



**HEALTH ANNUAL STATEMENT
FOR THE YEAR ENDING DECEMBER 31, 2007
OF THE CONDITION AND AFFAIRS OF THE**

Fidelis SecureCare of Michigan Inc.

NAIC Group Code 3744 , 3744 NAIC Company Code 10769 Employer's ID Number 30-0312489
(Current Period) (Prior Period)

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

Country of Domicile United States

Licensed as business type: Life, Accident & Health [] Property/Casualty [] Dental Service Corporation []
Vision Service Corporation [] Other [] Health Maintenance Organization [X]
Hospital, Medical & Dental Service or Indemnity [] Is HMO, Federally Qualified? Yes [X] No []

Incorporated/Organized 12/09/2004 Commenced Business 07/15/2005

Statutory Home Office 38777 West Six Mile Road, Suite 207 , Livonia, MI 48152
(Street and Number) (City or Town, State and Zip Code)

Main Administrative Office 1700 East Golf Road, Suite 1115
(Street and Number)
Schaumburg, IL 60173 847-605-0501
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address 1700 East Golf Road, Suite 1115 , Schaumburg, IL 60173
(Street and Number or P.O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records 1700 East Golf Road, Suite 1115
(Street and Number)
Schaumburg, IL 60173
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Website Address www.fidelissc.com

Statutory Statement Contact _____
(Name) (Area Code) (Telephone Number) (Extension)

(E-mail Address) (FAX Number)

OFFICERS

| | | | |
|---------------------------|------------------|-----------------------------|------------------|
| Name | Title | Name | Title |
| <u>Cathy Kiley Mrs. #</u> | <u>President</u> | <u>Samuel Willcoxon Mr.</u> | <u>Secretary</u> |
| <u>David Goltz Mr.</u> | <u>Treasurer</u> | | |

OTHER OFFICERS

DIRECTORS OR TRUSTEES

Jerome Wilborn Mr. Samuel Willcoxon Mr. David Goltz Mr.

State ofIllinois.....

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County of

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

Cathy Kiley
President

Samuel Willcoxon
Secretary

David Goltz
Treasurer

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

Tracie Wilcox

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 _____

**ANNUAL STATEMENT FOR THE YEAR 2007 OF THE
Fidelis SecureCare of Michigan Inc.**

EXHIBIT 7 PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

| Payment Method | 1 Direct Medical Expense Payment | 2 Column 1 as a % of Total Payments | 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 | 812,522 | 5.2 | 284 | 30.7 | | 812,522 |
| 2. Intermediaries | 0 | 0.0 | | 0.0 | | |
| 3. All other providers | 517,153 | 3.3 | 644 | 69.6 | | 517,153 |
| 4. Total capitation payments | 1,329,675 | 8.4 | 928 | 100.3 | 0 | 1,329,675 |
| Other Payments: | | | | | | |
| 5. Fee-for-service | 14,042,983 | 89.0 | XXX | XXX | | 14,042,983 |
| 6. Contractual fee payments | 0 | 0.0 | XXX | XXX | | |
| 7. Bonus/withhold arrangements - fee-for-service | 0 | 0.0 | XXX | XXX | | |
| 8. Bonus/withhold arrangements - contractual fee payments | 397,614 | 2.5 | XXX | XXX | | 397,614 |
| 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 | 14,440,597 | 91.6 | XXX | XXX | 0 | 14,440,597 |
| 13. Total (Line 4 plus Line 12) | 15,770,272 | 100 % | XXX | XXX | 0 | 15,770,272 |

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 | | | | | |
| 9999999 Totals | | | XXX | XXX | XXX |

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**ANNUAL STATEMENT FOR THE YEAR 2007 OF THE
Fidelis SecureCare of Michigan Inc.**

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 | NONE | | | | | |
| 2. Medical furniture, equipment and fixtures | | | | | | |
| 3. Pharmaceuticals and surgical supplies | | | | | | |
| 4. Durable medical equipment | | | | | | |
| 5. Other property and equipment | | | | | | |
| 6. Total | 0 | 0 | 0 | 0 | 0 | 0 |



**ANNUAL STATEMENT FOR THE YEAR 2007 OF THE
Fidelis SecureCare of Michigan Inc.**

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION

2. _____

(LOCATION)

NAIC Group Code 3744

BUSINESS IN THE STATE OF Michigan

DURING THE YEAR 2007

NAIC Company Code 10769

| | 1 Total | Comprehensive (Hospital & Medical) | | 4 Medicare Supplement | 5 Vision Only | 6 Dental Only | 7 Federal Employees Health Benefit Plan | 8 Title XVIII Medicare | 9 Title XIX Medicaid | 10 Other |
|---|------------|---------------------------------------|------------|-----------------------------|---------------------|---------------------|---|------------------------------|----------------------------|-------------|
| | | 2 Individual | 3 Group | | | | | | | |
| Total Members at end of: | | | | | | | | | | |
| 1. Prior Year | 672 | | | | | | | 672 | | |
| 2. First Quarter | 679 | | | | | | | 679 | | |
| 3. Second Quarter | 815 | | | | | | | 815 | | |
| 4. Third Quarter | 889 | | | | | | | 889 | | |
| 5. Current Year | 925 | | | | | | | 925 | | |
| 6. Current Year Member Months | 9,777 | | | | | | | 9,777 | | |
| Total Member Ambulatory Encounters for Year: | | | | | | | | | | |
| 7. Physician | 0 | | | | | | | 0 | | |
| 8. Non-Physician | 0 | | | | | | | 0 | | |
| 9. Total | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 10. Hospital Patient Days Incurred | 2,637 | | | | | | | 2,637 | | |
| 11. Number of Inpatient Admissions | 403 | | | | | | | 403 | | |
| 12. Health Premiums Written (b)..... | 19,289,952 | | | | | | | 19,289,952 | | |
| 13. Life Premiums Direct..... | 0 | | | | | | | | | |
| 14. Property/Casualty Premiums Written..... | 0 | | | | | | | | | |
| 15. Health Premiums Earned..... | 19,289,952 | | | | | | | 19,289,952 | | |
| 16. Property/Casualty Premiums Earned..... | 0 | | | | | | | | | |
| 17. Amount Paid for Provision of Health Care Services | 15,770,272 | | | | | | | 15,770,272 | | |
| 18. Amount Incurred for Provision of Health Care Services | 17,071,958 | | | | | | | 17,071,958 | | |

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

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes of fees \$ _____

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**ANNUAL STATEMENT FOR THE YEAR 2007 OF THE
Fidelis SecureCare of Michigan Inc.**

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION

2.

