinsurance assumed	0									
1.3 Reinsurance ceded	369,231							369,231		
1.4 Net	52,850,460	0	0	0	0	0	0	52,850,460	0	0
2. Paid medical incentive pools and bonuses	0									
3. Claim liability December 31, current year from Part 2A:										
3.1 Direct	1,571,356							1,571,356		
3.2 Reinsurance assumed	0									
3.3 Reinsurance ceded	553,727							553,727		
3.4 Net	1,017,629	0	0	0	0	0	0	1,017,629	0	0
4. Claim reserve December 31, current year from Part 2D:										
4.1 Direct	0									
4.2 Reinsurance assumed	0									
4.3 Reinsurance ceded	0									
4.4 Net	0	0	0	0	0	0	0	0	0	0
5. Accrued medical incentive pools and bonuses, current year	0									
6. Net healthcare receivables (a)	0									
7. Amounts recoverable from reinsurers December 31, current year	0									
8. Claim liability December 31, prior year from Part 2A:										
8.1 Direct	2,355,889							2,355,889		
8.2 Reinsurance assumed	0									
8.3 Reinsurance ceded	378,087							378,087		
8.4 Net	1,977,802	0	0	0	0	0	0	1,977,802	0	0
9. Claim reserve December 31, prior year from Part 2D:										
9.1 Direct	0									
9.2 Reinsurance assumed	0									
9.3 Reinsurance ceded	0									
9.4 Net	0	0	0	0	0	0	0	0	0	0
10. Accrued medical incentive pools and bonuses, prior year	0									
11. Amounts recoverable from reinsurers December 31, prior year	0									
12. Incurred benefits:										
12.1 Direct	52,435,158	0	0	0	0	0	0	52,435,158	0	0
12.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
12.3 Reinsurance ceded	544,871	0	0	0	0	0	0	544,871	0	0
12.4 Net	51,890,287	0	0	0	0	0	0	51,890,287	0	0
13. Incurred medical incentive pools and bonuses	0	0	0	0	0	0	0	0	0	0

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

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2A - CLAIMS LIABILITY END OF CURRENT YEAR

	1 Total	2 Comprehensive (Medical and Hospital)	3 Medicare Supplement	4 Dental Only	5 Vision Only	6 Federal Employees Health Benefits Plan	7 Title XVIII Medicare	8 Title XIX Medicaid	9 Other Health	10 Other Non-Health
1. Reported in process of adjustment:										
1.1 Direct	15,976							15,976		
1.2 Reinsurance assumed	0									
1.3 Reinsurance ceded	0									
1.4 Net	15,976	0	0	0	0	0	0	15,976	0	0
2. Incurred but unreported:										
2.1 Direct	1,555,380							1,555,380		
2.2 Reinsurance assumed	0									
2.3 Reinsurance ceded	553,727							553,727		
2.4 Net	1,001,653	0	0	0	0	0	0	1,001,653	0	0
3. Amounts withheld from paid claims and capitations:										
3.1 Direct	0									
3.2 Reinsurance assumed	0									
3.3 Reinsurance ceded	0									
3.4 Net	0	0	0	0	0	0	0	0	0	0
4. Totals:										
4.1 Direct	1,571,356	0	0	0	0	0	0	1,571,356	0	0
4.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
4.3 Reinsurance ceded	553,727	0	0	0	0	0	0	553,727	0	0
4.4 Net	1,017,629	0	0	0	0	0	0	1,017,629	0	0

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2B - ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid During the Year		Claim Reserve and Claim Liability December 31 of Current Year		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	1,571,466	51,278,994	16,092	1,001,537	1,587,558	1,977,802
8. Other health					0	
9. Health subtotal (Lines 1 to 8)	1,571,466	51,278,994	16,092	1,001,537	1,587,558	1,977,802
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)	1,571,466	51,278,994	16,092	1,001,537	1,587,558	1,977,802

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

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2C - DEVELOPMENT OF PAID AND INCURRED CLAIMS

(000 Omitted)

SECTION A - PAID HEALTH CLAIMS - GRAND TOTAL

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2005	2 2006	3 2007	4 2008	5 2009
1. Prior	1,042	1,042	1,042	1,042	1,042
2. 2005	28,227	29,198	29,198	29,198	29,198
3. 2006	XXX	26,646	28,565	28,565	28,565
4. 2007	XXX	XXX	36,001	37,586	37,614
5. 2008	XXX	XXX	XXX	43,156	44,700
6. 2009	XXX	XXX	XXX	XXX	51,279

SECTION B - INCURRED HEALTH CLAIMS - GRAND TOTAL

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2005	2 2006	3 2007	4 2008	5 2009
1. Prior	1,215	1,062	1,062	1,062	1,042
2. 2005	29,251	29,206	29,198	29,198	29,198
3. 2006	XXX	28,445	28,567	28,565	28,565
4. 2007	XXX	XXX	37,583	37,589	37,614
5. 2008	XXX	XXX	XXX	45,132	44,716
6. 2009	XXX	XXX	XXX	XXX	52,281

SECTION C - INCURRED YEAR HEALTH CLAIM AND CLAIM ADJUSTMENT EXPENSE RATIO - GRAND TOTAL

Years in Which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claim Payments	3 Claim Adjustment Expense Payments	4 Percent (Col. 3/2)	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 Percent (Col. 5/1)	7 Claims Unpaid	8 Unpaid Claim Adjustment Expense	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	10 Percent (Col. 9/1)
1. 2005	34,721	29,198	301	1.0	29,499	85.0			29,499	85.0
2. 2006	34,132	28,565	688	2.4	29,253	85.7			29,253	85.7
3. 2007	44,299	37,614	1,136	3.0	38,750	87.5			38,750	87.5
4. 2008	51,271	44,700	1,202	2.7	45,902	89.5	16	4	45,922	89.6
5. 2009	59,378	51,279	1,072	2.1	52,351	88.2	1,001	32	53,384	89.9

U & I Ex.-Pt.2C-Sn A-Paid Claims-Hospital & Medical
NONE

U & I Ex.-Pt.2C-Sn B-Incurred Claims-Hospital & Medical
NONE

U & I Ex.-Pt.2C-Sn C-Expense Ratio-Hospital & Medical
NONE

U & I Ex.-Pt.2C-Sn A-Paid Claims-Medicare Supp.
NONE

U & I Ex.-Pt.2C-Sn B-Incurred Claims-Medicare Supp.
NONE

U & I Ex.-Pt.2C-Sn C-Expense Ratio-Medicare Supp.
NONE

U & I Ex.-Pt.2C-Sn A-Paid Claims-Dental
NONE

U & I Ex.-Pt.2C-Sn B-Incurred Claims-Dental
NONE

U & I Ex.-Pt.2C-Sn C-Expense Ratio-Dental
NONE

U & I Ex.-Pt.2C-Sn A-Paid Claims-Vision
NONE

U & I Ex.-Pt.2C-Sn B-Incurred Claims-Vision
NONE

U & I Ex.-Pt.2C-Sn C-Expense Ratio-Vision
NONE

U & I Ex.-Pt.2C-Sn A-Paid Claims-Fed Emp Health
NONE

U & I Ex.-Pt.2C-Sn B-Incurred Claims-Fed Emp Health
NONE

U & I Ex.-Pt.2C-Sn C-Expense Ratio-Fed Emp Health
NONE

U & I Ex.-Pt.2C-Sn A-Paid Claims-Medicare
NONE

U & I Ex.-Pt.2C-Sn B-Incurred Claims-Medicare
NONE

U & I Ex.-Pt.2C-Sn C-Expense Ratio-Medicare
NONE

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2C - DEVELOPMENT OF PAID AND INCURRED CLAIMS

(000 Omitted)

