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ANNUAL STATEMENT

For the Year Ending December 31, 2011

OF THE CONDITION AND AFFAIRS OF THE

HealthPlus Partners, Inc.

NAIC Group Code 3409 (Current Period), 3409 (Prior Period) NAIC Company Code 11549 Employer's ID Number 01-0729151

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

Country of Domicile United States of America

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

Incorporated/Organized 07/08/2002 Commenced Business 01/01/2003

Statutory Home Office 2050 South Linden Road (Street and Number), Flint, MI 48532 (City or Town, State and Zip Code)

Main Administrative Office 2050 South Linden Road (Street and Number)
Flint, MI 48532 (City or Town, State and Zip Code) (800)332-9161 (Area Code) (Telephone Number)

Mail Address 2050 South Linden Road, P.O. Box 1700 (Street and Number or P.O. Box), Flint, MI 48501-1700 (City or Town, State and Zip Code)

Primary Location of Books and Records 2050 South Linden Road (Street and Number)
Flint, MI 48532 (City or Town, State and Zip Code) (800)332-9161 (Area Code) (Telephone Number)

Internet Website Address www.healthplus.org

Statutory Statement Contact Matthew Andrew Mendrygal, C.P.A. (Name) (810)230-2179 (Area Code)(Telephone Number)(Extension)
mmendryg@healthplus.org (E-Mail Address) (810)733-8966 (Fax Number)

OFFICERS

Name	Title
Bruce Roberts Hill	President
Nancy Susan Jenkins	Secretary
Matthew Andrew Mendrygal C.P.A.	Treasurer

OTHERS

DIRECTORS OR TRUSTEES

Jack Louis Barry MD
Sheryl Denise Thompson
Christopher John Flores
Amy Diane Farmer

State of Michigan
County of Genesee ss

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of the 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)
Bruce Roberts Hill	Matthew Andrew Mendrygal	Nancy Susan Jenkins
(Printed Name)	(Printed Name)	(Printed Name)
1.	2.	3.
President	Treasurer	Secretary
(Title)	(Title)	(Title)

Subscribed and sworn to before me this _____ day of _____, 2012

a. Is this an original filing? Yes[X] No[ ]
b. If no, 1. State the amendment number 0
2. Date filed
3. Number of pages attached 0

(Notary Public Signature)

ASSETS

	Current Year 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols.1-2)	Prior Year 4 Net Admitted Assets
1. Bonds (Schedule D)	9,650,728	0	9,650,728	9,755,361
2. Stocks (Schedule D)				
2.1 Preferred stocks	0	0	0	0
2.2 Common Stocks	7,431,619	0	7,431,619	7,072,463
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens	0	0	0	0
3.2 Other than first liens	0	0	0	0
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (less $.....0 encumbrances)	0	0	0	0
4.2 Properties held for the production of income (less $.....0 encumbrances)	0	0	0	0
4.3 Properties held for sale (less $.....0 encumbrances)	0	0	0	0
5. Cash ($.....(17,187) Schedule E Part 1), cash equivalents ($.....0 Schedule E Part 2) and short-term investments ($.....28,952,767 Schedule DA)	28,935,579	0	28,935,579	36,674,865
6. Contract loans (including $.....0 premium notes)	0	0	0	0
7. Derivatives (Schedule DB)	0	0	0	0
8. Other invested assets (Schedule BA)	0	0	0	0
9. Receivables for securities	0	0	0	0
10. Securities Lending Reinvested Collateral Assets (Schedule DL)	0	0	0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	46,017,926	0	46,017,926	53,502,689
13. Title plants less $.....0 charged off (for Title insurers only)	0	0	0	0
14. Investment income due and accrued	46,448	0	46,448	48,655
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	176,217	0	176,217	1,234,559
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (Including $.....0 earned but unbilled premiums)	0	0	0	0
15.3 Accrued retrospective premiums	0	0	0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	0	0	0	0
16.2 Funds held by or deposited with reinsured companies	0	0	0	0
16.3 Other amounts receivable under reinsurance contracts	0	0	0	0
17. Amounts receivable relating to uninsured plans	0	0	0	0
18.1 Current federal and foreign income tax recoverable and interest thereon	0	0	0	0
18.2 Net deferred tax asset	0	0	0	0
19. Guaranty funds receivable or on deposit	0	0	0	0
20. Electronic data processing equipment and software	0	0	0	0
21. Furniture and equipment, including health care delivery assets ($.....0)	0	0	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates	0	0	0	0
23. Receivables from parent, subsidiaries and affiliates	1,159,747	0	1,159,747	10,296
24. Health care ($.....914,682) and other amounts receivable	2,147,274	0	2,147,274	2,147,486
25. Aggregate write-ins for other than invested assets	0	0	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	49,547,612	0	49,547,612	56,943,685
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0	0
28. Total (Lines 26 and 27)	49,547,612	0	49,547,612	56,943,685
DETAILS OF WRITE-INS				
1101.	0	0	0	0
1102.	0	0	0	0
1103.	0	0	0	0
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. TOTALS (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0
2501.	0	0	0	0
2502.	0	0	0	0
2503.	0	0	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	0	0	0	0