(LOCATION)

| NAIC Group Code | 3744 | BUSINESS IN THE STATE OF Consolidated | | DURING THE YEAR 2007 | | | | | | NAIC Company Code | 10769 |
|---|------------|---------------------------------------|------------|-----------------------------|---------------------|---------------------|---|------------------------------|----------------------------|-------------------|-------|
| | 1 Total | Comprehensive (Hospital & Medical) | | 4 Medicare Supplement | 5 Vision Only | 6 Dental Only | 7 Federal Employees Health Benefit Plan | 8 Title XVIII Medicare | 9 Title XIX Medicaid | 10 Other | |
| | | 2 Individual | 3 Group | | | | | | | | |
| Total Members at end of: | | | | | | | | | | | |
| 1. Prior Year | 672 | 0 | 0 | 0 | 0 | 0 | 0 | 672 | 0 | 0 | |
| 2. First Quarter | 679 | 0 | 0 | 0 | 0 | 0 | 0 | 679 | 0 | 0 | |
| 3. Second Quarter | 815 | 0 | 0 | 0 | 0 | 0 | 0 | 815 | 0 | 0 | |
| 4. Third Quarter | 889 | 0 | 0 | 0 | 0 | 0 | 0 | 889 | 0 | 0 | |
| 5. Current Year | 925 | 0 | 0 | 0 | 0 | 0 | 0 | 925 | 0 | 0 | |
| 6. Current Year Member Months | 9,777 | 0 | 0 | 0 | 0 | 0 | 0 | 9,777 | 0 | 0 | |
| Total Member Ambulatory Encounters for Year: | | | | | | | | | | | |
| 7. Physician | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| 8. Non-Physician | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| 9. Total | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| 10. Hospital Patient Days Incurred | 2,637 | 0 | 0 | 0 | 0 | 0 | 0 | 2,637 | 0 | 0 | |
| 11. Number of Inpatient Admissions | 403 | 0 | 0 | 0 | 0 | 0 | 0 | 403 | 0 | 0 | |
| 12. Health Premiums Written (b)..... | 19,289,952 | 0 | 0 | 0 | 0 | 0 | 0 | 19,289,952 | 0 | 0 | |
| 13. Life Premiums Direct..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| 14. Property/Casualty Premiums Written..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| 15. Health Premiums Earned..... | 19,289,952 | 0 | 0 | 0 | 0 | 0 | 0 | 19,289,952 | 0 | 0 | |
| 16. Property/Casualty Premiums Earned..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| 17. Amount Paid for Provision of Health Care Services | 15,770,272 | 0 | 0 | 0 | 0 | 0 | 0 | 15,770,272 | 0 | 0 | |
| 18. Amount Incurred for Provision of Health Care Services | 17,071,958 | 0 | 0 | 0 | 0 | 0 | 0 | 17,071,958 | 0 | 0 | |

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

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

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SCHEDULE A - VERIFICATION BETWEEN YEARS

Real Estate

| | |
|--|----|
| 1. Book/adjusted carrying value, December 31, prior year..... | .0 |
| 2. Increase (decrease) by adjustment: | |
| 2.1 Totals, Part 1, Column 11 | .0 |
| 2.2 Totals, Part 3, Column 8 | .0 |
| 3. Cost of acquired, (Totals, Part 2, Column 6, net of encumbrances, Column 7, and net of credit permanent improvements (Column 9) | .0 |
| 4. Cost of additions and permanent improvements: | |
| 4.1 Totals, Part 1, Column 14..... | .0 |
| 4.2 Totals, Part 3, Column 10 | .0 |
| 5. Total profit (loss) on sales, Part 3, Column 15 | .0 |
| 6. Increase (decrease) by foreign exchange adjustment: | |
| 6.1 Totals, Part 1, Column 12..... | .0 |
| 6.2 Totals, Part 3, Column 9 | .0 |
| 7. Amounts received on sales, Part 3, Column 12 and Part 1, Column 13 | .0 |
| 8. Book/adjusted carrying value at end of current period | .0 |
| 9. Total valuation allowance | .0 |
| 10. Subtotal (Lines 8 plus 9) | .0 |
| 11. Total nonadmitted amounts | .0 |
| 12. Statement value, current period (Page 2, real estate lines, Net Admitted Assets column) | .0 |

NONE

SCHEDULE B - VERIFICATION BETWEEN YEARS

Mortgage Loans

| | |
|---|----|
| 1. Book value/recorded investment excluding accrued interest of mortgage owned, December 31, prior year | .0 |
| 2. Amount loaned during year: | |
| 2.1 Actual cost at time of acquisitions | .0 |
| 2.2 Additional investment made after acquisitions | .0 |
| 3. Accrual of discount and mortgage interest points and commitment fees | .0 |
| 4. Increase (decrease) by adjustment | .0 |
| 5. Total profit (loss) on sale | .0 |
| 6. Amounts paid on account or in full during the year | .0 |
| 7. Amortization of premium | .0 |
| 8. Increase (decrease) by foreign exchange adjustment | .0 |
| 9. Book value/recorded investment excluding accrued interest on mortgages owned at end of current period | .0 |
| 10. Total valuation allowance | .0 |
| 11. Subtotal (Lines 9 plus 10) | .0 |
| 12. Total nonadmitted amounts | .0 |
| 13. Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column)..... | .0 |

NONE

SCHEDULE BA - VERIFICATION BETWEEN YEARS

Long-Term Invested Assets

| | |
|---|----|
| 1. Book/adjusted carrying value of long-term invested assets owned, December 31 of prior year | .0 |
| 2. Cost of acquisitions during year: | |
| 2.1 Actual cost at time of acquisitions | .0 |
| 2.2 Additional investment made after acquisitions | .0 |
| 3. Accrual of discount | .0 |
| 4. Increase (decrease) by adjustment | .0 |
| 5. Total profit (loss) on sale | .0 |
| 6. Amounts paid on account or in full during the year | .0 |
| 7. Amortization of premium | .0 |
| 8. Increase (decrease) by foreign exchange adjustment | .0 |
| 9. Book/adjusted carrying value of long-term invested assets at end of current period | .0 |
| 10. Total valuation allowance | .0 |
| 11. Subtotal (Lines 9 plus 10) | .0 |
| 12. Total nonadmitted amounts | .0 |
| 13. Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3)..... | .0 |