SECTION A - PAID HEALTH CLAIMS - TITLE XIX - MEDICAID

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2005	2 2006	3 2007	4 2008	5 2009
1. Prior	1,042	1,042	1,042	1,042	1,042
2. 2005	28,227	29,198	29,198	29,198	29,198
3. 2006	XXX	26,646	28,565	28,565	28,565
4. 2007	XXX	XXX	36,001	37,586	37,614
5. 2008	XXX	XXX	XXX	43,156	44,700
6. 2009	XXX	XXX	XXX	XXX	51,279

SECTION B - INCURRED HEALTH CLAIMS - TITLE XIX - MEDICAID

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2005	2 2006	3 2007	4 2008	5 2009
1. Prior	1,215	1,062	1,062	1,062	1,042
2. 2005	29,251	29,206	29,198	29,198	29,198
3. 2006	XXX	28,445	28,567	28,565	28,565
4. 2007	XXX	XXX	37,583	37,589	37,614
5. 2008	XXX	XXX	XXX	45,132	44,716
6. 2009	XXX	XXX	XXX	XXX	52,281

SECTION C - INCURRED YEAR HEALTH CLAIM AND CLAIM ADJUSTMENT EXPENSE RATIO - TITLE XIX - MEDICAID

Years in Which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claim Payments	3 Claim Adjustment Expense Payments	4 Percent (Col. 3/2)	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 Percent (Col. 5/1)	7 Claims Unpaid	8 Unpaid Claim Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	10 Percent (Col. 9/1)
1. 2005	34,721	29,198	301	1.0	29,499	85.0			29,499	85.0
2. 2006	34,132	28,565	688	2.4	29,253	85.7			29,253	85.7
3. 2007	44,299	37,614	1,136	3.0	38,750	87.5			38,750	87.5
4. 2008	51,271	44,700	1,202	2.7	45,902	89.5	16	4	45,922	89.6
5. 2009	59,378	51,279	1,072	2.1	52,351	88.2	1,001	32	53,384	89.9

U & I Ex.-Pt.2C-Sn A-Paid Claims-Other
NONE

U & I Ex.-Pt.2C-Sn B-Incurred Claims-Other
NONE

U & I Ex.-Pt.2C-Sn C-Expense Ratio-Other
NONE

U & I Ex.-Pt.2D
NONE

UNDERWRITING AND INVESTMENT EXHIBIT

PART 3 - ANALYSIS OF EXPENSES

	Claim Adjustment Expenses		3	4	5
	1 Cost Containment Expenses	2 Other Claim Adjustment Expenses	General Administrative Expenses	Investment Expenses	Total
1. Rent ($.....0 for occupancy of own building)	26,625	17,473	81,974		126,072
2. Salaries, wages and other benefits	448,331	228,459	1,112,508		1,789,298
3. Commissions (less $.....0 ceded plus $.....0 assumed)					0
4. Legal fees and expenses					0
5. Certifications and accreditation fees	475				475
6. Auditing, actuarial and other consulting services			94,300		94,300
7. Traveling expenses	5,468	1,292	24,211		30,971
8. Marketing and advertising					0
9. Postage, express and telephone	1,970	9,192	66,874		78,036
10. Printing and office supplies	11,635	4,945	92,833		109,413
11. Occupancy, depreciation and amortization	10,053	5,916	80,287		96,256
12. Equipment	2,452	1,597	7,474		11,523
13. Cost or depreciation of EDP equipment and software	46,107	19,305	293,587		358,999
14. Outsourced services including EDP, claims, and other services	153,786	138,742	376,948		669,476
15. Boards, bureaus and association fees	5,533	111	30,426		36,070
16. Insurance, except on real estate	141	94	6,221		6,456
17. Collection and bank service charges				22,021	22,021
18. Group service and administration fees					0
19. Reimbursements by uninsured plans					0
20. Reimbursements from fiscal intermediaries					0
21. Real estate expenses					0
22. Real estate taxes					0
23. Taxes, licenses and fees:					
23.1 State and local insurance taxes					0
23.2 State premium taxes					0
23.3 Regulatory authority licenses and fees					0
23.4 Payroll taxes			15,294		15,294
23.5 Other (excluding federal income and real estate taxes)	25,775	13,624	78,912		118,311
24. Investment expenses not included elsewhere					0
25. Aggregate write-ins for expenses	0	0	2,702,462	0	2,702,462
26. Total expenses incurred (Lines 1 to 25)	738,351	440,750	5,064,311	22,021	(a) 6,265,433
27. Less expenses unpaid December 31, current year		36,260	4,384		40,644
28. Add expenses unpaid December 31, prior year		63,763	118,356		182,119
29. Amounts receivable relating to uninsured plans, prior year					0
30. Amounts receivable relating to uninsured plans, current year					0
31. Total expenses paid (Lines 26 minus 27 plus 28 minus 29 plus 30)	738,351	468,253	5,178,283	22,021	6,406,908

DETAILS OF WRITE-INS

2501. BlueCaid of Michigan Use Tax			2,702,462		2,702,462
2502.					0
2503.					0
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0	0
2599. TOTALS (Lines 2501 thru 2503 plus 2598) (Line 25 above)	0	0	2,702,462	0	2,702,462

(a) Includes management fees of $.....3,393,844 to affiliates and $.....0 to non-affiliates.

EXHIBIT OF NET INVESTMENT INCOME

		1 Collected During Year	2 Earned During Year
1.	U.S. government bonds	(a)	
1.1	Bonds exempt from U.S. tax	(a)	
1.2	Other bonds (unaffiliated)	(a)	
1.3	Bonds of affiliates	(a)	
2.1	Preferred stocks (unaffiliated)	(b)	
2.11	Preferred stocks of affiliates	(b)	
2.2	Common stocks (unaffiliated)		
2.21	Common stocks of affiliates		
3.	Mortgage loans	(c)	
4.	Real estate	(d)	
5.	Contract loans		
6.	Cash, cash equivalents and short-term investments	(e) 22,865	17,735
7.	Derivative instruments	(f)	
8.	Other invested assets		
9.	Aggregate write-ins for investment income	0	0
10.	Total gross investment income	22,865	17,735
11.	Investment expenses		(g) 22,021
12.	Investment taxes, licenses and fees, excluding federal income taxes		(g)
13.	Interest expense		(h)
14.	Depreciation on real estate and other invested assets		(i) 0
15.	Aggregate write-ins for deductions from investment income		0
16.	Total deductions (Lines 11 through 15)		22,021
17.	Net investment income (Line 10 minus Line 16)		(4,286)

DETAILS OF WRITE-INS

0901.			
0902.			
0903.			
0998.	Summary of remaining write-ins for Line 9 from overflow page	0	0
0999.	Totals (Lines 0901 thru 0903 plus 0998) (Line 9 above)	0	0
1501.			
1502.			
1503.			
1598.	Summary of remaining write-ins for Line 15 from overflow page		0
1599.	Totals (Lines 1501 thru 1503 plus 1598) (Line 15 above)		0

(a) Includes $.....0 accrual of discount less $.....0 amortization of premium and less $.....0 paid for accrued interest on purchases.
(b) Includes $.....0 accrual of discount less $.....0 amortization of premium and less $.....0 paid for accrued dividends on purchases.
(c) Includes $.....0 accrual of discount less $.....0 amortization of premium and less $.....0 paid for accrued interest on purchases.
(d) Includes $.....0 for company's occupancy of its own buildings; and excludes $.....0 interest on encumbrances.
(e) Includes $.....0 accrual of discount less $.....0 amortization of premium and less $.....0 paid for accrued interest on purchases.
(f) Includes $.....0 accrual of discount less $.....0 amortization of premium.
(g) Includes $.....0 investment expenses and $.....0 investment taxes, licenses and fees, excluding federal income taxes, attributable to Segregated and Separate Accounts.
(h) Includes $.....0 interest on surplus notes and $.....0 interest on capital notes.
(i) Includes $.....0 depreciation on real estate and $.....0 depreciation on other invested assets.