LIABILITIES, CAPITAL AND SURPLUS

		Current Year 1 Covered	Current Year 2 Uncovered	Current Year 3 Total	Prior Year 4 Total
1.	Claims unpaid (less $.....0 reinsurance ceded)	19,025,408	0	19,025,408	18,731,169
2.	Accrued medical incentive pool and bonus amounts	2,751,845	0	2,751,845	4,990,347
3.	Unpaid claims adjustment expenses	367,940	0	367,940	338,947
4.	Aggregate health policy reserves, including the liability of $.....0 for medical loss ratio rebate per the Public Health Service Act	0	0	0	0
5.	Aggregate life policy reserves	0	0	0	0
6.	Property/casualty unearned premium reserves	0	0	0	0
7.	Aggregate health claim reserves	0	0	0	0
8.	Premiums received in advance	0	0	0	0
9.	General expenses due or accrued	129,498	0	129,498	0
10.1	Current federal and foreign income tax payable and interest thereon (including $.....0 on realized capital gains (losses))	0	0	0	0
10.2	Net deferred tax liability	0	0	0	0
11.	Ceded reinsurance premiums payable	0	0	0	0
12.	Amounts withheld or retained for the account of others	0	0	0	0
13.	Remittances and items not allocated	0	0	0	0
14.	Borrowed money (including $.....0 current) and interest thereon $.....0 (including $.....0 current)	0	0	0	0
15.	Amounts due to parent, subsidiaries and affiliates	380,931	0	380,931	522,038
16.	Derivatives	0	0	0	0
17.	Payable for securities	0	0	0	0
18.	Payable for securities lending	0	0	0	0
19.	Funds held under reinsurance treaties with ($.....0 authorized reinsurers and $.....0 unauthorized reinsurers)	0	0	0	0
20.	Reinsurance in unauthorized companies	0	0	0	0
21.	Net adjustments in assets and liabilities due to foreign exchange rates	0	0	0	0
22.	Liability for amounts held under uninsured plans	0	0	0	0
23.	Aggregate write-ins for other liabilities (including $.....16,012 current)	16,012	0	16,012	0
24.	TOTAL Liabilities (Lines 1 to 23)	22,671,634	0	22,671,634	24,582,501
25.	Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26.	Common capital stock	XXX	XXX	0	0
27.	Preferred capital stock	XXX	XXX	0	0
28.	Gross paid in and contributed surplus	XXX	XXX	21,771,167	21,771,167
29.	Surplus notes	XXX	XXX	0	0
30.	Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31.	Unassigned funds (surplus)	XXX	XXX	5,104,811	10,590,017
32.	Less treasury stock, at cost:				
	32.1 .....0 shares common (value included in Line 26 $.....0)	XXX	XXX	0	0
	32.2 .....0 shares preferred (value included in Line 27 $.....0)	XXX	XXX	0	0
33.	TOTAL Capital and Surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	26,875,978	32,361,184
34.	TOTAL Liabilities, Capital and Surplus (Lines 24 and 33)	XXX	XXX	49,547,612	56,943,685
DETAILS OF WRITE-INS					
2301.	Other Current Liabilities	16,012	0	16,012	0
2302.		0	0	0	0
2303.		0	0	0	0
2398.	Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)	16,012	0	16,012	0
2501.		XXX	XXX	0	0
2502.		XXX	XXX	0	0
2503.		XXX	XXX	0	0
2598.	Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001.		XXX	XXX	0	0
3002.		XXX	XXX	0	0
3003.		XXX	XXX	0	0
3098.	Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099.	TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