NONE

**ANNUAL STATEMENT FOR THE YEAR 2007 OF THE
Fidelis SecureCare of Michigan Inc.**

SCHEDULE D - PART 1A - SECTION 1

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

| Quality Rating per the NAIC Designation | 1 1 Year or Less | 2 Over 1 Year Through 5 Years | 3 Over 5 Years Through 10 Years | 4 Over 10 Years Through 20 Years | 5 Over 20 Years | 6 Total Current Year | 7 Col. 6 as a % of Line 10.7 | 8 Total from Col. 6 Prior Year | 9 % From Col. 7 Prior Year | 10 Total Publicly Traded | 11 Total Privately Placed (a) |
|---|---------------------|-------------------------------------|---------------------------------------|--|--------------------|-------------------------|------------------------------------|--------------------------------------|----------------------------------|--------------------------------|-------------------------------------|
| 1. U.S. Governments, Schedules D & DA (Group 1) | | | | | | | | | | | |
| 1.1 Class 1 | 36,922 | 1,045,341 | | | | 1,082,263 | 100.0 | 844,982 | 100.0 | 1,082,263 | |
| 1.2 Class 2 | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 1.3 Class 3 | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 1.4 Class 4 | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 1.5 Class 5 | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 1.6 Class 6 | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 1.7 Totals | 36,922 | 1,045,341 | 0 | 0 | 0 | 1,082,263 | 100.0 | 844,982 | 100.0 | 1,082,263 | 0 |
| 2. All Other Governments, Schedules D & DA (Group 2) | | | | | | | | | | | |
| 2.1 Class 1 | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 2.2 Class 2 | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 2.3 Class 3 | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 2.4 Class 4 | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 2.5 Class 5 | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 2.6 Class 6 | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 2.7 Totals | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | 0 | 0.0 | 0 | 0 |
| 3. States, Territories and Possessions etc., Guaranteed, Schedules D & DA (Group 3) | | | | | | | | | | | |
| 3.1 Class 1 | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 3.2 Class 2 | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 3.3 Class 3 | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 3.4 Class 4 | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 3.5 Class 5 | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 3.6 Class 6 | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 3.7 Totals | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | 0 | 0.0 | 0 | 0 |
| 4. Political Subdivisions of States, Territories and Possessions, Guaranteed, Schedules D & DA (Group 4) | | | | | | | | | | | |
| 4.1 Class 1 | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 4.2 Class 2 | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 4.3 Class 3 | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 4.4 Class 4 | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 4.5 Class 5 | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 4.6 Class 6 | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 4.7 Totals | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | 0 | 0.0 | 0 | 0 |
| 5. Special Revenue & Special Assessment Obligations etc., Non-Guaranteed, Schedules D & DA (Group 5) | | | | | | | | | | | |
| 5.1 Class 1 | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 5.2 Class 2 | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 5.3 Class 3 | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 5.4 Class 4 | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 5.5 Class 5 | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 5.6 Class 6 | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 5.7 Totals | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | 0 | 0.0 | 0 | 0 |

**ANNUAL STATEMENT FOR THE YEAR 2007 OF THE
Fidelis SecureCare of Michigan Inc.**

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

| Quality Rating per the NAIC Designation | 1 1 Year or Less | 2 Over 1 Year Through 5 Years | 3 Over 5 Years Through 10 Years | 4 Over 10 Years Through 20 Years | 5 Over 20 Years | 6 Total Current Year | 7 Col. 6 as a % of Line 10.7 | 8 Total from Col. 6 Prior Year | 9 % From Col. 7 Prior Year | 10 Total Publicly Traded | 11 Total Privately Placed (a) |
|---|---------------------|-------------------------------------|---------------------------------------|--|--------------------|-------------------------|------------------------------------|--------------------------------------|----------------------------------|--------------------------------|-------------------------------------|
| 6. Public Utilities (Unaffiliated), Schedules D & DA (Group 6) | | | | | | | | | | | |
| 6.1 Class 1 | | | | | | .0 | 0.0 | .0 | 0.0 | | |
| 6.2 Class 2 | | | | | | .0 | 0.0 | .0 | 0.0 | | |
| 6.3 Class 3 | | | | | | .0 | 0.0 | .0 | 0.0 | | |
| 6.4 Class 4 | | | | | | .0 | 0.0 | .0 | 0.0 | | |
| 6.5 Class 5 | | | | | | .0 | 0.0 | .0 | 0.0 | | |
| 6.6 Class 6 | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 6.7 Totals | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | 0 | 0.0 | 0 | 0 |
| 7. Industrial & Miscellaneous (Unaffiliated), Schedules D & DA (Group 7) | | | | | | | | | | | |
| 7.1 Class 1 | | | | | | .0 | 0.0 | .0 | 0.0 | | |
| 7.2 Class 2 | | | | | | .0 | 0.0 | .0 | 0.0 | | |
| 7.3 Class 3 | | | | | | .0 | 0.0 | .0 | 0.0 | | |
| 7.4 Class 4 | | | | | | .0 | 0.0 | .0 | 0.0 | | |
| 7.5 Class 5 | | | | | | .0 | 0.0 | .0 | 0.0 | | |
| 7.6 Class 6 | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 7.7 Totals | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | 0 | 0.0 | 0 | 0 |
| 8. Credit Tenant Loans, Schedules D & DA (Group 8) | | | | | | | | | | | |
| 8.1 Class 1 | | | | | | .0 | 0.0 | .0 | 0.0 | | |
| 8.2 Class 2 | | | | | | .0 | 0.0 | .0 | 0.0 | | |
| 8.3 Class 3 | | | | | | .0 | 0.0 | .0 | 0.0 | | |
| 8.4 Class 4 | | | | | | .0 | 0.0 | .0 | 0.0 | | |
| 8.5 Class 5 | | | | | | .0 | 0.0 | .0 | 0.0 | | |
| 8.6 Class 6 | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 8.7 Totals | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | 0 | 0.0 | 0 | 0 |
| 9. Parent, Subsidiaries and Affiliates, Schedules D & DA (Group 9) | | | | | | | | | | | |
| 9.1 Class 1 | | | | | | .0 | 0.0 | .0 | 0.0 | | |
| 9.2 Class 2 | | | | | | .0 | 0.0 | .0 | 0.0 | | |
| 9.3 Class 3 | | | | | | .0 | 0.0 | .0 | 0.0 | | |
| 9.4 Class 4 | | | | | | .0 | 0.0 | .0 | 0.0 | | |
| 9.5 Class 5 | | | | | | .0 | 0.0 | .0 | 0.0 | | |
| 9.6 Class 6 | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 9.7 Totals | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | 0 | 0.0 | 0 | 0 |

