11557201220100103

HEALTH QUARTERLY STATEMENT

As of September 30, 2012

of the Condition and Affairs of the

Blue Cross Complete 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	600 E. Lafayette Blvd…... Detroit ..... MI ..... 48226 *(Street and Number) (City or Town, State and Zip Code)*	313-225-9000 *(Area Code) (Telephone Number)*
Mail Address	600 E. Lafayette Blvd., MC 1508….. Detroit ..... MI ..... 48226 *(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)*	248-455-3428 *(Area Code) (Telephone Number)*
Internet Web Site Address	MiBlueCrossComplete.com	
Statutory Statement Contact	Joseph John Andraska *(Name)*	248-455-3428 *(Area Code) (Telephone Number) (Extension)*
	JAndraska@bcbsm.com *(E-Mail Address)*	877-350-3408 *(Fax Number)*

OFFICERS

Name	Title	Name	Title
1. Nancy Laran Wanchik #	President & Chief Executive Officer	2. Julie Concetta Swantek	Secretary
3. Susan Anne Kluge	Chief Financial Officer & Treasurer	4. Donald Samuel Beam MD #	Chief Medical Officer

OTHER

DIRECTORS OR TRUSTEES

Jeffrey Lawrence Connolly Joleen Mary Immerfall Nancy Laran Wanchik #

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)
Nancy Laran Wanchik	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 _____

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 Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
1. Bonds			0	1,648,519
2. Stocks:				
2.1 Preferred stocks			0	
2.2 Common stocks			0	
3. Mortgage loans on real estate:				
3.1 First liens			0	
3.2 Other than first liens			0	
4. Real estate:				
4.1 Properties occupied by the company (less $.....0 encumbrances)			0	
4.2 Properties held for the production of income (less $.....0 encumbrances)			0	
4.3 Properties held for sale (less $.....0 encumbrances)			0	
5. Cash ($.....(570,115)), cash equivalents ($.....0) and short-term investments ($.....8,494,176)	7,924,061		7,924,061	4,913,000
6. Contract loans (including $.....0 premium notes)			0	
7. Derivatives			0	
8. Other invested assets	484,296		484,296	419,368
9. Receivables for securities			0	
10. Securities lending reinvested collateral assets			0	
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	8,408,357	0	8,408,357	6,980,887
13. Title plants less $.....0 charged off (for Title insurers only)			0	
14. Investment income due and accrued			0	35,711
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection			0	97,499
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $.....0 earned but unbilled premiums)			0	
15.3 Accrued retrospective premiums			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	85,595		85,595	
16.2 Funds held by or deposited with reinsured companies			0	
16.3 Other amounts receivable under reinsurance contracts			0	
17. Amounts receivable relating to uninsured plans			0	
18.1 Current federal and foreign income tax recoverable and interest thereon			0	
18.2 Net deferred tax asset			0	
19. Guaranty funds receivable or on deposit			0	
20. Electronic data processing equipment and software			0	
21. Furniture and equipment, including health care delivery assets ($.....0)			0	
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	
23. Receivables from parent, subsidiaries and affiliates	1,367		1,367	85
24. Health care ($.....2,390,874) and other amounts receivable	2,415,139	24,265	2,390,874	1,330,914
25. Aggregate write-ins for other than invested assets	12,631	12,631	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25)	10,923,089	36,896	10,886,193	8,445,096
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	
28. Total (Lines 26 and 27)	10,923,089	36,896	10,886,193	8,445,096

DETAILS OF WRITE-INS

1101.			0	
1102.			0	
1103.			0	
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Miscellaneous Receivables	12,631	12,631	0	
2502.			0	
2503.			0	
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	12,631	12,631	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less $.....116,657 reinsurance ceded)	3,171,641		3,171,641	1,158,802
2. Accrued medical incentive pool and bonus amounts	74,294		74,294	
3. Unpaid claims adjustment expenses	98,766		98,766	35,751
4. Aggregate health policy reserves, including the liability of $.....0 for medical loss ratio rebate per the Public Health Service Act			0	
5. Aggregate life policy reserves			0	
6. Property/casualty unearned premium reserve			0	
7. Aggregate health claim reserves			0	
8. Premiums received in advance			0	46,429
9. General expenses due or accrued	180		180	500
10.1 Current federal and foreign income tax payable and interest thereon (including $.....0 on realized gains (losses))			0	
10.2 Net deferred tax liability			0	
11. Ceded reinsurance premiums payable	44,979		44,979	104,698
12. Amounts withheld or retained for the account of others	2,842,897		2,842,897	2,189,616
13. Remittances and items not allocated			0	
14. Borrowed money (including $.....0 current) and interest thereon $.....0 (including $.....0 current)			0	
15. Amounts due to parent, subsidiaries and affiliates	334,330		334,330	285,588
16. Derivatives			0	
17. Payable for securities			0	
18. Payable for securities lending			0	
19. Funds held under reinsurance treaties with ($.....0 authorized reinsurers and $.....0 unauthorized reinsurers)			0	
20. Reinsurance in unauthorized companies			0	
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	
22. Liability for amounts held under uninsured plans			0	
23. Aggregate write-ins for other liabilities (including $.....0 current)	0	0	0	483
24. Total liabilities (Lines 1 to 23)	6,567,087	0	6,567,087	3,821,867
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX		
27. Preferred capital stock	XXX	XXX		
28. Gross paid in and contributed surplus	XXX	XXX	3,250,000	3,250,000
29. Surplus notes	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	1,069,106	1,373,229
32. Less treasury stock, at cost:				
32.1 .....0.000 shares common (value included in Line 26 $.....0)	XXX	XXX		
32.2 .....0.000 shares preferred (value included in Line 27 $.....0)	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	4,319,106	4,623,229
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	10,886,193	8,445,096