		Current Year 1 Uncovered	Current Year 2 Total	Prior Year 3 Total
1.	Member Months	XXX	825,861	853,214
2.	Net premium income (including $.....0 non-health premium income)	XXX	220,367,505	229,602,181
3.	Change in unearned premium reserves and reserve for rate credits	XXX	0	0
4.	Fee-for-service (net of $.....0 medical expenses)	XXX	0	0
5.	Risk revenue	XXX	0	0
6.	Aggregate write-ins for other health care related revenues	XXX	0	0
7.	Aggregate write-ins for other non-health revenues	XXX	0	0
8.	TOTAL Revenues (Lines 2 to 7)	XXX	220,367,505	229,602,181
Hospital and Medical:				
9.	Hospital/medical benefits	0	149,715,533	148,662,417
10.	Other professional services	0	0	0
11.	Outside referrals	0	0	0
12.	Emergency room and out-of-area	0	12,773,160	13,266,813
13.	Prescription drugs	0	23,568,518	22,831,380
14.	Aggregate write-ins for other hospital and medical	0	961,686	474,358
15.	Incentive pool, withhold adjustments and bonus amounts	0	4,637,677	5,904,177
16.	Subtotal (Lines 9 to 15)	0	191,656,574	191,139,145
Less:				
17.	Net reinsurance recoveries	0	0	0
18.	TOTAL Hospital and Medical (Lines 16 minus 17)	0	191,656,574	191,139,145
19.	Non-health claims (net)	0	0	0
20.	Claims adjustment expenses, including $.....2,851,578 cost containment expenses	0	5,167,381	4,887,980
21.	General administrative expenses	0	27,195,189	25,414,324
22.	Increase in reserves for life and accident and health contracts (including $.....0 increase in reserves for life only)	0	0	0
23.	TOTAL Underwriting Deductions (Lines 18 through 22)	0	224,019,144	221,441,449
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(3,651,639)	8,160,732
25.	Net investment income earned (Exhibit of Net Investment Income, Line 17)	0	326,578	303,819
26.	Net realized capital gains (losses) less capital gains tax of $.....0	0	7,961	(564)
27.	Net investment gains (losses) (Lines 25 plus 26)	0	334,539	303,255
28.	Net gain or (loss) from agents' or premium balances charged off [(amount recovered $.....0) (amount charged off $.....0)]	0	0	0
29.	Aggregate write-ins for other income or expenses	0	0	0
30.	Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	(3,317,100)	8,463,987
31.	Federal and foreign income taxes incurred	XXX	0	0
32.	Net income (loss) (Lines 30 minus 31)	XXX	(3,317,100)	8,463,987
DETAILS OF WRITE-INS				
0601.		XXX	0	0
0602.		XXX	0	0
0603.		XXX	0	0
0698.	Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	0	0
0701.		XXX	0	0
0702.		XXX	0	0
0703.		XXX	0	0
0798.	Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0
0799.	TOTALS (Line 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	0
1401.	Other Medical	0	961,686	474,358
1402.		0	0	0
1403.		0	0	0
1498.	Summary of remaining write-ins for Line 14 from overflow page	0	0	0
1499.	TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	961,686	474,358
2901.		0	0	0
2902.		0	0	0
2903.		0	0	0
2998.	Summary of remaining write-ins for Line 29 from overflow page	0	0	0
2999.	TOTALS (Line 2901 through 2903 plus 2998) (Line 29 above)	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1 Current Year	2 Prior Year
	CAPITAL & SURPLUS ACCOUNT		
33.	Capital and surplus prior reporting year	32,361,184	23,426,731
34.	Net income or (loss) from Line 32	(3,317,100)	8,463,987
35.	Change in valuation basis of aggregate policy and claim reserves	0	0
36.	Change in net unrealized capital gains (losses) less capital gains tax of $.....0	131,894	470,466
37.	Change in net unrealized foreign exchange capital gain or (loss)	0	0
38.	Change in net deferred income tax	0	0
39.	Change in nonadmitted assets	0	0
40.	Change in unauthorized reinsurance	0	0
41.	Change in treasury stock	0	0
42.	Change in surplus notes	0	0
43.	Cumulative effect of changes in accounting principles	0	0
44.	Capital Changes:		
	44.1 Paid in	0	0
	44.2 Transferred from surplus (Stock Dividend)	0	0
	44.3 Transferred to surplus	0	0
45.	Surplus adjustments:		
	45.1 Paid in	0	0
	45.2 Transferred to capital (Stock Dividend)	0	0
	45.3 Transferred from capital	0	0
46.	Dividends to stockholders	(2,300,000)	0
47.	Aggregate write-ins for gains or (losses) in surplus	0	0
48.	Net change in capital and surplus (Lines 34 to 47)	(5,485,206)	8,934,453
49.	Capital and surplus end of reporting year (Line 33 plus 48)	26,875,978	32,361,184
DETAILS OF WRITE-INS			
4701.		0	0
4702.		0	0
4703.		0	0
4798.	Summary of remaining write-ins for Line 47 from overflow page	0	0
4799.	TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	0

CASH FLOW

		1 Current Year	2 Prior Year
	Cash from Operations		
1.	Premiums collected net of reinsurance	221,729,512	230,608,885
2.	Net investment income	433,417	335,437
3.	Miscellaneous income	0	0
4.	Total (Lines 1 through 3)	222,162,929	230,944,322
5.	Benefit and loss related payments	193,904,290	191,382,777
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0
7.	Commissions, expenses paid and aggregate write-ins for deductions	32,188,067	30,183,387
8.	Dividends paid to policyholders	0	0
9.	Federal and foreign income taxes paid (recovered) net of $.....0 tax on capital gains (losses)	0	0
10.	Total (Lines 5 through 9)	226,092,357	221,566,164
11.	Net cash from operations (Line 4 minus Line 10)	(3,929,428)	9,378,158
	Cash from Investments		
12.	Proceeds from investments sold, matured or repaid:		
	12.1 Bonds	0	407,880
	12.2 Stocks	7,961	0
	12.3 Mortgage loans	0	0
	12.4 Real estate	0	0
	12.5 Other invested assets	0	13,482
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0
	12.7 Miscellaneous proceeds	0	0
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	7,961	421,362
13.	Cost of investments acquired (long-term only):		
	13.1 Bonds	0	10,224,360
	13.2 Stocks	227,263	209,852
	13.3 Mortgage loans	0	0
	13.4 Real estate	0	0
	13.5 Other invested assets	0	0
	13.6 Miscellaneous applications	0	0
	13.7 Total investments acquired (Lines 13.1 to 13.6)	227,263	10,434,212
14.	Net increase (decrease) in contract loans and premium notes	0	0
15.	Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14)	(219,302)	(10,012,850)
	Cash from Financing and Miscellaneous Sources		
16.	Cash provided (applied):		
	16.1 Surplus notes, capital notes	0	0
	16.2 Capital and paid in surplus, less treasury stock	0	0
	16.3 Borrowed funds	0	0
	16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0
	16.5 Dividends to stockholders	2,300,000	0
	16.6 Other cash provided (applied)	(1,290,556)	1,683,075
17.	Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6)	(3,590,556)	1,683,075
	RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18.	Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(7,739,286)	1,048,383
19.	Cash, cash equivalents and short-term investments:		
	19.1 Beginning of year	36,674,865	35,626,482
	19.2 End of year (Line 18 plus Line 19.1)	28,935,579	36,674,865