**ANNUAL STATEMENT FOR THE YEAR 2007 OF THE
Fidelis SecureCare of Michigan Inc.**

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

| Quality Rating per the NAIC Designation | 1 1 Year or Less | 2 Over 1 Year Through 5 Years | 3 Over 5 Years Through 10 Years | 4 Over 10 Years Through 20 Years | 5 Over 20 Years | 6 Total Current Year | 7 Col. 6 as a % of Line 10.7 | 8 Total from Col. 6 Prior Year | 9 % From Col. 7 Prior Year | 10 Total Publicly Traded | 11 Total Privately Placed (a) |
|---|---------------------|-------------------------------------|---------------------------------------|--|--------------------|-------------------------|------------------------------------|--------------------------------------|----------------------------------|--------------------------------|-------------------------------------|
| 10. Total Bonds Current Year | | | | | | | | | | | |
| 10.1 Class 1 | 36,922 | 1,045,341 | 0 | 0 | 0 | 1,082,263 | 100.0 | XXX | XXX | 1,082,263 | 0 |
| 10.2 Class 2 | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | XXX | XXX | 0 | 0 |
| 10.3 Class 3 | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | XXX | XXX | 0 | 0 |
| 10.4 Class 4 | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | XXX | XXX | 0 | 0 |
| 10.5 Class 5 | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | XXX | XXX | 0 | 0 |
| 10.6 Class 6 | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | XXX | XXX | 0 | 0 |
| 10.7 Totals | 36,922 | 1,045,341 | 0 | 0 | 0 | 1,082,263 | 100.0 | XXX | XXX | 1,082,263 | 0 |
| 10.8 Line 10.7 as a % of Col. 6 | 3.4 | 96.6 | 0.0 | 0.0 | 0.0 | 100.0 | XXX | XXX | XXX | 100.0 | 0.0 |
| 11. Total Bonds Prior Year | | | | | | | | | | | |
| 11.1 Class 1 | 300,220 | 544,762 | 0 | 0 | 0 | XXX | XXX | 844,982 | 100.0 | 844,982 | 0 |
| 11.2 Class 2 | 0 | 0 | 0 | 0 | 0 | XXX | XXX | 0 | 0.0 | 0 | 0 |
| 11.3 Class 3 | 0 | 0 | 0 | 0 | 0 | XXX | XXX | 0 | 0.0 | 0 | 0 |
| 11.4 Class 4 | 0 | 0 | 0 | 0 | 0 | XXX | XXX | 0 | 0.0 | 0 | 0 |
| 11.5 Class 5 | 0 | 0 | 0 | 0 | 0 | XXX | XXX | 0 | 0.0 | 0 | 0 |
| 11.6 Class 6 | 0 | 0 | 0 | 0 | 0 | XXX | XXX | 0 | 0.0 | 0 | 0 |
| 11.7 Totals | 300,220 | 544,762 | 0 | 0 | 0 | XXX | XXX | 844,982 | 100.0 | 844,982 | 0 |
| 11.8 Line 11.7 as a % of Col. 8 | 35.5 | 64.5 | 0.0 | 0.0 | 0.0 | XXX | XXX | 100.0 | XXX | 100.0 | 0.0 |
| 12. Total Publicly Traded Bonds | | | | | | | | | | | |
| 12.1 Class 1 | 36,922 | 1,045,341 | 0 | 0 | 0 | 1,082,263 | 100.0 | 844,982 | 100.0 | 1,082,263 | XXX |
| 12.2 Class 2 | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | 0 | 0.0 | 0 | XXX |
| 12.3 Class 3 | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | 0 | 0.0 | 0 | XXX |
| 12.4 Class 4 | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | 0 | 0.0 | 0 | XXX |
| 12.5 Class 5 | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | 0 | 0.0 | 0 | XXX |
| 12.6 Class 6 | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | 0 | 0.0 | 0 | XXX |
| 12.7 Totals | 36,922 | 1,045,341 | 0 | 0 | 0 | 1,082,263 | 100.0 | 844,982 | 100.0 | 1,082,263 | XXX |
| 12.8 Line 12.7 as a % of Col. 6 | 3.4 | 96.6 | 0.0 | 0.0 | 0.0 | 100.0 | XXX | XXX | XXX | 100.0 | XXX |
| 12.9 Line 12.7 as a % of Line 10.7, Col. 6, Section 10 | 3.4 | 96.6 | 0.0 | 0.0 | 0.0 | 100.0 | XXX | XXX | XXX | 100.0 | XXX |
| 13. Total Privately Placed Bonds | | | | | | | | | | | |
| 13.1 Class 1 | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | 0 | 0.0 | XXX | 0 |
| 13.2 Class 2 | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | 0 | 0.0 | XXX | 0 |
| 13.3 Class 3 | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | 0 | 0.0 | XXX | 0 |
| 13.4 Class 4 | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | 0 | 0.0 | XXX | 0 |
| 13.5 Class 5 | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | 0 | 0.0 | XXX | 0 |
| 13.6 Class 6 | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | 0 | 0.0 | XXX | 0 |
| 13.7 Totals | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | 0 | 0.0 | XXX | 0 |
| 13.8 Line 13.7 as a % of Col. 6 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | XXX | XXX | XXX | XXX | 0.0 |
| 13.9 Line 13.7 as a % of Line 10.7, Col. 6, Section 10 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | XXX | XXX | XXX | XXX | 0.0 |

(a) Includes \$ freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.
 (b) Includes \$ current year, \$ prior year of bonds with Z designations and \$, current year, \$ prior year of bonds with Z* designations. The letter "Z" means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z*" means the SVO could not evaluate the obligation because valuation procedures for the security class is under regulatory review.
 (c) Includes \$ current year, \$ prior year of bonds with 5* designations and \$, current year, \$ prior year of bonds with 6* designations. "5*" means the NAIC designation was assigned by the SVO in reliance on the insurer's certification that the issuer is current in all principal and interest payments. "6*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.