DETAILS OF WRITE-INS

2301. Stale Dated Checks			0	483
2302.			0	
2303.			0	
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	0	0	0	483
2501.				
2502.				
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001.				
3002.				
3003.				
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 thru 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member months	XXX	182,699	178,235	235,514
2. Net premium income (including $.....0 non-health premium income)	XXX	45,034,648	45,012,140	59,443,655
3. Change in unearned premium reserves and reserve for rate credits	XXX			
4. Fee-for-service (net of $.....0 medical expenses)	XXX			
5. Risk revenue	XXX			
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	419,352	0	0
8. Total revenues (Lines 2 to 7)	XXX	45,454,000	45,012,140	59,443,655
Hospital and Medical:				
9. Hospital/medical benefits		30,778,768	28,865,346	38,336,133
10. Other professional services		1,299,282	1,254,290	1,629,162
11. Outside referrals				
12. Emergency room and out-of-area		2,983,000	3,055,145	3,852,708
13. Prescription drugs		7,033,040	5,945,289	8,071,365
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts		80,744		
16. Subtotal (Lines 9 to 15)	0	42,174,834	39,120,070	51,889,368
Less:				
17. Net reinsurance recoveries		248,001	(464,951)	(305,757)
18. Total hospital and medical (Lines 16 minus 17)	0	41,926,833	39,585,021	52,195,125
19. Non-health claims (net)				
20. Claims adjustment expenses, including $.....498,061 cost containment expenses		1,141,009	968,132	1,396,364
21. General administrative expenses		2,767,021	4,261,917	5,579,019
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	45,834,863	44,815,070	59,170,508
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(380,863)	197,070	273,147
25. Net investment income earned		7,249	(1,344)	(1,587)
26. Net realized capital gains (losses) less capital gains tax of $.....0		28,588		
27. Net investment gains or (losses) (Lines 25 plus 26)	0	35,837	(1,344)	(1,587)
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered $.....0) (amount charged off $.....0)]				
29. Aggregate write-ins for other income or expenses	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	(345,026)	195,726	271,560
31. Federal and foreign income taxes incurred	XXX			
32. Net income (loss) (Lines 30 minus 31)	XXX	(345,026)	195,726	271,560

DETAILS OF WRITE-INS

0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above)	XXX	0	0	0
0701. Michigan Health Insurance Claims Assessment collected from MDCH	XXX	419,352		
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 thru 0703 plus 0798) (Line 7 above)	XXX	419,352	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above)	0	0	0	0
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above)	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

CAPITAL AND SURPLUS ACCOUNT	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
33. Capital and surplus prior reporting year	4,623,229	4,192,105	4,192,105
34. Net income or (loss) from Line 32	(345,026)	195,726	271,560
35. Change in valuation basis of aggregate policy and claim reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of $ 0	64,928	44,883	114,772
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax			
39. Change in nonadmitted assets	(24,025)	36,342	44,792
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	0
48. Net change in capital and surplus (Lines 34 to 47)	(304,123)	276,951	431,124
49. Capital and surplus end of reporting period (Line 33 plus 48)	4,319,106	4,469,056	4,623,229

DETAILS OF WRITE-INS

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

CASH FLOW

	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
CASH FROM OPERATIONS			
1. Premiums collected net of reinsurance	45,025,999	44,978,516	59,936,959
2. Net investment income	97,807	27,067	22,404
3. Miscellaneous income	419,352		
4. Total (Lines 1 through 3)	45,543,159	45,005,583	59,959,362
5. Benefit and loss related payments	39,925,295	39,566,258	52,303,449
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	3,845,818	5,246,110	6,993,081
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)	43,771,113	44,812,368	59,296,530
11. Net cash from operations (Line 4 minus Line 10)	1,772,046	193,215	662,832
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	2,677,340		
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)	2,677,340	0	0
13. Cost of investments acquired (long-term only):			
13.1 Bonds	1,055,080	1,692,048	1,692,048
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)	1,055,080	1,692,048	1,692,048
14. Net increase (decrease) in contract loans and premium notes			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	1,622,260	(1,692,048)	(1,692,048)
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)	(383,244)	963,663	775,400
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(383,244)	963,663	775,400
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)	3,011,061	(535,170)	(253,816)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	4,913,000	5,166,816	5,166,816
19.2 End of period (Line 18 plus Line 19.1)	7,924,061	4,631,646	4,913,000