Note: Supplemental Disclosures of Cash Flow Information for Non-Cash Transactions:

20.0001		0	0

ANALYSIS OF OPERATIONS BY LINES OF BUSINESS

		1 Total	2 Comprehensive (Hospital & Medical)	3 Medicare Supplement	4 Dental Only	5 Vision Only	6 Federal Employees Health Benefit Plan	7 Title XVIII Medicare	8 Title XIX Medicaid	9 Other Health	10 Other Non-Health
1.	Net premium income	220,367,505	0	0	0	0	0	0	220,367,505	0	0
2.	Change in unearned premium reserves and reserve for rate credit	0	0	0	0	0	0	0	0	0	0
3.	Fee-for-service (net of $.....0 medical expenses)	0	0	0	0	0	0	0	0	0	XXX
4.	Risk revenue	0	0	0	0	0	0	0	0	0	XXX
5.	Aggregate write-ins for other health care related revenues	0	0	0	0	0	0	0	0	0	XXX
6.	Aggregate write-ins for other non-health care related revenues	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
7.	TOTAL Revenues (Lines 1 to 6)	220,367,505	0	0	0	0	0	0	220,367,505	0	0
8.	Hospital/medical benefits	149,715,533	0	0	0	0	0	0	149,715,533	0	XXX
9.	Other professional services	0	0	0	0	0	0	0	0	0	XXX
10.	Outside referrals	0	0	0	0	0	0	0	0	0	XXX
11.	Emergency room and out-of-area	12,773,160	0	0	0	0	0	0	12,773,160	0	XXX
12.	Prescription drugs	23,568,518	0	0	0	0	0	0	23,568,518	0	XXX
13.	Aggregate write-ins for other hospital and medical	961,686	0	0	0	0	0	0	961,686	0	XXX
14.	Incentive pool, withhold adjustments and bonus amounts	4,637,677	0	0	0	0	0	0	4,637,677	0	XXX
15.	Subtotal (Lines 8 to 14)	191,656,574	0	0	0	0	0	0	191,656,574	0	XXX
16.	Net reinsurance recoveries	0	0	0	0	0	0	0	0	0	XXX
17.	TOTAL Hospital and Medical (Lines 15 minus 16)	191,656,574	0	0	0	0	0	0	191,656,574	0	XXX
18.	Non-health claims (net)	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
19.	Claims adjustment expenses including $.....2,851,578 cost containment expenses	5,167,381	0	0	0	0	0	0	5,167,381	0	0
20.	General administrative expenses	27,195,189	0	0	0	0	0	0	27,195,189	0	0
21.	Increase in reserves for accident and health contracts	0	0	0	0	0	0	0	0	0	XXX
22.	Increase in reserves for life contracts	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
23.	TOTAL Underwriting Deductions (Lines 17 to 22)	224,019,144	0	0	0	0	0	0	224,019,144	0	0
24.	Net underwriting gain or (loss) (Line 7 minus Line 23)	(3,651,639)	0	0	0	0	0	0	(3,651,639)	0	0
DETAILS OF WRITE-INS											
0501.		0	0	0	0	0	0	0	0	0	XXX
0502.		0	0	0	0	0	0	0	0	0	XXX
0503.		0	0	0	0	0	0	0	0	0	XXX
0598.	Summary of remaining write-ins for Line 5 from overflow page	0	0	0	0	0	0	0	0	0	XXX
0599.	TOTALS (Lines 0501 through 0503 plus 0598) (Line 5 above)	0	0	0	0	0	0	0	0	0	XXX
0601.		0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
0602.		0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
0603.		0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
0698.	Summary of remaining write-ins for Line 6 from overflow page	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
1301.	Other Medical	961,686	0	0	0	0	0	0	961,686	0	XXX
1302.		0	0	0	0	0	0	0	0	0	XXX
1303.		0	0	0	0	0	0	0	0	0	XXX
1398.	Summary of remaining write-ins for Line 13 from overflow page	0	0	0	0	0	0	0	0	0	XXX
1399.	TOTALS (Lines 1301 through 1303 plus 1398) (Line 13 above)	961,686	0	0	0	0	0	0	961,686	0	XXX

UNDERWRITING AND INVESTMENT EXHIBIT

PART 1 - PREMIUMS

Line of Business	1 Direct Business	2 Reinsurance Assumed	3 Reinsurance Ceded	4 Net Premium Income (Columns 1 + 2 - 3)
1. Comprehensive (hospital and medical)	0	0	0	0
2. Medicare Supplement	0	0	0	0
3. Dental only	0	0	0	0
4. Vision only	0	0	0	0
5. Federal Employees Health Benefits Plan	0	0	0	0
6. Title XVIII - Medicare	0	0	0	0
7. Title XIX - Medicaid	220,474,883	0	107,378	220,367,505
8. Other health	0	0	0	0
9. Health subtotal (Lines 1 through 8)	220,474,883	0	107,378	220,367,505
10. Life	0	0	0	0
11. Property/casualty	0	0	0	0
12. TOTALS (Lines 9 to 11)	220,474,883	0	107,378	220,367,505