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**ANNUAL STATEMENT FOR THE YEAR 2007 OF THE
Fidelis SecureCare of Michigan Inc.**

SCHEDULE D - PART 1A - SECTION 2

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

| Distribution by Type | 1 1 Year or Less | 2 Over 1 Year Through 5 Years | 3 Over 5 Years Through 10 Years | 4 Over 10 Years Through 20 Years | 5 Over 20 Years | 6 Total Current Year | 7 Col. 6 as a % of Line 10.7 | 8 Total from Col 6 Prior Year | 9 % From Col. 7 Prior Year | 10 Total Publicly Traded | 11 Total Privately Placed |
|---|---------------------|-------------------------------------|---------------------------------------|--|--------------------|-------------------------|------------------------------------|-------------------------------------|----------------------------------|--------------------------------|---------------------------------|
| 1. U.S. Governments, Schedules D & DA (Group 1) | | | | | | | | | | | |
| 1.1 Issuer Obligations | 36,922 | 1,045,341 | | | | 1,082,263 | 100.0 | 844,982 | 100.0 | 1,082,263 | |
| 1.2 Single Class Mortgage-Backed/Asset-Backed Securities | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 1.7 Totals | 36,922 | 1,045,341 | 0 | 0 | 0 | 1,082,263 | 100.0 | 844,982 | 100.0 | 1,082,263 | 0 |
| 2. All Other Governments, Schedules D & DA (Group 2) | | | | | | | | | | | |
| 2.1 Issuer Obligations | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 2.2 Single Class Mortgage-Backed/Asset-Backed Securities | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 2.3 Defined | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 2.4 Other | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET- BACKED SECURITIES | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 2.5 Defined | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 2.6 Other | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 2.7 Totals | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | 0 | 0.0 | 0 | 0 |
| 3. States, Territories, and Possessions Guaranteed, Schedules D & DA (Group 3) | | | | | | | | | | | |
| 3.1 Issuer Obligations | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 3.2 Single Class Mortgage-Backed/Asset-Backed Securities | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 3.3 Defined | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 3.4 Other | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET- BACKED SECURITIES | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 3.5 Defined | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 3.6 Other | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 3.7 Totals | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | 0 | 0.0 | 0 | 0 |
| 4. Political Subdivisions of States, Territories and Possessions, Guaranteed, Schedules D & DA (Group 4) | | | | | | | | | | | |
| 4.1 Issuer Obligations | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 4.2 Single Class Mortgage-Backed/Asset-Backed Securities | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 4.3 Defined | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 4.4 Other | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET- BACKED SECURITIES | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 4.5 Defined | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 4.6 Other | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 4.7 Totals | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | 0 | 0.0 | 0 | 0 |
| 5. Special Revenue & Special Assessment Obligations etc., Non-Guaranteed, Schedules D & DA (Group 5) | | | | | | | | | | | |
| 5.1 Issuer Obligations | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 5.2 Single Class Mortgage-Backed/Asset-Backed Securities | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 5.3 Defined | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 5.4 Other | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET- BACKED SECURITIES | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 5.5 Defined | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 5.6 Other | | | | | | 0 | 0.0 | 0 | 0.0 | | |
| 5.7 Totals | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | 0 | 0.0 | 0 | 0 |

**ANNUAL STATEMENT FOR THE YEAR 2007 OF THE
Fidelis SecureCare of Michigan Inc.**

SCHEDULE D - PART 1A - SECTION 2 (continued)

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

| Distribution by Type | 1 1 Year or Less | 2 Over 1 Year Through 5 Years | 3 Over 5 Years Through 10 Years | 4 Over 10 Years Through 20 Years | 5 Over 20 Years | 6 Total Current Year | 7 Col. 6 as a % of Line 10.7 | 8 Total from Col. 6 Prior Year | 9 % From Col. 7 Prior Year | 10 Total Publicly Traded | 11 Total Privately Placed |
|---|---------------------|-------------------------------------|---------------------------------------|--|--------------------|-------------------------|------------------------------------|--------------------------------------|----------------------------------|--------------------------------|---------------------------------|
| 6. Public Utilities (Unaffiliated), Schedules D & DA (Group 6) | | | | | | | | | | | |
| 6.1 Issuer Obligations | | | | | | .0 | .0.0 | .0 | .0.0 | | |
| 6.2 Single Class Mortgage-Backed/Asset-Based Securities | | | | | | .0 | .0.0 | .0 | .0.0 | | |
| MULTI-CLASS RESIDENTIAL MORTGAGE- BACKED SECURITIES | | | | | | | | | | | |
| 6.3 Defined | | | | | | .0 | .0.0 | .0 | .0.0 | | |
| 6.4 Other | | | | | | .0 | .0.0 | .0 | .0.0 | | |
| MULTI-CLASS COMMERCIAL MORTGAGE- BACKED/ASSET-BACKED SECURITIES | | | | | | | | | | | |
| 6.5 Defined | | | | | | .0 | .0.0 | .0 | .0.0 | | |
| 6.6 Other | | | | | | .0 | .0.0 | .0 | .0.0 | | |
| 6.7 Totals | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | 0 | 0.0 | 0 | 0 |
| 7. Industrial & Miscellaneous (Unaffiliated), Schedules D & DA (Group 7) | | | | | | | | | | | |
| 7.1 Issuer Obligations | | | | | | .0 | .0.0 | .0 | .0.0 | | |
| 7.2 Single Class Mortgage-Backed/Asset-Based Securities | | | | | | .0 | .0.0 | .0 | .0.0 | | |
| MULTI-CLASS RESIDENTIAL MORTGAGE- BACKED SECURITIES | | | | | | | | | | | |
| 7.3 Defined | | | | | | .0 | .0.0 | .0 | .0.0 | | |
| 7.4 Other | | | | | | .0 | .0.0 | .0 | .0.0 | | |
| MULTI-CLASS COMMERCIAL MORTGAGE- BACKED/ASSET-BACKED SECURITIES | | | | | | | | | | | |
| 7.5 Defined | | | | | | .0 | .0.0 | .0 | .0.0 | | |
| 7.6 Other | | | | | | .0 | .0.0 | .0 | .0.0 | | |
| 7.7 Totals | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | 0 | 0.0 | 0 | 0 |
| 8. Credit Tenant Loans, Schedules D & DA (Group 8) | | | | | | | | | | | |
| 8.1 Issuer Obligations | | | | | | .0 | .0.0 | .0 | .0.0 | | |
| 8.7 Totals | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | 0 | 0.0 | 0 | 0 |
| 9. Parents, Subsidiaries and Affiliates, Schedules D & DA (Group 9) | | | | | | | | | | | |
| 9.1 Issuer Obligations | | | | | | .0 | .0.0 | .0 | .0.0 | | |
| 9.2 Single Class Mortgage-Backed/Asset-Based Securities | | | | | | .0 | .0.0 | .0 | .0.0 | | |
| MULTI-CLASS RESIDENTIAL MORTGAGE- BACKED SECURITIES | | | | | | | | | | | |
| 9.3 Defined | | | | | | .0 | .0.0 | .0 | .0.0 | | |
| 9.4 Other | | | | | | .0 | .0.0 | .0 | .0.0 | | |
| MULTI-CLASS COMMERCIAL MORTGAGE- BACKED/ASSET-BACKED SECURITIES | | | | | | | | | | | |
| 9.5 Defined | | | | | | .0 | .0.0 | .0 | .0.0 | | |
| 9.6 Other | | | | | | .0 | .0.0 | .0 | .0.0 | | |
| 9.7 Totals | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | 0 | 0.0 | 0 | 0 |