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

20.0001			

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
	Total	2 Individual	3 Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at End of:										
1. Prior Year	18,970								18,970	
2. First Quarter	18,738								18,738	
3. Second Quarter	20,396								20,396	
4. Third Quarter	23,646								23,646	
5. Current Year	0									
6. Current Year Member Months	182,699								182,699	
Total Member Ambulatory Encounters for Period:										
7. Physician	83,304								83,304	
8. Non-Physician	20,573								20,573	
9. Total	103,877	0	0	0	0	0	0	0	103,877	0
10. Hospital Patient Days Incurred	5,716								5,716	
11. Number of Inpatient Admissions	1,565								1,565	
12. Health Premiums Written (a)	45,226,707								45,226,707	
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	45,226,707								45,226,707	
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	39,994,807								39,994,807	
18. Amount Incurred for Provision of Health Care Services	42,174,835								42,174,835	

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

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
0399999. Aggregate Accounts Not Individually Listed-Covered	210,781	2,468				213,249
0499999. Subtotals	210,781	2,468	0	0	0	213,249
0599999. Unreported Claims and Other Claim Reserves						3,075,048
0799999. Total Claims Unpaid						3,288,297
0899999. Accrued Medical Incentive Pool and Bonus Amounts						74,294

UNDERWRITING AND INVESTMENT EXHIBIT

Analysis of Claims Unpaid - Prior Year - Net of Reinsurance

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
1. Comprehensive (hospital and medical)					0	
2. Medicare Supplement					0	
3. Dental only					0	
4. Vision only					0	
5. Federal Employees Health Benefits Plan					0	
6. Title XVIII - Medicare					0	
7. Title XIX - Medicaid	1,099,446	38,823,744	11,432	3,160,209	1,110,878	1,158,802
8. Other health					0	
9. Health subtotal (Lines 1 to 8)	1,099,446	38,823,744	11,432	3,160,209	1,110,878	1,158,802
10. Healthcare receivables (a)		89,940			0	
11. Other non-health					0	
12. Medical incentive pools and bonus amounts		6,450		74,294	0	
13. Totals (Lines 9-10+11+12)	1,099,446	38,740,254	11,432	3,234,503	1,110,878	1,158,802

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

NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies

A. Accounting Practices

The Michigan Office of Financial and Insurance Regulation (OFIR) recognizes only statutory accounting practices (SAP) required by the State of Michigan for determining and reporting the financial condition and results of operations of an insurance company. OFIR has adopted the National Association of Insurance Commissioners' (NAIC) *Accounting Practices and Procedures Manual* and the related *NAIC Annual and Quarterly Statement Instructions* (NAIC SAP) for determining and reporting the financial condition and results of operations of an insurance company. OFIR requires the use of NAIC SAP to the extent that practices, procedures, and reporting standards are not modified by the Michigan Insurance Code or the OFIR *Forms and Instructions for Required Filings in Michigan* [OFIR *Instructions*] defined as prescribed or permitted practices.

As of September 30, 2012, Blue Cross Complete of Michigan prepared its financial statements in accordance with NAIC SAP and had no prescribed or permitted practices that differed from NAIC SAP.

B and C - No significant change.

Note 2 - Accounting Changes and Corrections of Errors Not applicable.

Note 3 - Business Combinations and Goodwill Not applicable.

Note 4 - Discontinued Operations Not applicable.

Note 5 - Investments

Note 5 including 5D is Not applicable; Blue Cross Complete has no loan-backed securities.

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies Not applicable.

Note 7 - Investment Income No significant change.

Note 8 - Derivative Instruments Not applicable.

Note 9 - Income Taxes No significant change.

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

No significant change.

Note 11 - Debt Not applicable.

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

Not applicable.

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

No significant change.

Note 14 - Contingencies No significant change.

Note 15 - Leases Not applicable.

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

Not applicable.

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

Note 17 including 17C is Not applicable. No wash sales.

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

Not applicable.

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

Not applicable.

NOTES TO FINANCIAL STATEMENTS

Note 20 - Fair Value

A. Fair Value Measurements - Not applicable.

Certain assets and liabilities of Blue Cross Complete are measured and reported at amortized cost, using the adjusted audited GAAP equity method, or reported at values that approximate fair value due to their liquid or short-term nature.

C. Type of Financial Instrument:	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Not Practicable (Carrying Value)
Short-Term Investments - Bonds	8,494,176	8,494,176	8,494,176			
Total	8,494,176	8,494,176	8,494,176			

Note 21 - Other Items

Effective April 1, 2012, BlueCaid of Michigan changed its name to Blue Cross Complete of Michigan.

Effective April 1, 2012, the 6.0% Use Tax is no longer applied to Medicaid managed care organizations. It was replaced by the Michigan Health Insurance Claims Assessment (HICA) of 1% on paid claims which went into effect for dates of service beginning on January 1, 2012.

Note 22 - Events Subsequent

No significant change.

Note 23 - Reinsurance

No significant change.

Note 24 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

Not applicable.

Note 25 - Change in Incurred Claims and Claim Adjustment Expenses

Liabilities for unpaid claims and claims adjustment expenses (CAE) as of December 31, 2011 were $1.2 million. As of September 30, 2012, $1.1 million has been paid for incurred claims and CAE attributable to insured events of prior years. Liabilities for unpaid claims and CAE remaining for prior years are now $13,263 as a result of re-estimation of unpaid claims and CAE. Therefore, there has been a $47,923 favorable prior-year development based on the analysis of recent loss development trends since December 31, 2011 to September 30, 2012. Original estimates are increased or decreased, as additional information becomes known regarding individual claims.