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2 - CLAIMS INCURRED DURING THE YEAR

	1 Total	2 Comprehensive (Hospital & Medical)	3 Medicare Supplement	4 Dental Only	5 Vision Only	6 Federal Employees Health Benefits Plan	7 Title XVIII Medicare	8 Title XIX Medicaid	9 Other Health	10 Other Non-Health
1. Payments during the year:										
1.1 Direct	187,028,111	0	0	0	0	0	0	187,028,111	0	0
1.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
1.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0
1.4 Net	187,028,111	0	0	0	0	0	0	187,028,111	0	0
2. Paid medical incentive pools and bonuses	6,876,179	0	0	0	0	0	0	6,876,179	0	0
3. Claim liability December 31, current year from Part 2A:										
3.1 Direct	19,025,408	0	0	0	0	0	0	19,025,408	0	0
3.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
3.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0
3.4 Net	19,025,408	0	0	0	0	0	0	19,025,408	0	0
4. Claim reserve December 31, current year from Part 2D:										
4.1 Direct	0	0	0	0	0	0	0	0	0	0
4.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
4.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0
4.4 Net	0	0	0	0	0	0	0	0	0	0
5. Accrued medical incentive pools and bonuses, current year	2,751,845	0	0	0	0	0	0	2,751,845	0	0
6. Net healthcare receivables (a)	303,453	0	0	0	0	0	0	303,453	0	0
7. Amounts recoverable from reinsurers December 31, current year	0	0	0	0	0	0	0	0	0	0
8. Claim liability December 31, prior year from Part 2A:										
8.1 Direct	18,731,169	0	0	0	0	0	0	18,731,169	0	0
8.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
8.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0
8.4 Net	18,731,169	0	0	0	0	0	0	18,731,169	0	0
9. Claim reserve December 31, prior year from Part 2D:										
9.1 Direct	0	0	0	0	0	0	0	0	0	0
9.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
9.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0
9.4 Net	0	0	0	0	0	0	0	0	0	0
10. Accrued medical incentive pools and bonuses, prior year	4,990,347	0	0	0	0	0	0	4,990,347	0	0
11. Amounts recoverable from reinsurers December 31, prior year	0	0	0	0	0	0	0	0	0	0
12. Incurred benefits:										
12.1 Direct	187,018,897	0	0	0	0	0	0	187,018,897	0	0
12.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
12.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0
12.4 Net	187,018,897	0	0	0	0	0	0	187,018,897	0	0
13. Incurred medical incentive pools and bonuses	4,637,677	0	0	0	0	0	0	4,637,677	0	0

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

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2A - CLAIMS LIABILITY END OF CURRENT YEAR

	1 Total	2 Comprehensive (Hospital & Medical)	3 Medicare Supplement	4 Dental Only	5 Vision Only	6 Federal Employees Health Benefits Plan	7 Title XVIII Medicare	8 Title XIX Medicaid	9 Other Health	10 Other Non-Health
1. Reported in Process of Adjustment:										
1.1 Direct	6,092,032	0	0	0	0	0	0	6,092,032	0	0
1.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
1.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0
1.4 Net	6,092,032	0	0	0	0	0	0	6,092,032	0	0
2. Incurred but Unreported:										
2.1 Direct	12,480,045	0	0	0	0	0	0	12,480,045	0	0
2.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
2.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0
2.4 Net	12,480,045	0	0	0	0	0	0	12,480,045	0	0
3. Amounts Withheld from Paid Claims and Capitations:										
3.1 Direct	453,331	0	0	0	0	0	0	453,331	0	0
3.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
3.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0
3.4 Net	453,331	0	0	0	0	0	0	453,331	0	0
4. TOTALS										
4.1 Direct	19,025,408	0	0	0	0	0	0	19,025,408	0	0
4.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
4.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0
4.4 Net	19,025,408	0	0	0	0	0	0	19,025,408	0	0

UNDERWRITING AND INVESTMENT EXHIBIT

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

Line of Business	Claims Paid During the Year		Claim Reserve and Claim Liability December 31 of Current Year		5	6
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
1. Comprehensive (hospital and medical)	0	0	0	0	0	0
2. Medicare Supplement	0	0	0	0	0	0
3. Dental only	0	0	0	0	0	0
4. Vision only	0	0	0	0	0	0
5. Federal Employees Health Benefits Plan	0	0	0	0	0	0
6. Title XVIII - Medicare	0	0	0	0	0	0
7. Title XIX - Medicaid	19,469,600	167,636,173	352,796	18,672,612	19,822,396	18,731,169
8. Other health	0	0	0	0	0	0
9. Health subtotal (Lines 1 to 8)	19,469,600	167,636,173	352,796	18,672,612	19,822,396	18,731,169
10. Healthcare receivables (a)	76,425	1,238	620,406	294,276	696,831	611,229
11. Other non-health	0	0	0	0	0	0
12. Medical incentive pool and bonus amounts	5,181,962	1,694,217	166,895	2,584,950	5,348,857	4,990,347
13. TOTALS (Lines 9 - 10 + 11 + 12)	24,575,137	169,329,152	(100,715)	20,963,286	24,474,422	23,110,287