EXHIBIT OF CAPITAL GAINS (LOSSES)

		1 Realized Gain (Loss) on Sales or Maturity	2 Other Realized Adjustments	3 Total Realized Capital Gain (Loss) (Columns 1 + 2)	4 Change in Unrealized Capital Gain (Loss)	5 Change in Unrealized Foreign Exchange Capital Gain (Loss)
1.	U.S. government bonds			0		
1.1	Bonds exempt from U.S. tax			0		
1.2	Other bonds (unaffiliated)			0		
1.3	Bonds of affiliates			0		
2.1	Preferred stocks (unaffiliated)			0		
2.11	Preferred stocks of affiliates			0		
2.2	Common stocks (unaffiliated)			0		
2.21	Common stocks of affiliates			0		
3.	Mortgage loans			0		
4.	Real estate			0		
5.	Contract loans			0		
6.	Cash, cash equivalents and short-term investments			0		
7.	Derivative instruments			0		
8.	Other invested assets			0	85,390	
9.	Aggregate write-ins for capital gains (losses)	0	0	0	0	0
10.	Total capital gains (losses)	0	0	0	85,390	0

DETAILS OF WRITE-INS

0901.				0		
0902.				0		
0903.				0		
0998.	Summary of remaining write-ins for Line 9 from overflow page	0	0	0	0	0
0999.	Totals (Lines 0901 thru 0903 plus 0998) (Line 9 above)	0	0	0	0	0

EXHIBIT OF NONADMITTED ASSETS

	1 Current Year Total Nonadmitted Assets	2 Prior Year Total Nonadmitted Assets	3 Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1. Bonds (Schedule D)			0
2. Stocks (Schedule D):			
2.1 Preferred stocks			0
2.2 Common stocks			0
3. Mortgage loans on real estate (Schedule B):			
3.1 First liens			0
3.2 Other than first liens			0
4. Real estate (Schedule A):			
4.1 Properties occupied by the company			0
4.2 Properties held for the production of income			0
4.3 Properties held for sale			0
5. Cash (Schedule E-Part 1), cash equivalents (Schedule E-Part 2) and short-term investments (Schedule DA)			0
6. Contract loans			0
7. Other invested assets (Schedule BA)			0
8. Receivables for securities			0
9. Aggregate write-ins for invested assets	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9)	0	0	0
11. Title plants (for Title insurers only)			0
12. Investment income due and accrued			0
13. Premiums and considerations:			
13.1 Uncollected premiums and agents' balances in the course of collection			0
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due			0
13.3 Accrued retrospective premiums			0
14. Reinsurance:			
14.1 Amounts recoverable from reinsurers			0
14.2 Funds held by or deposited with reinsured companies			0
14.3 Other amounts receivable under reinsurance contracts			0
15. Amounts receivable relating to uninsured plans			0
16.1 Current federal and foreign income tax recoverable and interest thereon			0
16.2 Net deferred tax asset			0
17. Guaranty funds receivable or on deposit			0
18. Electronic data processing equipment and software			0
19. Furniture and equipment, including health care delivery assets			0
20. Net adjustment in assets and liabilities due to foreign exchange rates			0
21. Receivables from parent, subsidiaries and affiliates			0
22. Health care and other amounts receivable	41,739	18,051	(23,688)
23. Aggregate write-ins for other than invested assets	1,144	1,144	0
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 through 23)	42,883	19,195	(23,688)
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0
26. TOTALS (Lines 24 and 25)	42,883	19,195	(23,688)

DETAILS OF WRITE-INS

0901.			0
0902.			0
0903.			0
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0	0
0999. Totals (Lines 0901 thru 0903 plus 0998) (Line 9 above)	0	0	0
2301. Miscellaneous Receivables	1,144	1,144	0
2302.			0
2303.			0
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	1,144	1,144	0

EXHIBIT 1 - ENROLLMENT BY PRODUCT TYPE FOR HEALTH BUSINESS ONLY

Source of Enrollment	Total Members at End of					6
	1 Prior Year	2 First Quarter	3 Second Quarter	4 Third Quarter	5 Current Year	Current Year Member Months
1. Health maintenance organizations	19,014	20,286	20,328	20,174	20,878	239,751
2. Provider service organizations						
3. Preferred provider organizations						
4. Point of service						
5. Indemnity only						
6. Aggregate write-ins for other lines of business	0	0	0	0	0	0
7. Total	19,014	20,286	20,328	20,174	20,878	239,751

DETAILS OF WRITE-INS

0601.						
0602.						
0603.						
0698. Summary of remaining write-ins for Line 6 from overflow page	0	0	0	0	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above)	0	0	0	0	0	0

1. Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of BlueCaid of Michigan (BlueCaid) are presented on the basis of accounting practices prescribed or permitted by the Michigan Office of Financial and Insurance Regulation (OFIR).

OFIR 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. 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 OFIR. OFIR has adopted certain prescribed accounting practices that differ from those found in NAIC SAP.

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

	2009	2008
Net Income (Loss), Michigan basis	$ 461,515	$ (80,468)
State Prescribed Practices:		
None	-	-
State Permitted Practices:		
None	-	-
Net Income (Loss), NAIC SAP basis	$ 461,515	$ (80,468)
Statutory Capital and Surplus, Michigan basis	$ 3,769,924	$ 3,246,707
State Prescribed Practices:		
None	-	-
State Permitted Practices:		
None	-	-
Statutory Capital and Surplus, NAIC SAP basis	$ 3,769,924	$ 3,246,707

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

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

C. Accounting Policy

BlueCaid uses the following accounting policies:

(1) Short-term investments are stated at amortized cost.

(2) Bonds – NOT APPLICABLE

(3) Common Stocks – NOT APPLICABLE

(4) Preferred Stocks – NOT APPLICABLE

(5) Mortgage loans on real estate – NOT APPLICABLE

(6) Loan-backed securities – NOT APPLICABLE

(7) Investments in subsidiaries, controlled and affiliated companies – BlueCaid records its investment in certain affiliated grantor trusts, Blue Care Network Medical Malpractice Self-Insurance Trust (Malpractice Trust) and Blue Care Network Stop-Loss and Casualty Self-Insurance Trust (Stop-Loss Trust), as other invested assets using the adjusted audited GAAP equity method and reports the increase or decrease in the investment as a change in unrealized gain or loss for capital and surplus.

(8) Investments in joint ventures, partnerships and limited liability companies – NOT APPLICABLE

(9) Derivatives – NOT APPLICABLE

(10) Investment income in premium deficiency calculation – NOT APPLICABLE

(11) Claims Unpaid – The claims unpaid liability for incurred but unpaid and unreported hospital and medical claims is accrued in the period during which the services are provided, and includes actuarial estimates of services performed which have not been reported by providers to BlueCaid. Such estimates are based on historical claims experience modified for current trends and changes in

benefits provided. Revisions in actuarial estimates are reported in the period in which they arise. BlueCaid has reinsured certain of its claims liabilities through an affiliated self-insurance trust. Processing expense related to claims is accrued based on an estimate of expenses to process such claims.

(12) BlueCaid, as a wholly-owned subsidiary of Blue Care Network of Michigan (BCN), follows the capitalization policy of BCN. For the two years reflected in these statements, BlueCaid did not have any fixed assets. There has been no impact to the financial statements related to the capitalization policies in place at December 31, 2009.

(13) Pharmaceutical rebate receivables are estimated based on historical rebate trends and membership.