Note 26 - Intercompany Pooling Arrangements

Not applicable.

Note 27 - Structured Settlements

Not applicable.

Note 28 - Health Care Receivables

No significant change.

Note 29 - Participating Policies

Not applicable.

Note 30 - Premium Deficiency Reserves

Not applicable.

Note 31 - Anticipated Salvage and Subrogation

Not applicable.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

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

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

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

2.2 If yes, date of change: 4/1/2012

3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [X] No [ ]
If yes, complete the Schedule Y-Part 1 - Organizational chart.

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

4.2 If yes, provide name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

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

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2010

6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2010

6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 6/26/2012

6.4 By what department or departments?
Department of Licensing and Regulatory Affairs - Office of Financial and Insurance Regulation

6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [ ] No [ ] N/A [X]

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

7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [ ] No [X]

7.2 If yes, give full information:

8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [ ] No [X]

8.2 If response to 8.1 is yes, please identify the name of the bank holding company.

8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [ ] No [X]

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

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

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

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

9.2 Has the code of ethics for senior managers been amended? Yes [X] No [ ]

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
The code of ethics policy was revised for definitions and clarity related to conflicts of interest, code of conduct, and fraud, waste and abuse. Also, a policy statement was added that the company will comply with Health Care Reform regulations as they become effective.

9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [ ] No [X]

9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

PART 1 - FINANCIAL

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

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: $.....1,367

PART 1 - INVESTMENT

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

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

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

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

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [X] No [ ]

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	$ 0	$ 0
14.22 Preferred Stock	$ 0	$ 0
14.23 Common Stock	$ 0	$ 0
14.24 Short-Term Investments	$ 0	$ 0
14.25 Mortgage Loans on Real Estate	$ 0	$ 0
14.26 All Other	$ 419,368	$ 484,296
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	$ 419,368	$ 484,296
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	$ 0	$ 0

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

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

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

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

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

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

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

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes [ ] No [X]

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

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

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

1 Central Registration Depository	2 Name(s)	3 Address
	Blue Cross Blue Shield of Michigan	600 E. Lafayette Blvd. Detroit, MI 48226

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

17.2 If no, list exceptions:

GENERAL INTERROGATORIES (continued)

PART 2 - HEALTH

1. Operating Percentages:

1.1 A&H loss percent	94.2 %
1.2 A&H cost containment percent	1.1 %
1.3 A&H expense percent excluding cost containment expenses	7.6 %

2.1	Do you act as a custodian for health savings accounts?	Yes [ ]	No [X]
2.2	If yes, please provide the amount of custodial funds held as of the reporting date.		0
2.3	Do you act as an administrator for health savings accounts?	Yes [ ]	No [X]
2.4	If yes, please provide the amount of funds administered as of the reporting date.		0

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

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

NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

	1	Direct Business Only							
		2	3	4	5	6	7	8	9
State, Etc.	Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/ Casualty Premiums	Total Columns 2 through 7	Deposit-Type Contracts
1. Alabama AL	N							0	
2. Alaska AK	N							0	
3. Arizona AZ	N							0	
4. Arkansas AR	N							0	
5. California CA	N							0	
6. Colorado CO	N							0	
7. Connecticut CT	N							0	
8. Delaware DE	N							0	
9. District of Columbia DC	N							0	
10. Florida FL	N							0	
11. Georgia GA	N							0	
12. Hawaii HI	N							0	
13. Idaho ID	N							0	
14. Illinois IL	N							0	
15. Indiana IN	N							0	
16. Iowa IA	N							0	
17. Kansas KS	N							0	
18. Kentucky KY	N							0	
19. Louisiana LA	N							0	
20. Maine ME	N							0	
21. Maryland MD	N							0	
22. Massachusetts MA	N							0	
23. Michigan MI	L			45,226,707				45,226,707	
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	45,226,707	0	0	0	45,226,707	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0	
61. Total (Direct Business)	(a) 1	0	0	45,226,707	0	0	0	45,226,707	0