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

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS (000 Omitted)

Grand Total

Section A - Paid Health Claims

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2007	2 2008	3 2009	4 2010	5 2011
1. Prior	16,676	0	0	0	0
2. 2007	141,771	13,737	0	0	0
3. 2008	XXX	153,977	16,503	0	0
4. 2009	XXX	XXX	165,381	21,405	0
5. 2010	XXX	XXX	XXX	169,978	24,575
6. 2011	XXX	XXX	XXX	XXX	169,329

Section B - Incurred Health Claims

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2007	2 2008	3 2009	4 2010	5 2011
1. Prior	17,188	0	0	0	0
2. 2007	160,063	14,543	0	0	0
3. 2008	XXX	174,167	17,030	0	0
4. 2009	XXX	XXX	188,701	22,927	0
5. 2010	XXX	XXX	XXX	192,177	25,095
6. 2011	XXX	XXX	XXX	XXX	190,587

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio

Years in Which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	10 (Col. 9/1) Percent
1. 2007	177,178	155,508	3,581	2.303	159,089	89.790	0	0	159,089	89.790
2. 2008	196,586	170,480	3,909	2.293	174,389	88.709	0	0	174,389	88.709
3. 2009	222,653	186,785	3,067	1.642	189,852	85.268	0	0	189,852	85.268
4. 2010	230,220	194,553	4,944	2.541	199,497	86.655	520	0	200,017	86.881
5. 2011	220,475	169,329	4,629	2.734	173,958	78.901	21,258	368	195,584	88.710

12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Hospital and Medical . . . . NONE

12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Hospital and Medical . . . NONE

12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Hospital and Medical . . . NONE

12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Medicare Supplement . . . . NONE

12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Medicare Supplement . . . NONE

12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Medicare Supplement . . . NONE

12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Dental Only . . . . . NONE

12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Dental Only . . . . . NONE

12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Dental Only . . . . . NONE

12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Vision Only . . . . . NONE

12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Vision Only . . . . . NONE

12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Vision Only . . . . . NONE

12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Fed Emp HBPP . . . . . NONE

12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Fed Emp HBPP . . . . . NONE

12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Fed Emp HBPP . . . . . NONE

12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Title XVIII-Medicare . . . . . NONE

12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Title XVIII-Medicare . . . . . NONE

12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Title XVIII-Medicare . . . . . NONE

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS (000 Omitted)

Title XIX - Medicaid

Section A - Paid Health Claims

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2007	2 2008	3 2009	4 2010	5 2011
1. Prior	16,676	0	0	0	0
2. 2007	141,771	13,737	0	0	0
3. 2008	XXX	153,977	16,503	0	0
4. 2009	XXX	XXX	165,381	21,405	0
5. 2010	XXX	XXX	XXX	169,978	24,575
6. 2011	XXX	XXX	XXX	XXX	169,329

Section B - Incurred Health Claims

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2007	2 2008	3 2009	4 2010	5 2011
1. Prior	17,188	0	0	0	0
2. 2007	160,063	14,543	0	0	0
3. 2008	XXX	174,167	17,030	0	0
4. 2009	XXX	XXX	188,701	22,927	0
5. 2010	XXX	XXX	XXX	192,177	25,095
6. 2011	XXX	XXX	XXX	XXX	190,587

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio

Years in Which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	10 (Col. 9/1) Percent
1. 2007	177,178	155,508	3,581	2.303	159,089	89.790	0	0	159,089	89.790
2. 2008	196,586	170,480	3,909	2.293	174,389	88.709	0	0	174,389	88.709
3. 2009	222,653	186,785	3,067	1.642	189,852	85.268	0	0	189,852	85.268
4. 2010	230,220	194,553	4,944	2.541	199,497	86.655	520	0	200,017	86.881
5. 2011	220,475	169,329	4,629	2.734	173,958	78.901	21,258	368	195,584	88.710