**ANNUAL STATEMENT FOR THE YEAR 2007 OF THE
Fidelis SecureCare of Michigan Inc.**

SCHEDULE D - PART 1A - SECTION 2 (continued)

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

| Distribution by Type | 1 1 Year or Less | 2 Over 1 Year Through 5 Years | 3 Over 5 Years Through 10 Years | 4 Over 10 Years Through 20 Years | 5 Over 20 Years | 6 Total Current Year | 7 Col. 6 as a % of Line 10.7 | 8 Total From Col. 6 Prior Year | 9 % From Col. 7 Prior Year | 10 Total Publicly Traded | 11 Total Privately Placed |
|---|---------------------|-------------------------------------|---------------------------------------|--|--------------------|----------------------------|------------------------------------|--------------------------------------|----------------------------------|--------------------------------|---------------------------------|
| 10. Total Bonds Current Year | | | | | | | | | | | |
| 10.1 Issuer Obligations | 36,922 | 1,045,341 | 0 | 0 | 0 | 1,082,263 | 100.0 | XXX | XXX | 1,082,263 | 0 |
| 10.2 Single Class Mortgage-Backed/Asset-Backed Securities MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | XXX | XXX | 0 | 0 |
| 10.3 Defined | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | XXX | XXX | 0 | 0 |
| 10.4 Other MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | XXX | XXX | 0 | 0 |
| 10.5 Defined | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | XXX | XXX | 0 | 0 |
| 10.6 Other | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | XXX | XXX | 0 | 0 |
| 10.7 Totals | 36,922 | 1,045,341 | 0 | 0 | 0 | 1,082,263 | 100.0 | XXX | XXX | 1,082,263 | 0 |
| 10.8 Line 10.7 as a % of Col. 6 | 3.4 | 96.6 | 0.0 | 0.0 | 0.0 | 100.0 | XXX | XXX | XXX | 100.0 | 0.0 |
| 11. Total Bonds Prior Year | | | | | | | | | | | |
| 11.1 Issuer Obligations | 300,220 | 544,762 | 0 | 0 | 0 | XXX | XXX | 844,982 | 100.0 | 844,982 | 0 |
| 11.2 Single Class Mortgage-Backed/Asset-Backed Securities MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES | 0 | 0 | 0 | 0 | 0 | XXX | XXX | 0 | 0.0 | 0 | 0 |
| 11.3 Defined | 0 | 0 | 0 | 0 | 0 | XXX | XXX | 0 | 0.0 | 0 | 0 |
| 11.4 Other MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES | 0 | 0 | 0 | 0 | 0 | XXX | XXX | 0 | 0.0 | 0 | 0 |
| 11.5 Defined | 0 | 0 | 0 | 0 | 0 | XXX | XXX | 0 | 0.0 | 0 | 0 |
| 11.6 Other | 0 | 0 | 0 | 0 | 0 | XXX | XXX | 0 | 0.0 | 0 | 0 |
| 11.7 Totals | 300,220 | 544,762 | 0 | 0 | 0 | XXX | XXX | 844,982 | 100.0 | 844,982 | 0 |
| 11.8 Line 11.7 as a % of Col. 8 | 35.5 | 64.5 | 0.0 | 0.0 | 0.0 | XXX | XXX | 100.0 | XXX | 100.0 | 0.0 |
| 12. Total Publicly Traded Bonds | | | | | | | | | | | |
| 12.1 Issuer Obligations | 36,922 | 1,045,341 | | | | 1,082,263 | 100.0 | 844,982 | 100.0 | 1,082,263 | XXX |
| 12.2 Single Class Mortgage-Backed/Asset-Backed Securities MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES | | | | | | 0 | 0.0 | 0 | 0.0 | 0 | XXX |
| 12.3 Defined | | | | | | 0 | 0.0 | 0 | 0.0 | 0 | XXX |
| 12.4 Other MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES | | | | | | 0 | 0.0 | 0 | 0.0 | 0 | XXX |
| 12.5 Defined | | | | | | 0 | 0.0 | 0 | 0.0 | 0 | XXX |
| 12.6 Other | | | | | | 0 | 0.0 | 0 | 0.0 | 0 | XXX |
| 12.7 Totals | 36,922 | 1,045,341 | 0 | 0 | 0 | 1,082,263 | 100.0 | 844,982 | 100.0 | 1,082,263 | XXX |
| 12.8 Line 12.7 as a % of Col. 6 | 3.4 | 96.6 | 0.0 | 0.0 | 0.0 | 100.0 | XXX | XXX | XXX | 100.0 | XXX |
| 12.9 Line 12.7 as a % of Line 10.7, Col. 6, Section 10 | 3.4 | 96.6 | 0.0 | 0.0 | 0.0 | 100.0 | XXX | XXX | XXX | 100.0 | XXX |
| 13. Total Privately Placed Bonds | | | | | | | | | | | |
| 13.1 Issuer Obligations | | | | | | 0 | 0.0 | 0 | 0.0 | XXX | 0 |
| 13.2 Single Class Mortgage-Backed/Asset-Backed Securities MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES | | | | | | 0 | 0.0 | 0 | 0.0 | XXX | 0 |
| 13.3 Defined | | | | | | 0 | 0.0 | 0 | 0.0 | XXX | 0 |
| 13.4 Other MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES | | | | | | 0 | 0.0 | 0 | 0.0 | XXX | 0 |
| 13.5 Defined | | | | | | 0 | 0.0 | 0 | 0.0 | XXX | 0 |
| 13.6 Other | | | | | | 0 | 0.0 | 0 | 0.0 | XXX | 0 |
| 13.7 Totals | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | 0 | 0.0 | XXX | 0 |
| 13.8 Line 13.7 as a % of Col. 6 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | XXX | XXX | XXX | XXX | 0.0 |
| 13.9 Line 13.7 as a % of Line 10.7, Col. 6, Section 10 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | XXX | XXX | XXX | XXX | 0.0 |