DETAILS OF WRITE-INS

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

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

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

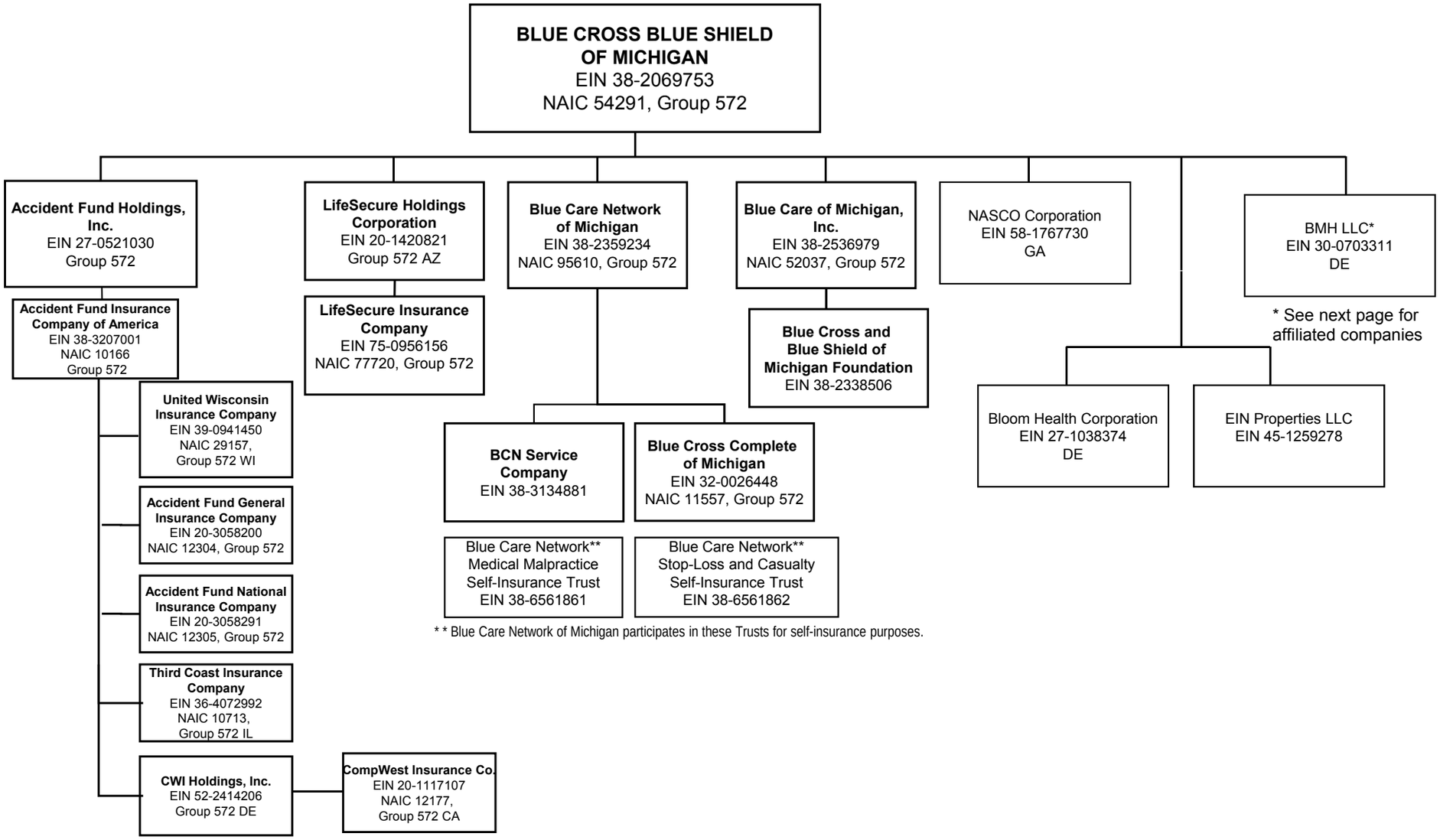
(a) Insert the number of L responses except for Canada and Other Alien.