12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Other . . . . . NONE

12 Underwriting Invest Exh Pt 2C Sn B - Incur Claims - Other . . . . . NONE

12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Other . . . . . NONE

13 Underwriting Invest Exh Pt 2D - A & H Reserve . . . . . NONE

UNDERWRITING AND INVESTMENT EXHIBIT

PART 3 - ANALYSIS OF EXPENSES

		Claim Adjustment Expenses		3	4	5
		1 Cost Containment Expenses	2 Other Claim Adjustment Expenses	General Administrative Expenses	Investment Expenses	Total
1.	Rent ($.....0 for occupancy of own building)	0	0	277,279	0	277,279
2.	Salaries, wages and other benefits	1,848,190	1,254,979	8,961,035	0	12,064,204
3.	Commissions (less $.....0 ceded plus $.....0 assumed)	0	0	0	0	0
4.	Legal fees and expenses	0	0	65,856	0	65,856
5.	Certifications and accreditation fees	0	0	0	0	0
6.	Auditing, actuarial and other consulting services	79	0	202,560	0	202,639
7.	Traveling expenses	11,799	4,496	155,554	0	171,849
8.	Marketing and advertising	4,173	0	275,000	0	279,173
9.	Postage, express and telephone	89,551	130,149	232,296	0	451,996
10.	Printing and office supplies	30,048	39,942	223,601	0	293,591
11.	Occupancy, depreciation and amortization	164,333	82,581	411,570	0	658,484
12.	Equipment	303	474	55,093	0	55,870
13.	Cost or depreciation of EDP equipment and software	300,588	470,116	1,489,020	0	2,259,724
14.	Outsourced services including EDP, claims, and other services	200,621	226,074	639,976	0	1,066,671
15.	Boards, bureaus and association fees	3,304	1,902	66,383	0	71,589
16.	Insurance, except on real estate	0	0	87,618	0	87,618
17.	Collection and bank service charges	0	0	21,659	24,122	45,781
18.	Group service and administration fees	0	0	0	0	0
19.	Reimbursements by uninsured plans	0	0	0	0	0
20.	Reimbursements from fiscal intermediaries	0	0	0	0	0
21.	Real estate expenses	0	0	0	0	0
22.	Real estate taxes	0	0	42,873	0	42,873
23.	Taxes, licenses and fees:					
	23.1 State and local insurance taxes	0	0	0	0	0
	23.2 State premium taxes	0	0	13,414,058	0	13,414,058
	23.3 Regulator authority licenses and fees	0	0	0	0	0
	23.4 Payroll taxes	136,496	95,441	494,617	0	726,554
	23.5 Other (excluding federal income and real estate taxes)	0	0	2,817	0	2,817
24.	Investment expenses not included elsewhere	0	0	0	0	0
25.	Aggregate write-ins for expenses	62,093	9,649	76,324	0	148,066
26.	TOTAL Expenses Incurred (Lines 1 to 25)	2,851,578	2,315,803	27,195,189	24,122	(a) 32,386,692
27.	Less expenses unpaid December 31, current year	140,209	227,731	129,498	0	497,438
28.	Add expenses unpaid December 31, prior year	132,479	206,468	0	0	338,947
29.	Amounts receivable relating to uninsured plans, prior year	0	0	0	0	0
30.	Amounts receivable relating to uninsured plans, current year	0	0	0	0	0
31.	TOTAL Expenses Paid (Lines 26 minus 27 plus 28 minus 29 plus 30)	2,843,848	2,294,540	27,065,691	24,122	32,228,201
DETAILS OF WRITE-INS						
2501.	Conferences, Seminars and Training	13,185	1,638	15,357	0	30,180
2502.	Charitable Contritutions	0	0	0	0	0
2503.	Interest Expense on Late Claims	0	6,539	4,012	0	10,551
2598.	Summary of remaining write-ins for Line 25 from overflow page	48,908	1,472	56,955	0	107,335
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	62,093	9,649	76,324	0	148,066

(a) Includes management fees of $.....18,860,470 to affiliates and $.....0 to non-affiliates.

EXHIBIT OF NET INVESTMENT INCOME

		1 Collected During Year	2 Earned During Year
1.	U.S. Government bonds	(a) 0	0
1.1	Bonds exempt from U.S. tax	(a) 0	0
1.2	Other bonds (unaffiliated)	(a) 104,618	104,618
1.3	Bonds of affiliates	(a) 0	0
2.1	Preferred stocks (unaffiliated)	(b) 0	0
2.11	Preferred stocks of affiliates	(b) 0	0
2.2	Common stocks (unaffiliated)	219,301	218,429
2.21	Common stocks of affiliates	0	0
3.	Mortgage loans	(c) 0	0
4.	Real estate	(d) 0	0
5.	Contract loans	0	0
6.	Cash, cash equivalents and short-term investments	(e) 28,989	27,653
7.	Derivative instruments	(f) 0	0
8.	Other invested assets	0	0
9.	Aggregate write-ins for investment income	0	0
10.	Total gross investment income	352,908	350,700
11.	Investment expenses		(g) 24,122
12.	Investment taxes, licenses and fees, excluding federal income taxes		(g) 0
13.	Interest expense		(h) 0
14.	Depreciation on real estate and other invested assets		(i) 0
15.	Aggregate write-ins for deductions from investment income		0
16.	Total deductions (Lines 11 through 15)		24,122
17.	Net Investment income (Line 10 minus Line 16)		326,578
DETAILS OF WRITE-INS			
0901.		0	0
0902.		0	0
0903.		0	0
0998.	Summary of remaining write-ins for Line 9 from overflow page	0	0
0999.	TOTALS (Lines 0901 through 0903 plus 0998) (Line 9, above)	0	0
1501.			0
1502.			0
1503.			0
1598.	Summary of remaining write-ins for Line 15 from overflow page		0
1599.	TOTALS (Lines 1501 through 1503 plus 1598) (Line 15, above)		0

(a) Includes $.....0 accrual of discount less $.....104,632 amortization of premium and less $.....0 paid for accrued interest on purchases.
(b) Includes $.....0 accrual of discount less $.....0 amortization of premium and less $.....0 paid for accrued dividends on purchases.
(c) Includes $.....0 accrual of discount less $.....0 amortization of premium and less $.....0 paid for accrued interest on purchases.
(d) Includes $.....0 for company's occupancy of its own buildings; and excludes $.....0 interest on encumbrances.
(e) Includes $.....0 accrual of discount less $.....0 amortization of premium and less $.....0 paid for accrued interest on purchases.
(f) Includes $.....0 accrual of discount less $.....0 amortization of premium.
(g) Includes $.....24,122 investment expenses and $.....0 investment taxes, licenses and fees, excluding federal income taxes, attributable to segregated and Separate Accounts.
(h) Includes $.....0 interest on surplus notes and $.....0 interest on capital notes.
(i) Includes $.....0 depreciation on real estate and $.....0 depreciation on other invested assets.