2. Accounting Changes and Corrections of Errors – NOT APPLICABLE

3. Business Combinations and Goodwill – NOT APPLICABLE

4. Discontinued Operations – NOT APPLICABLE

5. Investments – NOT APPLICABLE

6. Joint Ventures, Partnerships and Limited Liability Companies – NOT APPLICABLE.

7. Investment Income

   A. BlueCaid non-admits investment income due and accrued based on an assessment of collectability and whether the amounts are over 90 days past due.

   B. BlueCaid admitted all accrued investment income as of December 31, 2009 and 2008, respectively.

8. Derivative Instruments – NOT APPLICABLE

9. Income Taxes – NOT APPLICABLE

   BlueCaid has been recognized by the Internal Revenue Service under Internal Revenue Code Section 501(c)(4) as an organization exempt from tax under Section 501(a). BlueCaid has no unrelated business income subject to tax.

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

    A. On a routine basis, BlueCaid conducts business transactions with its parent, BCN, and affiliates: Blue Cross Blue Shield of Michigan (BCBSM), the enterprise parent; Malpractice Trust and Stop-Loss Trust.

    B. These transactions include some claims processing, administrative and professional services, leased employees, malpractice liability coverage, insolvency coverage, and reduced deductibles for property, general liability, automobile, and fidelity insurance coverage.

       Administrative support fees paid to affiliates were allocated to the statutory administrative expense categories of cost containment, other claims adjustment, general administrative and investment expenses, based on the affiliate's statutory administrative expense categories. These statutory administrative expense categories were further allocated to detailed expense accounts based on the affiliate's expense detail.

    C. For the fiscal years ended December 31, 2009 and 2008, respectively, $6,496,000 and $6,158,412 were billed from the parent, subsidiaries, and affiliates for the operating activities detailed above, with the majority of the transactions related to the parent, BCN, and no amounts were billed to the parent, subsidiaries, and affiliates.

    D. Except for reinsurance ceded and ceded reinsurance premiums payable, all related party receivable and payable balances are classified as either amounts due from or to parent, subsidiaries and affiliates or claims unpaid.

       At December 31, 2009 and 2008, respectively, BlueCaid had $11,034 and $1,140 in related party receivables, and $413,822 and $573,985 in related party payables, with the majority of the balances related to the enterprise parent, BCBSM.

    E. Affiliate Guarantees – NOT APPLICABLE

    F. BlueCaid has agreements with its parent and affiliates under which the parties may provide services to BlueCaid. The agreements provide for monthly payments and a year-end settlement based on actual cost of services performed.

    G. BlueCaid; BCBSM; BCMI, a subsidiary of BCBSM; BCBSM Foundation, a subsidiary of BCMI; BCN; and BCN Service Company, a subsidiary of BCN; have some common officers and members on their respective governing boards.

    H. Ownership in upstream affiliate or parent – NOT APPLICABLE

I. BlueCaid performs the test of "significance of an investment to the reporting entity's financial position and results of operations," as required by SSAP No. 97*, Investments in Subsidiary, Controlled and Affiliated Entities, A replacement of SSAP No. 88.* BlueCaid's carrying value of its investment in the Stop-Loss Trust and Malpractice Trust does not exceed 10% of BlueCaid's total admitted assets. BlueCaid's investment in both Trusts was determined using the adjusted audited GAAP equity method.

J. Investment impaired – NOT APPLICABLE

K. Investment in a foreign insurance subsidiary – NOT APPLICABLE

L. Investment in downstream noninsurance holding company – NOT APPLICABLE

11. Debt - NOT APPLICABLE

12. Retirement Plans, Deferred Compensation, Post-employment Benefits and Compensated Absences and Other Postretirement Benefit Plans – NOT APPLICABLE

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

(1) BlueCaid has 10,000 shares authorized, 100 shares issued and outstanding of no par value stock.

(2) Preferred stock – NOT APPLICABLE

(3) BlueCaid's Articles of Incorporation do not allow dividends.

(4) Dates and amounts of dividends paid – NOT APPLICABLE

(5) BlueCaid's Articles of Incorporation do not allow any portion of the net earnings to benefit any private individual.

(6) There were no restrictions placed on BlueCaid's surplus, including for whom the surplus is being held.

(7) The total amount of advances to surplus not repaid – NOT APPLICABLE

(8) The amount of stock held by BlueCaid for special purposes – NOT APPLICABLE

(9) Special surplus funds changes – NOT APPLICABLE

(10) The portion of unassigned funds (surplus) represented by cumulative unrealized gains and losses is $185,512 at December 31, 2009.

(11) Surplus Notes – NOT APPLICABLE

(12) Impact of any restatement due to quasi-reorganization – NOT APPLICABLE

(13) Effective dates of all quasi-reorganizations in the prior 10 years is/are – NOT APPLICABLE

14. Contingencies – NOT APPLICABLE

15. Leases – NOT APPLICABLE

16. Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk – NOT APPLICABLE

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities – NOT APPLICABLE

18. Gain or Loss to the Reporting Entity from Uninsured A&H Plans and the Uninsured Portion of Partially Insured Plans – NOT APPLICABLE

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators – NOT APPLICABLE

20. Other Items

A. Extraordinary Items – NOT APPLICABLE

B. Troubled Debt Restructuring – NOT APPLICABLE

C. Other Disclosures

Statutory Deposit - As a condition of maintaining BlueCaid's certificate of authority with the State of Michigan, BlueCaid is required to maintain a deposit in a segregated account of $1,000,000, which is the maximum required for a Health Maintenance Organization. These funds can only be used by BlueCaid at the direction of the Insurance Commissioner of the State of Michigan. The funds are invested in an exempt money market mutual fund. Interest on these funds accrues to BlueCaid.

National Health Care Reform - Addressing the affordability and availability of health insurance, including reducing the number of uninsured, is a major initiative of President Obama and the U.S. Congress, and proposals that may address these issues are pending in the U.S. Congress. The proposals vary and include measures that would change the dynamics of the health care industry and/or the employer's role in the provision of benefits. Any comprehensive health care reform package enacted will likely be phased in over a number of years and would be subject to a broader regulatory process. Because of the unsettled nature of the proposals and the numerous steps required to implement them BlueCaid remains uncertain as to the ultimate impact these changes will have on its business.

D. Uncollectible Premiums and Premiums Receivable – NOT APPLICABLE

E. Business Interruption Insurance Recoveries – NOT APPLICABLE

F. State Transferable Tax Credits – NOT APPLICABLE

G. Subprime-Mortgage-Related Risk Exposure – NOT APPLICABLE

21. Events Subsequent – NOT APPLICABLE

Type I and Type II subsequent events have been considered through February 26, 2010 for the annual statement submitted on February 26, 2010. There are no subsequent events that require disclosure under SSAP No. 9R, *Subsequent Events (Revised).*

22. Reinsurance

A) Ceded Reinsurance Report

BCN and its affiliates account for transactions with the Stop-Loss Trust as if it were ceded reinsurance in compliance with the NAIC annual statement instructions and SSAP No. 61, *Life, Deposit-Type and Accident and Health Reinsurance*. The Stop-Loss Trust covers risks incurred in excess of a retention amount. BlueCaid is responsible for inpatient hospital claims up to $150,000 per member each calendar year (the "deductible") and has an agreement with the Stop-Loss Trust to cover the claims incurred over the deductible. The Stop-Loss Trust also provides insolvency coverage.

Section 1 - General Interrogatories

1. Are any of the reinsurers, listed in Schedule S as non-affiliated, owned in excess of 10% or controlled, either directly or indirectly, by the company or by any representative, officer, trustee, or director of the company?

Yes ( ) No (X)

If yes, give full details.