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

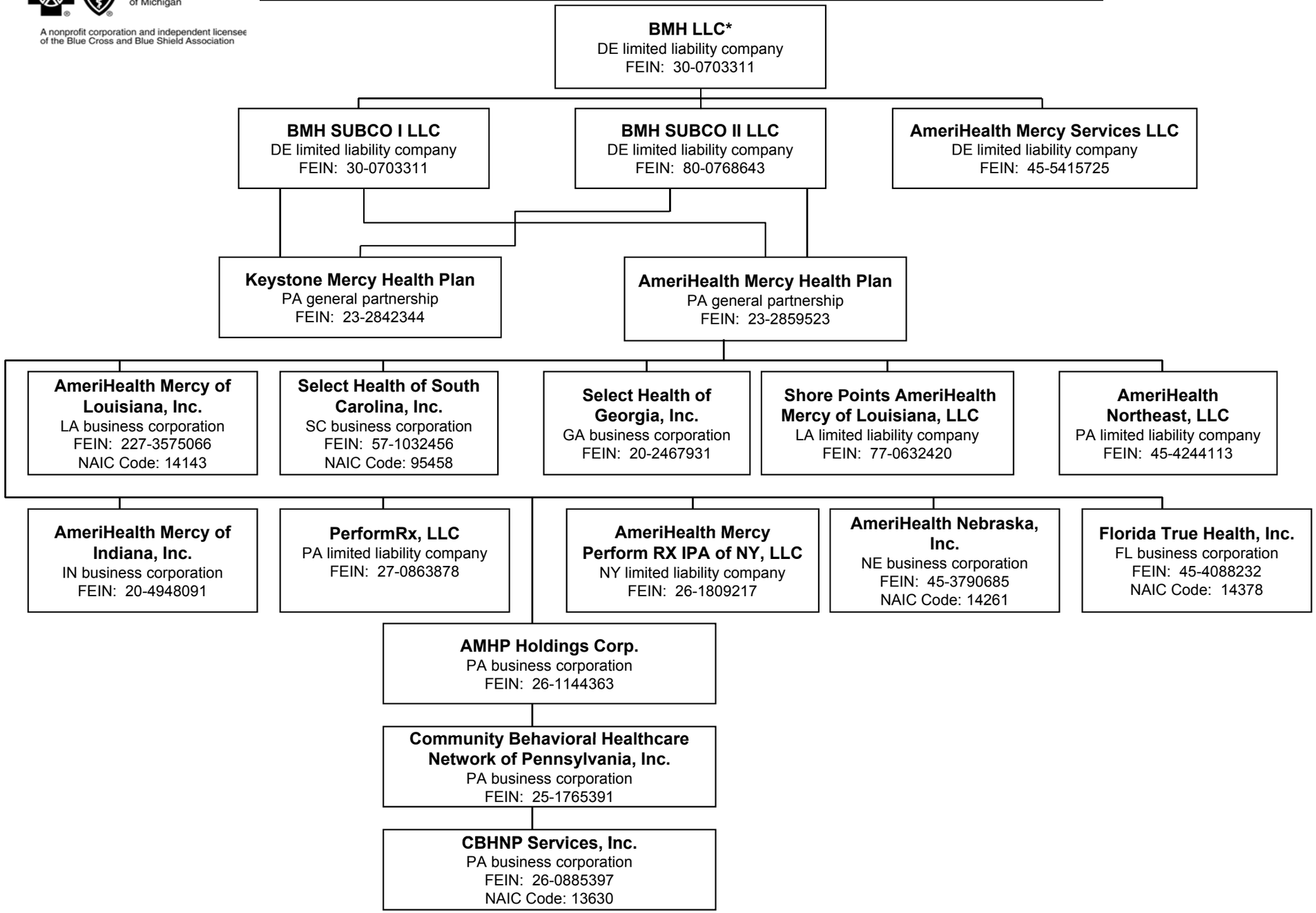


Reporting: 11/14/12 rev. All entities that do not reflect a particular state name or abbreviation are domiciled in Michigan.

SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART, CONTINUED

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

SUBSIDIARY & AFFILIATE ORGANIZATION CHART



Reporting: 11/14/12 rev. All entities that do not reflect a particular state name or abbreviation are domiciled in Michigan. *Blue Cross Blue Shield of Michigan owns a 38.7% stake of BMH LLC