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**ANNUAL STATEMENT FOR THE YEAR 2007 OF THE
Fidelis SecureCare of Michigan Inc.**

SCHEDULE DA - PART 2 - VERIFICATION BETWEEN YEARS

Short-Term Investments

| | 1 | 2 | 3 | 4 | 5 |
|---|---------|---------|----------------|--|---|
| | Total | Bonds | Mortgage Loans | Other Short-term Investment Assets(a) | Investments in Parent, Subsidiaries and Affiliates |
| 1. Book/adjusted carrying value, prior year | 300,220 | 300,220 | 0 | 0 | 0 |
| 2. Cost of short-term investments acquired | 36,702 | 36,702 | | | |
| 3. Increase (decrease) by adjustment | 0 | | | | |
| 4. Increase (decrease) by foreign exchange adjustment | 0 | | | | |
| 5. Total profit (loss) on disposal of short-term investments | 0 | | | | |
| 6. Consideration received on disposal of short-term investments | 300,000 | 300,000 | | | |
| 7. Book/adjusted carrying value, current year | 36,922 | 36,922 | 0 | 0 | 0 |
| 8. Total valuation allowance | 0 | | | | |
| 9. Subtotal (Lines 7 plus 8) | 36,922 | 36,922 | 0 | 0 | 0 |
| 10. Total nonadmitted amounts | 0 | | | | |
| 11. Statement value (Lines 9 minus 10) | 36,922 | 36,922 | 0 | 0 | 0 |
| 12. Income collected during year | 4,500 | 4,500 | | | |
| 13. Income earned during year | 727 | 727 | | | |

(a) Indicate the category of such assets, for example, joint ventures, transportation equipment:

Schedule DB - Part A - VBY

NONE

Schedule DB - Part B - VBY

NONE

Schedule DB - Part C - VBY

NONE

Schedule DB - Part D - VBY

NONE

Schedule DB - Part E - VBY

NONE

Schedule DB - Part F - Section 1

NONE

Schedule DB - Part F - Section 2

NONE

Schedule S - Part 1 - Section 2

NONE

Schedule S - Part 2

NONE

**ANNUAL STATEMENT FOR THE YEAR 2007 OF THE
Fidelis SecureCare of Michigan Inc.**

SCHEDULE S - PART 3 - SECTION 2

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

| 1 NAIC Company Code | 2 Federal ID Number | 3 Effective Date | 4 Name of Company | 5 Location | 6 Type | 7 Premiums | 8 Unearned Premiums (Estimated) | 9 Reserve Credit Taken Other than for Unearned Premiums | Outstanding Surplus Relief | | 12 Modified Coinsurance Reserve | 13 Funds Withheld Under Coinsurance |
|---|---------------------------|---------------------|----------------------|---------------|-----------|---------------|---------------------------------------|--|----------------------------|------------------|--|---|
| | | | | | | | | | 10 Current Year | 11 Prior Year | | |
| 21970 | 23-1502700 | 01/01/2007 | One Beacon | Pennsylvania | SSL/1/A | 299,127 | | | | | | |
| 0299999 - Total Authorized General Account - Non-Affiliates | | | | | | 299,127 | | | | | | |
| 0399999 - Total Authorized General Account | | | | | | 299,127 | | | | | | |
| 0799999 - Total Authorized and Unauthorized General Account | | | | | | 299,127 | | | | | | |
| 1599999 Totals | | | | | | 299,127 | | | | | | |

**ANNUAL STATEMENT FOR THE YEAR 2007 OF THE
Fidelis SecureCare of Michigan Inc.**

SCHEDULE S - PART 4

Reinsurance Ceded to Unauthorized Companies

| 1 NAIC Company Code | 2 Federal ID Number | 3 Effective Date | 4 Name of Reinsurer | 5 Reserve Credit Taken | 6 Paid and Unpaid Losses Recoverable (Debit) | 7 Other Debits | 8 Total (Cols. 5+6+7) | 9 Letters of Credit | 10 Trust Agreements | 11 Funds Deposited by and Withheld from Reinsurers | 12 Other | 13 Miscellaneous Balances (Credit) | 14 Sum of Cols 9+10+11+12+13 But Not in Excess of Col. 8 |
|------------------------------|---------------------------|------------------------|------------------------|------------------------------|---|-------------------|-----------------------------|------------------------|------------------------|---|-------------|--|--|
| NONE | | | | | | | | | | | | | |
| 1199999 Total | | | | | | | | | | | | | |

ANNUAL STATEMENT FOR THE YEAR 2007 OF THE
Fidelis SecureCare of Michigan Inc.

Schedule S-Part 5
Five-Year Exhibit of Reinsurance Ceded Business
(000 Omitted)

| | 1 2007 | 2 2006 | 3 2005 | 4 2004 | 5 2003 |
|--|-----------|-----------|-----------|-----------|-----------|
| A. OPERATIONS ITEMS | | | | | |
| 1. Premiums..... | 0 | 0 | 0 | 0 | 0 |
| 2. Title XVIII-Medicare..... | 299 | 139 | 14 | 0 | 0 |
| 3. Title XIX-Medicaid..... | 0 | 0 | 0 | 0 | 0 |
| 4. Commissions and reinsurance expense allowance..... | | 0 | 0 | 0 | 0 |
| 5. Total hospital and medical expenses..... | | (104) | 150 | 0 | 0 |
| B. BALANCE SHEET ITEMS | | | | | |
| 6. Premiums receivable..... | | 0 | 0 | 0 | 0 |
| 7. Claims payable..... | | 0 | 150 | 0 | 0 |
| 8. Reinsurance recoverable on paid losses..... | 0 | 0 | 0 | 0 | 0 |
| 9. Experience rating refunds due or unpaid..... | | 0 | 0 | 0 | 0 |
| 10. Commissions and reinsurance expense allowances unpaid..... | | 0 | 0 | 0 | 0 |
| 11. Unauthorized reinsurance offset..... | 0 | 0 | 0 | 0 | 0 |
| C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM) | | | | | |
| 12. Funds deposited by and withheld from (F)..... | 0 | 0 | 0 | 0 | 0 |
| 13. Letters of credit (L)..... | 0 | 0 | 0 | 0 | 0 |
| 14. Trust agreements (T)..... | 0 | 0 | 0 | 0 | 0 |
| 15. Other (O) | 0 | 0 | 0 | 0 | 0 |