2. Have any policies issued by the company been reinsured with a company chartered in a country other than the United States (excluding U.S. Branches of such companies) that is owned in excess of 10% or controlled directly or indirectly by an insured, a beneficiary, a creditor or an insured or any other person not primarily engaged in the insurance business?

Yes ( ) No (X)

If yes, give full details.

Section 2 – Ceded Reinsurance Report – Part A

1. Does the company have any reinsurance agreements in effect under which the reinsurer may unilaterally cancel any reinsurance for reasons other than for nonpayment of premium or other similar credit?

Yes ( ) No (X)

a.) If yes, what is the estimated amount of the aggregate reduction in surplus of a unilateral cancellation by the reinsurer as of the date of this statement, for those agreements in which cancellation results in a net obligation of the reporting entity to the reinsurer, and for which such obligation is not presently accrued? Where necessary, the reporting entity may consider the current or anticipated experience of the business reinsured in making this estimate. NOT APPLICABLE

b.) What is the total amount of reinsurance credits taken, whether as an asset or as a reduction of liability for these agreements in this statement? NOT APPLICABLE

2. Does the reporting entity have any reinsurance agreements in effect such that the amount of losses paid or accrued through the statement date may result in a payment to the reinsurer of amounts that, in aggregate and allowing for offset of mutual credits from other reinsurance agreements with the same reinsurer, exceed the total direct premium collected under the reinsured policies?

Yes ( ) No (X)

If yes, give full details.

Section 3 – Ceded Reinsurance Report – Part B

1. What is the estimated amount of the aggregate reduction in surplus, (for agreements other than those under which the reinsurer may unilaterally cancel for reasons other than for nonpayment of payment or other similar credits that are reflected in Section 2 above) of termination of ALL reinsurance agreements, by either party, as of the date of this statement? Where necessary, the company may consider the current or anticipated experience of the business reinsured in making this estimate. $0

BlueCaid participates in a plan of self-insurance.

2. Have any new agreements been executed or existing agreements amended, since January 1 of the year of this statement, to include policies or contracts that were in force or which had existing reserves established by the company as of the effective date of the agreement?

Yes ( ) No (X)

If yes, what is the amount of reinsurance credits, whether an asset or a reduction of liability, taken for such new agreements or amendments? NOT APPLICABLE

B) Uncollectible Reinsurance

None

C) Commutation of Ceded Reinsurance

None

23. Retrospectively Rated Contracts and Contracts Subject to Redetermination – NOT APPLICABLE

24. Change in Incurred Claims and Claim Adjustment Expenses -- Activity in the liabilities for unpaid claims and claims adjustment expenses at December 31, 2009 and 2008, respectively is summarized as follows:

	2009	2008
BALANCE—January 1	$ 2,041,565	$ 1,630,287
Incurred related to:		
Current year	53,384,324	46,255,490
Prior year	(314,936)	102,089
Total incurred	53,069,388	46,357,579
Paid related to:		
Current year	52,350,584	44,223,556
Prior year	1,706,480	1,722,745
Total paid	54,057,064	45,946,301
BALANCE—December 31	$ 1,053,889	$ 2,041,565
Balance at December 31:		
Liability for claims unpaid	$ 1,017,629	$ 1,977,802
Liability for unpaid claims adjustment expenses	36,260	63,763
Total	$ 1,053,889	$ 2,041,565

Changes in actuarial estimates of claims unpaid reported as “incurred related to prior year” in the schedule above reflect revisions in estimates of medical cost trends and changes in claims processing patterns.

25. Inter-company Pooling Arrangements – NOT APPLICABLE

26. Structured Settlements – NOT APPLICABLE

27. Health Care Receivables—

A. Pharmaceutical Rebate Receivables

Healthcare receivables include pharmacy rebates BlueCaid receives from a third party vendor. These rebates are calculated using estimates based on historical rebate trends and membership, and/or an amount per filled prescription. Activity for the previous three years is summarized as follows:

Quarter	(1) Estimated Pharmacy Rebates as Reported on Financial Statements	(2) Pharmacy Rebates as Billed or Otherwise Confirmed	(3) Actual Rebates Received Within 90 days of Billing	(4) Actual Rebates Received Within 91 to 180 Days of Billing	(5) Actual Rebates Received More Than 180 Days After Billing
12/31/2009	$ 75,001	$ -	$ -	$ -	$ -
9/30/2009	69,000	-	8,349	-	-
6/30/2009	69,000	68,277	8,741	28,609	-
3/31/2009	76,780	65,909	26,469	40,212	10
12/31/2008	$ 45,000	$ 62,696	$ 16,765	$ 44,557	$ (30)
9/30/2008	45,000	52,127	16,179	35,344	(269)
6/30/2008	45,000	50,300	12,744	38,669	(2,944)
3/31/2008	45,000	58,890	2,818	37,081	1,147
12/31/2007	$ 317,316	$ 51,632	$ 302,908	$ 50,114	$ -
9/30/2007	59,240	-	-	-	-
6/30/2007	69,769	-	-	-	104,429
3/31/2007	76,004	-	-	3,507	15,425

B. Risk Sharing Receivables

BlueCaid estimates the risk sharing receivable using actuarial estimates based on historical claims experience modified for current trends and benefits as well as using actual payments to third party providers whose reimbursement is provided for in the risk sharing agreement. BlueCaid's health care and other amounts receivable on the Assets page and health care receivable on Exhibit 3 report the risk sharing receivable net of risk sharing payable. At December 31, 2009 BlueCaid had a risk sharing receivable of $2,656,683 that was offset by a risk sharing payable of $994,966. At December 31, 2008 BlueCaid had a risk sharing receivable of $3,663,571 that was offset by a risk sharing payable of $1,641,092. At December 31, 2007 BlueCaid had a risk sharing receivable of $2,385,259 that was offset by a risk sharing payable of $1,115,649.

Calendar Year	Evaluation Period Year Ending	Risk Sharing Receivable as Estimated and Reported in the Prior Year	Risk Sharing Receivable as Estimated and Reported in the Current Year	Risk Sharing Receivable Invoiced	Risk Sharing Receivable Not Invoiced	Actual Risk Sharing Amounts Collected in Year Invoiced	Actual Risk Sharing Amounts Collected First Year Subsequent	Actual Risk Sharing Amounts Collected Second Year Subsequent	Actual Risk Sharing Amounts Collected - All Other
2009	2009	$3,663,571	$ -	$ 3,663,571	$ -	$ -	$3,663,571		
	2010	XXX	$ 2,656,683	XXX	$ 2,656,683	XXX	XXX		
2008	2008	$ 2,385,259	$ -	$ 2,385,259	$ -	$ -	$2,385,259		
	2009	XXX	$ 3,663,571	XXX	$ 3,663,571	XXX	XXX	XXX	XXX
2007	2007	$ 2,433,214	$ -	$ 2,433,214	$ -	$ -	$2,433,214	$ -	$ -
	2008	XXX	$ 2,385,259	XXX	$ 2,385,259	XXX	XXX	XXX	XXX

28. Participating Policies – NOT APPLICABLE

29. Premium Deficiency Reserves – NOT APPLICABLE

30. Anticipated Salvage and Subrogation – NOT APPLICABLE

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

1.1 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 [ ]

1.2 If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations? Yes [X] No [ ] N/A [ ]

1.3 State regulating? Michigan

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 [X] No [ ]

2.2 If yes, date of change: 07/01/2009

3.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2007

3.2 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. 12/31/2007

3.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 06/30/2009

3.4 By what department or departments? Dept. of Energy, Labor & Economic Growth-Office of Financial and Insurance Regulation

3.5 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]

3.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [ ] No [X] N/A [ ]

4.1 During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity) receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:

4.11 sales of new business? Yes [ ] No [X]

4.12 renewals? Yes [ ] No [X]

4.2 During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:

4.21 sales of new business? Yes [ ] No [X]

4.22 renewals? Yes [ ] No [X]

5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [ ] No [X]

5.2 If yes, provide the name of the 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 Co. Code	3 State of Domicile

6.1 Has the 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]

6.2 If yes, give full information:

7.1 Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity? Yes [ ] No [X]

7.2 If yes,

7.21 State the percentage of foreign control .....%

7.22 State the nationality(ies) of the foreign person(s) or entity(ies); or if the entity is a mutual or reciprocal, the nationality of its manager or attorney-in-fact and identify the type of entity(ies) (e.g., individual, corporation, government, manager or attorney-in-fact)

1 Nationality	2 Type of Entity

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 the names and locations (city and state of the main office) of any affiliates regulated by a federal financial regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), 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 OTS	6 FDIC	7 SEC

9. What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?
Deloitte & Touche LLP
600 Renaissance Center, Suite 900
Detroit, Michigan 48243-1895

10. What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?
Joseph Bojman, FSA MAAA Director of Corporate Actuarial Services, Blue Cross Blue Shield of Michigan
600 Lafayette Detroit Tower MC 0825 Detroit, Michigan 48226

11.1 Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly? Yes [ ] No [X]

11.11 Name of real estate holding company

11.12 Number of parcels involved .....

11.13 Total book/adjusted carrying value .....

11.2 If yes, provide explanation.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

12. FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:
12.1 What changes have been made during the year in the United States manager or the United States trustees of the reporting entity?

12.2 Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located? Yes [ ] No [ ]
12.3 Have there been any changes made to any of the trust indentures during the year? Yes [ ] No [ ]
12.4 If answer to (12.3) is yes, has the domiciliary or entry state approved the changes? Yes [ ] No [ ] N/A [ ]

13.1 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.
13.11 If the response to 13.1 is No, please explain:

13.2 Has the code of ethics for senior managers been amended? Yes [X] No [ ]
13.21 If the response to 13.2 is Yes, provide information related to amendment(s).
The code of ethics were amended in order to revise the review process of reported conflicts.

13.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [ ] No [X]
13.31 If the response to 13.3 is yes, provide the nature of any waiver(s).

BOARD OF DIRECTORS

14. Is the purchase or sale of all investments of the reporting entity passed upon either by the Board of Directors or a subordinate committee thereof? Yes [X] No [ ]

15. Does the reporting entity keep a complete permanent record of the proceedings of its Board of Directors and all subordinate committees thereof? Yes [X] No [ ]

16. Has the reporting entity an established procedure for disclosure to its Board of Directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees that is in conflict or is likely to conflict with the official duties of such person? Yes [X] No [ ]

FINANCIAL

17. Has this statement been prepared using a basis of accounting other than Statutory Accounting Principles (e.g., Generally Accepted Accounting Principles)? Yes [ ] No [X]

18.1 Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):
18.11 To directors or other officers $.....0
18.12 To stockholders not officers $.....0
18.13 Trustees, supreme or grand (Fraternal only) $.....0
18.2 Total amount of loans outstanding at the end of year (inclusive of Separate Accounts, exclusive of policy loans):
18.21 To directors or other officers $.....0
18.22 To stockholders not officers $.....0
18.23 Trustees, supreme or grand (Fraternal only) $.....0

19.1 Were any assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in the statement? Yes [ ] No [X]
19.2 If yes, state the amount thereof at December 31 of the current year:
19.21 Rented from others .....
19.22 Borrowed from others .....
19.23 Leased from others .....
19.24 Other .....

20.1 Does this statement include payments for assessments as described in the Annual Statement Instructions other than guaranty fund or guaranty association assessments? Yes [ ] No [X]
20.2 If answer is yes:
20.21 Amount paid as losses or risk adjustment .....
20.22 Amount paid as expenses .....
20.23 Other amounts paid .....

21.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [X] No [ ]
21.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount. $.....11,034

INVESTMENT

22.1 Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date (other than securities lending programs addressed in 22.3)? Yes [X] No [ ]
22.2 If no, give full and complete information relating thereto.

22.3 For security lending programs, provide a description of the program including value for collateral and amount of loaned securities, and whether collateral is carried on or off-balance sheet (an alternative is to reference Note 16 where this information is also provided).

22.4 Does the company's security lending program meet the requirements for a conforming program as outlined in the Risk-Based Capital Instructions? Yes [ ] No [ ] N/A [X]
22.5 If answer to 22.4 is yes, report amount of collateral. .....
22.6 If answer to 22.4 is no, report amount of collateral. .....

23.1 Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity, or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 19.1 and 22.3) Yes [X] No [ ]

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

23.2 If yes, state the amount thereof at December 31 of the current year:

23.21	Subject to repurchase agreements	$.....0
23.22	Subject to reverse repurchase agreements	$.....0
23.23	Subject to dollar repurchase agreements	$.....0
23.24	Subject to reverse dollar repurchase agreements	$.....0
23.25	Pledged as collateral	$.....0
23.26	Placed under option agreements	$.....0
23.27	Letter stock or securities restricted as to sale	$.....0
23.28	On deposit with state or other regulatory body	$.....1,000,000
23.29	Other	$.....185,512

23.3 For category (23.27) provide the following:

1 Nature of Restriction	2 Description	3 Amount

24.1 Does the reporting entity have any hedging transactions reported on Schedule DB? Yes [ ] No [X]

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

25.1 Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity? Yes [ ] No [X]

25.2 If yes, state the amount thereof at December 31 of the current year: .....

26. 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 3, III Conducting Examinations, F - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No [ ]

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

1 Name of Custodian(s)	2 Custodian's Address
State Street Bank and Trust Compmany	801 Pennsylvania, Kansas City, MO 64105

26.02 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)

26.03 Have there been any changes, including name changes, in the custodian(s) identified in 26.01 during the current year? Yes [ ] No [X]

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

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

26.05 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 Number(s)	2 Name	3 Address
	Blue Cross Blue Shield of Michigan	600 E. Lafayette Blvd. Detroit, MI 48226

27.1 Does the reporting entity have any diversified mutual funds reported in Schedule D-Part 2 (diversified according to the Securities and Exchange Commission (SEC) in the Investment Company Act of 1940 [Section 5(b)(1)])? Yes [ ] No [X]

27.2 If yes, complete the following schedule:

1 CUSIP #	2 Name of Mutual Fund	3 Book/Adj.Carrying Value
27.2999. TOTAL		0

27.3 For each mutual fund listed in the table above, complete the following schedule:

1 Name of Mutual Fund (from the above table)	2 Name of Significant Holding of the Mutual Fund	3 Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to Holding	4 Date of Valuation

28. Provide the following information for all short-term and long-term bonds and all preferred stocks. Do not substitute amortized value or statement value for fair value.

	1 Statement (Admitted) Value	2 Fair Value	3 Excess of Statement over Fair Value (-), or Fair Value over Statement (+)
28.1 Bonds	4,314,187	4,314,187	0
28.2 Preferred stocks	.....	.....	0
28.3 Totals	4,314,187	4,314,187	0

28.4 Describe the sources or methods utilized in determining the fair values:
Securities Valuation Office of the NAIC and State Street Bank is the source for fair values.

29.1 Was the rate used to calculate fair value determined by a broker or custodian for any of the securities in Schedule D? Yes [X] No [ ]

29.2 If yes, does the reporting entity have a copy of the broker's or custodian's pricing policy (hard copy or electronic copy) for all brokers or custodians used as a pricing source? Yes [X] No [ ]

29.3 If no, describe the reporting entity's process for determining a reliable pricing source for purposes of disclosure of fair value for Schedule D.