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
Members														
0572	Blue Cross Blue Shield of Michigan	54291	38-2069753				Blue Cross Blue Shield of Michigan	MI	UIP	State of Michigan	Legal			
0572	Blue Cross Blue Shield of Michigan		27-0521030				Accident Fund Holdings, Inc.	MI	NIA	Blue Cross Blue Shield of Michigan	Ownership	100.000	Blue Cross Blue Shield of Michigan	
0572	Blue Cross Blue Shield of Michigan	10166	38-3207001				Accident Fund Insurance Company of America	MI	IA	Accident Fund Holdings, Inc.	Ownership	100.000	Blue Cross Blue Shield of Michigan	
0572	Blue Cross Blue Shield of Michigan	29157	39-0941450				United Wisconsin Insurance Company	WI	IA	Accident Fund Insurance Company of America	Ownership	100.000	Blue Cross Blue Shield of Michigan	
0572	Blue Cross Blue Shield of Michigan	12304	20-3058200				Accident Fund General Insurance Company	MI	IA	Accident Fund Insurance Company of America	Ownership	100.000	Blue Cross Blue Shield of Michigan	
0572	Blue Cross Blue Shield of Michigan	12305	20-3058291				Accident Fund National Insurance Company	MI	IA	Accident Fund Insurance Company of America	Ownership	100.000	Blue Cross Blue Shield of Michigan	
0572	Blue Cross Blue Shield of Michigan	10713	36-4072992				Third Coast Insurance Company	IL	IA	Accident Fund Insurance Company of America	Ownership	100.000	Blue Cross Blue Shield of Michigan	
0572	Blue Cross Blue Shield of Michigan		52-2414206				CWI Holdings, Inc.	DE	NIA	Accident Fund Insurance Company of America	Ownership	100.000	Blue Cross Blue Shield of Michigan	
0572	Blue Cross Blue Shield of Michigan	12177	20-1117107				CompWest Insurance Co.	CA	IA	CWI Holdings, Inc.	Ownership	100.000	Blue Cross Blue Shield of Michigan	
0572	Blue Cross Blue Shield of Michigan		20-1420821				LifeSecure Holdings Corporation	AZ	NIA	Blue Cross Blue Shield of Michigan	Ownership	100.000	Blue Cross Blue Shield of Michigan	
0572	Blue Cross Blue Shield of Michigan	77720	75-0956156				LifeSecure Insurance Company	MI	IA	LifeSecure Holdings Corporation	Ownership	100.000	Blue Cross Blue Shield of Michigan	
0572	Blue Cross Blue Shield of Michigan	95610	38-2359234				Blue Care Network of Michigan	MI	UDP	Blue Cross Blue Shield of Michigan	Ownership	100.000	Blue Cross Blue Shield of Michigan	
0572	Blue Cross Blue Shield of Michigan	11557	32-0026448				Blue Cross Complete of Michigan	MI		Blue Care Network of Michigan	Ownership	100.000	Blue Cross Blue Shield of Michigan	
			38-3134881				BCN Service Company	MI	NIA	Blue Care Network of Michigan	Ownership	100.000	Blue Cross Blue Shield of Michigan	
0572	Blue Cross Blue Shield of Michigan	52037	38-2536979				Blue Care of Michigan, Inc.	MI	IA	Blue Cross Blue Shield of Michigan	Ownership	100.000	Blue Cross Blue Shield of Michigan	
			38-2338506				Blue Cross and Blue Shield of Michigan Foundation	MI	NIA	Blue Care of Michigan, Inc.	Ownership	100.000	Blue Cross Blue Shield of Michigan	
			38-6561861				Blue Care Network Medical Malpractice Self-Insurance Trust	MI	OTH	Blue Care Network of Michigan	Ownership	97.200	Blue Cross Blue Shield of Michigan	1.
			38-6561862				Blue Care Network Stop-Loss and Casualty Self-Insurance Trust	MI	OTH	Blue Care Network of Michigan	Ownership	99.300	Blue Cross Blue Shield of Michigan	2.
			58-1767730				NASCO Corporation	GA	NIA	Blue Cross Blue Shield of Michigan	Ownership	16.660	Blue Cross Blue Shield of Michigan	
			27-1038374				Bloom Health Corporation	DE	NIA	Blue Cross Blue Shield of Michigan	Ownership	28.670	Blue Cross Blue Shield of Michigan	
			45-1259278				EIN Properties LLC	MI	NIA	Blue Cross Blue Shield of Michigan	Ownership	40.000	Blue Cross Blue Shield of Michigan	
			30-0703311				BMH LLC	DE	NIA	Blue Cross Blue Shield of Michigan	Ownership	38.740	BCBSM and IBC MH LLC	
			30-0703311				BMH SUBCO I LLC	DE	NIA	BMH LLC	Ownership	38.740	BCBSM and IBC MH LLC	
			80-0768643				BMH SUBCO II LLC	DE	NIA	BMH LLC	Ownership	38.740	BCBSM and IBC MH LLC	
			45-5415725				AmeriHealth Mercy Services LLC	DE	NIA	BMH LLC	Ownership	38.740	BCBSM and IBC MH LLC	
			23-2859523				AmeriHealth Mercy Health Plan	PA	NIA	BMH SUBCO I LLC	Ownership	19.370	BCBSM and IBC MH LLC	
			23-2859523				AmeriHealth Mercy Health Plan	PA	NIA	BMH SUBCO II LLC	Ownership	19.370	BCBSM and IBC MH LLC	
		14143	27-3575066				AmeriHealth Mercy of Louisiana, Inc.	LA	IA	AmeriHealth Mercy Health Plan	Ownership	38.740	BCBSM and IBC MH LLC	
		95458	57-1032456				Select Health of South Carolina, Inc.	SC	IA	AmeriHealth Mercy Health Plan	Ownership	38.740	BCBSM and IBC MH LLC	
			20-2467931				Select Health of Georgia, Inc.	GA	NIA	AmeriHealth Mercy Health Plan	Ownership	38.740	BCBSM and IBC MH LLC	
			77-0632420				Shore Points AmeriHealth Mercy of Louisiana, LLC	LA	NIA	AmeriHealth Mercy Health Plan	Ownership	38.740	BCBSM and IBC MH LLC	
			20-4948091				AmeriHealth Mercy of Indiana, LLC	IN	NIA	AmeriHealth Mercy Health Plan	Ownership	38.740	BCBSM and IBC MH LLC	
			26-1809217				AmeriHealth Mercy Perform RX IPA of NY, LLC	NY	NIA	AmeriHealth Mercy Health Plan	Ownership	38.740	BCBSM and IBC MH LLC	
			26-1144363				AMHP Holdings Corp.	PA	NIA	AmeriHealth Mercy Health Plan	Ownership	38.740	BCBSM and IBC MH LLC	
			25-1765391				Community Behavioral Healthcare Network of Pennsylvania, Inc.	PA	NIA	AmeriHealth Mercy Health Plan	Ownership	38.740	BCBSM and IBC MH LLC	
		13630	26-0885397				CBHNP Services, Inc.	PA	IA	AmeriHealth Mercy Health Plan	Ownership	38.740	BCBSM and IBC MH LLC	
		14378	45-4088232				Florida True Health, Inc.	FL	IA	AmeriHealth Mercy Health Plan	Ownership	19.370	BCBSM and IBC MH LLC	
		14261	45-3790685				AmeriHealth Nebraska, Inc.	NE	IA	AmeriHealth Mercy Health Plan	Ownership	27.120	BCBSM and IBC MH LLC	
			45-4244113				AmeriHealth Northeast, LLC	PA	NIA	AmeriHealth Mercy Health Plan	Ownership	19.370	BCBSM and IBC MH LLC	
			27-0863878				PerformRx, LLC	PA	NIA	AmeriHealth Mercy Health Plan	Ownership	38.740	BCBSM and IBC MH LLC	
			23-2842344				Keystone Mercy Health Plan	PA	NIA	BMH SUBCO I LLC	Ownership	19.370	BCBSM and IBC MH LLC	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
			23-2842344.				Keystone Mercy Health Plan	PA	NIA	BMH SUBCO II LLC	Ownership	19.370	BCBSM and IBC MH LLC	

Asterisk	Explanation
1	Grantor trust used for Malpractice insurance
2	Grantor trust used for Stop-loss reinsurance

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

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

Explanation:

1.