**ANNUAL STATEMENT FOR THE YEAR 2007 OF THE
Fidelis SecureCare of Michigan Inc.**

SCHEDULE S-PART 6

Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

| | 1 | 2 | 3 |
|---|-------------------------------|----------------------------|------------------------------|
| | As Reported (net of ceded) | Restatement Adjustments | Restated (gross of ceded) |
| ASSETS (Page 2, Col. 3) | | | |
| 1. Cash and invested assets (Line 10) | 6,594,441 | | 6,594,441 |
| 2. Accident and health premiums due and unpaid (Line 13) | 0 | | 0 |
| 3. Amounts recoverable from reinsurers (Line 14.1) | 0 | | 0 |
| 4. Net credit for ceded reinsurance | XXX | 0 | 0 |
| 5. All other admitted assets (Balance) | 27,154 | | 27,154 |
| 6. Total assets (Line 26) | 6,621,595 | 0 | 6,621,595 |
| LIABILITIES, CAPITAL AND SURPLUS (Page 3) | | | |
| 7. Claims unpaid (Line 1) | 4,078,543 | 0 | 4,078,543 |
| 8. Accrued medical incentive pool and bonus payments (Line 2) | 103,396 | | 103,396 |
| 9. Premiums received in advance (Line 8) | 0 | | 0 |
| 10. Funds held under reinsurance treaties with authorized and unauthorized insurers (Line 17) | 0 | | 0 |
| 11. Reinsurance in unauthorized companies (Line 18) | 0 | | 0 |
| 12. All other liabilities (Balance) | 721,457 | | 721,457 |
| 13. Total liabilities (Line 22) | 4,903,396 | 0 | 4,903,396 |
| 14. Total capital and surplus (Line 31) | 1,718,200 | XXX | 1,718,200 |
| 15. Total liabilities, capital and surplus (Line 32) | 6,621,596 | 0 | 6,621,596 |
| NET CREDIT FOR CEDED REINSURANCE | | | |
| 16. Claims unpaid | 0 | | |
| 17. Accrued medical incentive pool | 0 | | |
| 18. Premiums received in advance | 0 | | |
| 19. Reinsurance recoverable on paid losses | 0 | | |
| 20. Other ceded reinsurance recoverables | 0 | | |
| 21. Total ceded reinsurance recoverables | 0 | | |
| 22. Premiums receivable | 0 | | |
| 23. Funds held under reinsurance treaties with authorized and unauthorized reinsurers | 0 | | |
| 24. Unauthorized reinsurance | 0 | | |
| 25. Other ceded reinsurance payables/offsets | 0 | | |
| 26. Total ceded reinsurance payables/offsets | 0 | | |
| 27. Total net credit for ceded reinsurance | 0 | | |

**ANNUAL STATEMENT FOR THE YEAR 2007 OF THE
Fidelis SecureCare of Michigan Inc.**

**SCHEDULE T – PART 2
INTERSTATE COMPACT – EXHIBIT OF PREMIUMS WRITTEN**

Allocated by States and Territories

| States, Etc. | | Direct Business Only | | | | | 6 Totals |
|------------------------------|----|--|--|--|--|--------------------------------|-------------|
| | | 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 | |
| 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. U.S. Virgin Islands | VI | | | | | | 0 |
| 56. Northern Mariana Islands | MP | | | | | | 0 |
| 57. Canada | CN | | | | | | 0 |
| 58. Aggregate Other Alien | OT | | | | | | 0 |
| 59. Totals | | 0 | 0 | 0 | 0 | 0 | 0 |

NONE

**ANNUAL STATEMENT FOR THE YEAR 2007 OF THE
Fidelis SecureCare of Michigan Inc.**

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

| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 |
|-------------------------|----------------------|--|--------------------------|--------------------------|--|---|---|---|-----|--|-------------|---|
| NAIC Company Code | Federal ID Number | Names of Insurers and Parent, Subsidiaries or Affiliates | Shareholder Dividends | Capital Contributions | Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments | Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s) | Management Agreements and Service Contracts | Income/ (Disbursements) Incurred Under Reinsurance Agreements | * | Any Other Material Activity Not in the Ordinary Course of the Insurer's Business | Totals | Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/(Liability) |
| 12288 | 20-2214150 | Fidelis SecureCare of North Carolina Inc. | | | | | (199,309) | | | | (199,309) | |
| 12597 | 84-1704073 | Fidelis SecureCare of Texas, Inc. | | | | | (1,449,787) | | | | (1,449,787) | |
| 10769 | 30-0312489 | Fidelis SecureCare of Michigan Inc. | | | | | (2,182,689) | | | | (2,182,689) | |
| 3744 | 16-1719046 | Fidelis SeniorCare Inc. | | | | | 3,831,785 | | | | 3,831,785 | |
| 9999999 Control Totals | | | 0 | 0 | 0 | 0 | 0 | 0 | XXX | 0 | 0 | 0 |

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**ANNUAL STATEMENT FOR THE YEAR 2007 OF THE
Fidelis SecureCare of Michigan Inc.**

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 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 Management's Discussion and Analysis be filed by April 1? |YES..... |
| 6. Will the Supplemental Investment Risks Interrogatories be filed by April 1? |YES..... |
| 7. Will the Accident and Health Policy Experience Exhibit be filed by April 1? |YES..... |

JUNE FILING

- | | |
|---|---------------|
| 8. Will an audited financial report be filed by June 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 filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

MARCH FILING

- | | |
|---|---------------------------|
| 9. Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1? |NO..... |
| 10. Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC? |NO..... |
| 11. Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC? |NO..... |
| 12. Will the Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1? |SEE EXPLANATION..... |
| 13. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1? |SEE EXPLANATION..... |

APRIL FILING

- | | |
|---|--------------|
| 14. Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1? |NO..... |
| 15. Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC? |NO..... |
| 16. 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..... |

EXPLANATION:

- 9.
- 10.
- 11.
12. we have less than 100 shareholders
13. Medicare Advantage plans not required to compile
- 14.
- 15.
- 16.

BAR CODE:

- | | |
|-----|---|
| 9. |  |
| 10. |  |
| 11. |  |
| 14. |  |
| 15. |  |
| 16. |  |

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