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

30.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

OTHER

31.1 Amount of payments to trade associations, service organizations and statistical or rating bureaus, if any? $.....10,778

31.2 List the name of the organization and the amount paid if any such payment represented 25% or more of the total payments to trade associations, service organizations and statistical or rating bureaus during the period covered by this statement.

1 Name	2 Amount Paid
BlueCross BlueShield Association (BCBSA)	10,778

32.1 Amount of payments for legal expenses, if any? $.....0

32.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payments for legal expenses during the period covered by this statement.

1 Name	2 Amount Paid

33.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or departments of government, if any? $.....0

33.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with matters before legislative bodies, officers or departments of government during the period covered by this statement.

1 Name	2 Amount Paid

GENERAL INTERROGATORIES (continued)

PART 2 - HEALTH INTERROGATORIES

1.1 Does the reporting entity have any direct Medicare Supplement Insurance in force? Yes [ ] No [X]

1.2 If yes, indicate premium earned on U.S. business only .....

1.3 What portion of Item (1.2) is not reported on the Medicare Supplement Insurance Experience Exhibit? .....

1.31 Reason for excluding

1.4 Indicate amount of earned premium attributable to Canadian and/or Other Alien not included in Item (1.2) above. .....

1.5 Indicate total incurred claims on all Medicare Supplement insurance. .....

1.6 Individual policies:

Most current three years:

1.61 Total premium earned .....

1.62 Total incurred claims .....

1.63 Number of covered lives .....

All years prior to most current three years:

1.64 Total premium earned .....

1.65 Total incurred claims .....

1.66 Number of covered lives .....

1.7 Group policies:

Most current three years:

1.71 Total premium earned .....

1.72 Total incurred claims .....

1.73 Number of covered lives .....

All years prior to most current three years:

1.74 Total premium earned .....

1.75 Total incurred claims .....

1.76 Number of covered lives .....

2. Health test:

	1 Current Year	2 Prior Year
2.1 Premium Numerator	59,378,386	51,270,883
2.2 Premium Denominator	59,378,386	51,270,883
2.3 Premium Ratio (2.1/2.2)	100.0	100.0
2.4 Reserve Numerator	1,017,629	1,977,802
2.5 Reserve Denominator	1,017,629	1,977,802
2.6 Reserve Ratio (2.4/2.5)	100.0	100.0

3.1 Has the reporting entity received any endowment or gift from contracting hospitals, physicians, dentists, or others that is agreed will be returned when, and if the earnings of the reporting entity permits? Yes [ ] No [X]

3.2 If yes, give particulars:

4.1 Have copies of all agreements stating the period and nature of hospitals', physicians', and dentists' care offered to subscribers and dependents been filed with the appropriate regulatory agency? Yes [X] No [ ]

4.2 If not previously filed, furnish herewith a copy(ies) of such agreement(s). Do these agreements include additional benefits offered? Yes [ ] No [ ]

5.1 Does the reporting entity have stop-loss reinsurance? Yes [ ] No [X]

5.2 If no, explain:

BlueCaid of Michigan participates in the BCN Stop-Loss & Casualty Self-Insurance Trust. Expiration date of 12/31/2009.
Unlimited coverage with a deductible of $150,000. BlueCaid accounts for the activity with the Trust as if it were re-insurance.

5.3 Maximum retained risk (see instructions):

5.31 Comprehensive medical $.....150,000

5.32 Medical only $.....0

5.33 Medicare supplement $.....0

5.34 Dental and vision $.....0

5.35 Other limited benefit plan $.....0

5.36 Other $.....0

6. Describe arrangement which the reporting entity may have to protect subscribers and their dependents against the risk of insolvency including hold harmless provisions, conversion privileges with other carriers, agreements with providers to continue rendering services, and any other agreements:

Hold harmless provisions are included in contracts with providers. BlueCaid has a full risk arrangement with the University of Michigan Health System, which, in the event of insolvency, will continue member inpatient services until discharge occurs. In addition, a State mandated cash deposit is maintained along with Stop-Loss Self-Insurance coverage which includes an insolvency clause.

7.1 Does the reporting entity set up its claim liability for provider services on a service date base? Yes [X] No [ ]

7.2 If no, give details:

8. Provide the following information regarding participating providers:

8.1 Number of providers at start of reporting year 2,478

8.2 Number of providers at end of reporting year 2,617

9.1 Does the reporting entity have business subject to premium rate guarantees? Yes [ ] No [X]

9.2 If yes, direct premium earned:

9.21 Business with rate guarantees between 15-36 months .....

9.22 Business with rate guarantees over 36 months .....

10.1 Does the reporting entity have Incentive Pool, Withhold or Bonus arrangements in its provider contracts? Yes [ ] No [X]

10.2 If yes:

10.21 Maximum amount payable bonuses .....

10.22 Amount actually paid for year bonuses .....

10.23 Maximum amount payable withholds .....

10.24 Amount actually paid for year withholds .....

GENERAL INTERROGATORIES (continued)