Bar Code:

* 1 1 5 5 7 2 0 1 2 3 6 5 0 0 0 0 3 *

Overflow Page for Write-Ins

NONE

SCHEDULE A - VERIFICATION

Real Estate

NONE

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		
5. Deduct amounts received on disposals		
6. Total foreign exchange change in book/adjusted carrying value		
7. Deduct current year's other than temporary impairment recognized		
8. Deduct current year's depreciation		
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8)	0	0
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)	0	0

SCHEDULE B - VERIFICATION

Mortgage Loans

NONE

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year	0	
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and mortgage interest points and commitment fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)	0	0
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	419,368	304,596
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)	64,928	114,772
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	484,296	419,368
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)	484,296	419,368

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	1,648,519	
2. Cost of bonds and stocks acquired	1,055,080	1,692,048
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	28,588	
6. Deduct consideration for bonds and stocks disposed of	2,677,340	
7. Deduct amortization of premium	54,847	43,529
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	0	1,648,519
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	0	1,648,519

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	3,979,092	21,872,273	17,357,189		4,606,408	3,979,092	8,494,176	4,980,798
2. Class 2 (a)	2,661,706		2,648,752	(12,953)	1,629,051	2,661,706		1,648,519
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	6,640,797	21,872,273	20,005,941	(12,953)	6,235,459	6,640,797	8,494,176	6,629,317
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	6,640,797	21,872,273	20,005,941	(12,953)	6,235,459	6,640,797	8,494,176	6,629,317

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

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999. Totals	8,494,176	XXX	8,494,176	58	

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	4,980,798	5,281,712
2. Cost of short-term investments acquired	53,862,614	44,284,967
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	50,349,236	44,558,811
7. Deduct amortization of premium		27,070
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	8,494,176	4,980,798
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	8,494,176	4,980,798

Sch. DB-Pt A-Verification
NONE

Sch. DB-Pt B-Verification
NONE

Sch. DB-Pt C-Sn 1
NONE

Sch. DB-Pt C-Sn 2
NONE

Sch. DB-Verification
NONE

Sch. E-Verification
NONE

Sch. A-Pt 2
NONE

Sch. A-Pt 3
NONE

Sch. B-Pt 2
NONE

Sch. B-Pt 3
NONE

Sch. BA-Pt 2
NONE

Sch. BA-Pt 3
NONE

Sch. D-Pt 3
NONE

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - Industrial and Miscellaneous																					
316773 CK 4	FIFTH THIRD BANCORP CORPORATE		09/25/2012	FTN FINANCIAL		1,077,340	1,000,000	1,055,080			(6,328)		(6,328)		1,048,752		28,588	28,588	24,469	01/25/2016	2FE
786514 BF 5	SAFEWAY, INC.		08/15/2012	MATURITY		1,600,000	1,600,000	1,692,048	1,648,519		(48,519)		(48,519)		1,600,000			0	92,800	08/15/2012	2FE
3899999.	Total - Bonds - Industrial & Miscellaneous					2,677,340	2,600,000	2,747,128	1,648,519	0	(54,847)	0	(54,847)	0	2,648,752	0	28,588	28,588	117,269	XXX	XXX
8399997.	Total - Bonds - Part 4					2,677,340	2,600,000	2,747,128	1,648,519	0	(54,847)	0	(54,847)	0	2,648,752	0	28,588	28,588	117,269	XXX	XXX
8399999.	Total - Bonds					2,677,340	2,600,000	2,747,128	1,648,519	0	(54,847)	0	(54,847)	0	2,648,752	0	28,588	28,588	117,269	XXX	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					2,677,340	XXX	2,747,128	1,648,519	0	(54,847)	0	(54,847)	0	2,648,752	0	28,588	28,588	117,269	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues: 0.

Sch. DB-Pt A-Sn 1
NONE

Sch. DB-Pt B-Sn 1
NONE

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

Sch. DB-Pt D
NONE

Sch. DL-Pt. 1
NONE

Sch. DL-Pt. 2
NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1	2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
					6	7	8	
Depository	Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
Open Depositories								
JP Morgan Chase Bank, N.A. 10 S. Dearborn Street, Floor 34, Chicago, IL 60603					5,012	5,624	(436,200)	XXX
JP Morgan Chase Bank, N.A. 10 S. Dearborn Street, Floor 34, Chicago, IL 60603					(88,794)	(8,083)	(133,915)	XXX
0199999. Total Open Depositories	XXX	XXX	0	0	(83,782)	(2,459)	(570,115)	XXX
0399999. Total Cash on Deposit	XXX	XXX	0	0	(83,782)	(2,459)	(570,115)	XXX
0599999. Total Cash	XXX	XXX	0	0	(83,782)	(2,459)	(570,115)	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

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

NONE