PART 2 - HEALTH INTERROGATORIES

11.1 Is the reporting entity organized as:

11.12 A Medical Group/Staff Model, Yes [ ] No [X]

11.13 An Individual Practice Association (IPA), or Yes [X] No [ ]

11.14 A Mixed Model (combination of above)? Yes [ ] No [X]

11.2 Is the reporting entity subject to Minimum Net Worth Requirements? Yes [X] No [ ]

11.3 If yes, show the name of the state requiring such net worth. Michigan

11.4 If yes, show the amount required. $.....2,390,361

11.5 Is this amount included as part of a contingency reserve in stockholder's equity? Yes [ ] No [X]

11.6 If the amount is calculated, show the calculation:
4% of subscription revenue: $59,759,013 x 4% = $2,390,361

12. List service areas in which reporting entity is licensed to operate:

1 Name of Service Area
Livingston County
Washtenaw County
Wayne County (Partial)

13.1 Do you act as a custodian for health savings account? Yes [ ] No [X]

13.2 If yes, please provide the amount of custodial funds held as of the reporting date. .....

13.3 Do you act as an administrator for health savings accounts? Yes [ ] No [X]

13.4 If yes, please provide the balance of the funds administered as of the reporting date. .....

FIVE-YEAR HISTORICAL DATA

	1 2009	2 2008	3 2007	4 2006	5 2005
Balance Sheet Items (Pages 2 and 3)					
1. Total admitted assets (Page 2, Line 26)	6,884,723	6,987,985	11,772,882	3,759,815	3,367,368
2. Total liabilities (Page 3, Line 22)	3,114,799	3,741,278	8,793,077	1,885,886	1,330,655
3. Statutory surplus	2,390,361	2,054,153	1,786,200	1,365,434	1,500,000
4. Total capital and surplus (Page 3, Line 31)	3,769,924	3,246,707	2,979,805	1,873,929	2,036,713
Income Statement Items (Page 4)					
5. Total revenues (Line 8)	58,599,500	48,450,126	41,636,290	32,075,118	32,560,298
6. Total medical and hospital expenses (Line 18)	51,890,287	45,134,738	37,697,065	28,281,038	29,198,744
7. Claims adjustment expenses (Line 20)	1,179,101	1,222,841	1,154,612	613,745	256,398
8. Total administrative expenses (Line 21)	5,064,311	2,267,549	4,334,385	3,430,132	2,594,589
9. Net underwriting gain (loss) (Line 24)	465,801	(175,002)	(1,549,772)	(249,797)	510,567
10. Net investment gain (loss) (Line 27)	(4,286)	94,534	238,179	149,684	83,960
11. Total other income (Lines 28 plus 29)					
12. Net income or (loss) (Line 32)	461,515	(80,468)	(1,311,593)	(100,113)	594,527
Cash Flow (Page 6)					
13. Net cash from operations (Line 11)	(873,872)	99,546	(1,074,135)	350,047	584,582
Risk-Based Capital Analysis					
14. Total adjusted capital	3,769,924	3,246,707	2,979,805	1,873,929	2,036,713
15. Authorized control level risk-based capital	1,289,317	1,154,033	1,018,041	833,103	848,880
Enrollment (Exhibit 1)					
16. Total members at end of period (Column 5, Line 7)	20,878	19,014	18,238	17,929	17,807
17. Total member months (Column 6, Line 7)	239,751	224,152	218,436	213,963	209,527
Operating Percentage (Page 4) **(Item divided by Page 4, sum of Lines 2, 3, and 5) x 100 .0**					
18. Premiums earned plus risk revenue (Line 2 plus Lines 3 and 5)	100.0	100.0	100.0	100.0	100.0
19. Total hospital and medical plus other non-health (Line 18 plus Line 19)	87.4	88.0	85.1	82.9	84.1
20. Cost containment expenses	1.2	1.2	1.1	0.7	0.4
21. Other claims adjustment expenses	0.7	1.2	1.5	0.5	0.3
22. Total underwriting deductions (Line 23)	97.9	94.8	97.5	94.7	92.3
23. Total underwriting gain (loss) (Line 24)	0.8	(0.3)	(3.5)	(0.7)	1.5
Unpaid Claims Analysis (U&I Exhibit, Part 2B)					
24. Total claims incurred for prior years (Line 13 Col. 5)	1,587,558	1,587,507	1,920,889	978,399	1,194,953
25. Estimated liability of unpaid claims - [prior year (Line 13, Col. 6)]	1,977,802	1,584,277	1,806,861	1,143,008	1,248,052
Investments in Parent, Subsidiaries and Affiliates					
26. Affiliated bonds (Sch. D Summary, Line 12, Col. 1)					
27. Affiliated preferred stocks (Sch D. Summary, Line 18, Col. 1)					
28. Affiliated common stocks (Sch D. Summary, Line 24, Col. 1)					
29. Affiliated short-term investments (subtotal included in Sch. DA, Verification, Column 5, Line 10)					
30. Affiliated mortgage loans on real estate					
31. All other affiliated	185,512	100,122	58,327		
32. Total of above Lines 26 to 31	185,512	100,122	58,327	0	0

NOTE: If a party to a merger, have the two most recent years of this exhibit been restated due to a merger in compliance with the disclosure requirements of SSAP No. 3, Accounting Changes and Correction of Errors? Yes [ ] No [ ]

If no, please explain:

Line 8 - 2009 total adminstrative expenses includes $2,702,462 of Use Tax.

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Allocated by States and Territories

	1	Direct Business Only							
		2	3	4	5	6	7	8	9
State, Etc.	Active Status	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life & 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			59,759,013				59,759,013	
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 CN	N							0	
58. Aggregate Other alien OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	0	0	59,759,013	0	0	0	59,759,013	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0	
61. Total (Direct Business)	(a) 1	0	0	59,759,013	0	0	0	59,759,013	0

DETAILS OF WRITE-INS

5801.							0	
5802.							0	
5803.							0	
5898. Summary of remaining write-ins for line 58	0	0	0	0	0	0	0	0
5899. Total (Lines 5801 thru 5803 + 5898) (Line 58 above)	0	0	0	0	0	0	0	0

Explanation of basis of allocation by states, premiums by state, etc.

By Situs of contract

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

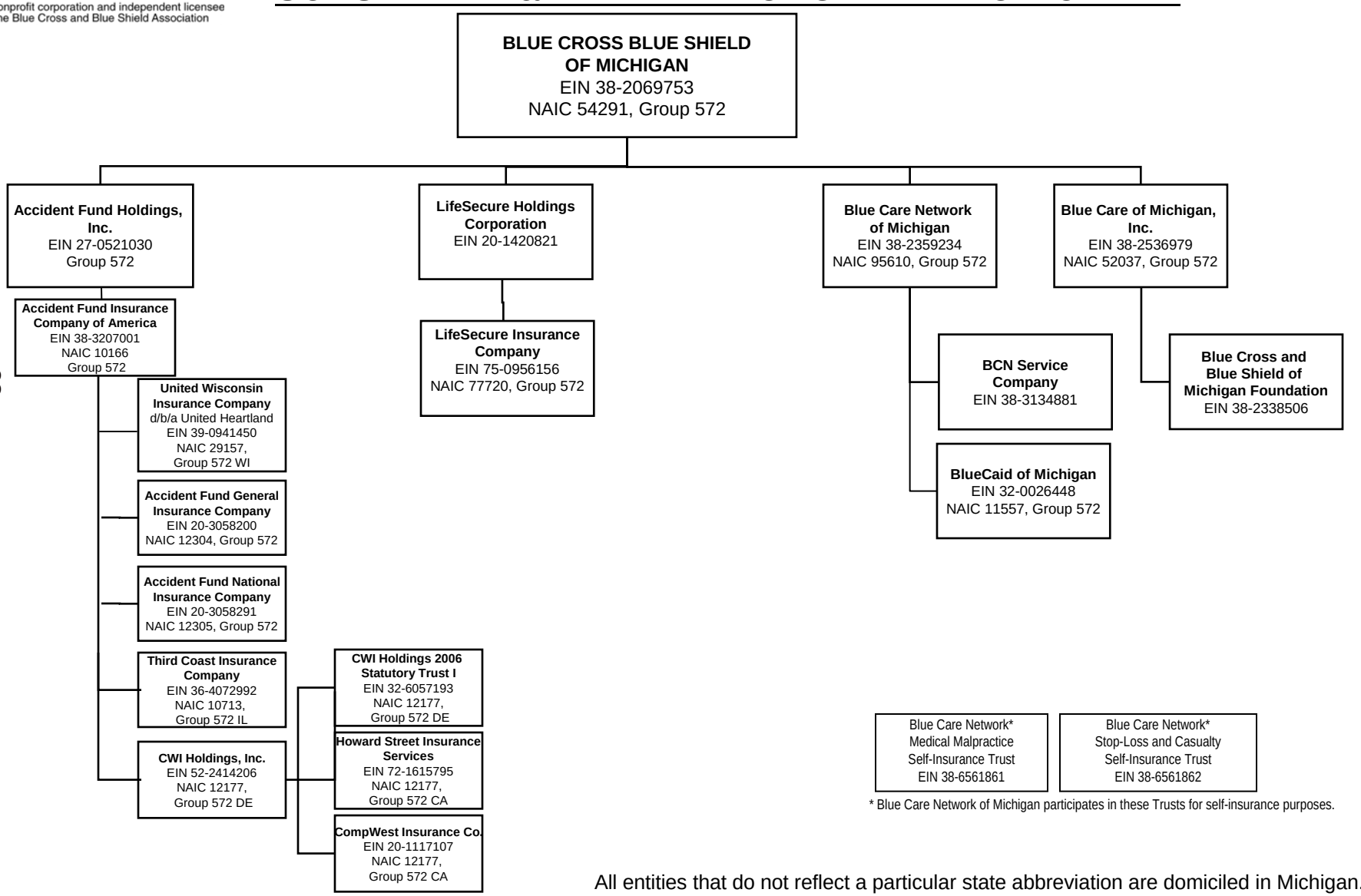
Blue Cross Blue Shield of Michigan

A nonprofit corporation and independent licensee of the Blue Cross and Blue Shield Association

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

PART 1 – ORGANIZATIONAL CHART

SUBSIDIARY & AFFILIATE ORGANIZATION CHART



* Blue Care Network of Michigan participates in these Trusts for self-insurance purposes.

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

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