EXHIBIT OF CAPITAL GAINS (LOSSES)

		1 Realized Gain (Loss) on Sales or Maturity	2 Other Realized Adjustments	3 Total Realized Capital Gain (Loss) (Columns 1 + 2)	4 Change in Unrealized Capital Gain (Loss)	5 Change in Unrealized Foreign Exchange Capital Gain (Loss)
1.	U.S. Government bonds	0	0	0	0	0
1.1	Bonds exempt from U.S. tax	0	0	0	0	0
1.2	Other bonds (unaffiliated)	0	0	0	0	0
1.3	Bonds of affiliates	0	0	0	0	0
2.1	Preferred stocks (unaffiliated)	0	0	0	0	0
2.11	Preferred stocks of affiliates	0	0	0	0	0
2.2	Common stocks (unaffiliated)	7,961	0	7,961	131,894	0
2.21	Common stocks of affiliates	0	0	0	0	0
3.	Mortgage loans	0	0	0	0	0
4.	Real estate	0	0	0	0	0
5.	Contract loans	0	0	0	0	0
6.	Cash, cash equivalents and short-term investments	0	0	0	0	0
7.	Derivative instruments	0	0	0	0	0
8.	Other invested assets	0	0	0	0	0
9.	Aggregate write-ins for capital gains (losses)	0	0	0	0	0
10.	Total capital gains (losses)	7,961	0	7,961	131,894	0
DETAILS OF WRITE-INS						
0901.		0	0	0	0	0
0902.		0	0	0	0	0
0903.		0	0	0	0	0
0998.	Summary of remaining write-ins for Line 9 from overflow page	0	0	0	0	0
0999.	TOTALS (Lines 0901 through 0903 plus 0998) (Line 9, above)	0	0	0	0	0

EXHIBIT OF NONADMITTED ASSETS

		1 Current Year Total Nonadmitted Assets	2 Prior Year Total Nonadmitted Assets	3 Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1.	Bonds (Schedule D)	0	0	0
2.	Stocks (Schedule D):			
	2.1 Preferred stocks	0	0	0
	2.2 Common stocks	0	0	0
3.	Mortgage loans on real estate (Schedule B):			
	3.1 First liens	0	0	0
	3.2 Other than first liens	0	0	0
4.	Real estate (Schedule A):			
	4.1 Properties occupied by the company	0	0	0
	4.2 Properties held for the production of income	0	0	0
	4.3 Properties held for sale	0	0	0
5.	Cash (Schedule E-Part 1), cash equivalents (Schedule E-Part 2) and short-term investments (Schedule DA)	0	0	0
6.	Contract loans	0	0	0
7.	Derivatives (Schedule DB)	0	0	0
8.	Other invested assets (Schedule BA)	0	0	0
9.	Receivables for securities	0	0	0
10.	Securities lending reinvested collateral assets (Schedule DL)	0	0	0
11.	Aggregate write-ins for invested assets	0	0	0
12.	Subtotals, cash and invested assets (Lines 1 to 11)	0	0	0
13.	Title plants (for Title insurers only)	0	0	0
14.	Invested income due and accrued	0	0	0
15.	Premium and considerations:			
	15.1 Uncollected premiums and agents' balances in the course of collection	0	0	0
	15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due	0	0	0
	15.3 Accrued retrospective premiums	0	0	0
16.	Reinsurance:			
	16.1 Amounts recoverable from reinsurers	0	0	0
	16.2 Funds held by or deposited with reinsured compa	0	0	0
	16.3 Other amounts receivable under reinsurance contracts	0	0	0
17.	Amounts receivable relating to uninsured plans	0	0	0
18.1	Current federal and foreign income tax recoverable and interest thereon	0	0	0
18.2	Net deferred tax asset	0	0	0
19.	Guaranty funds receivable or on deposit	0	0	0
20.	Electronic data processing equipment and software	0	0	0
21.	Furniture and equipment, including health care delivery assets	0	0	0
22.	Net adjustment in assets and liabilities due to foreign exchange rates	0	0	0
23.	Receivables from parent, subsidiaries and affiliates	0	0	0
24.	Health care and other amounts receivable	0	0	0
25.	Aggregate write-ins for other than invested assets	0	0	0
26.	Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	0	0	0
27.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0
28.	Total (Lines 26 and 27)	0	0	0
DETAILS OF WRITE-INS				
1101.		0	0	0
1102.		0	0	0
1103.		0	0	0
1198.	Summary of remaining write-ins for Line 11 from overflow page	0	0	0
1199.	TOTALS (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0
2501.		0	0	0
2502.		0	0	0
2503.		0	0	0
2598.	Summary of remaining write-ins for Line 25 from overflow page	0	0	0
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	0	0	0

NONE

EXHIBIT 1 - ENROLLMENT BY PRODUCT TYPE FOR HEALTH BUSINESS ONLY

Source of Enrollment	Total Members at End of					6
	1 Prior Year	2 First Quarter	3 Second Quarter	4 Third Quarter	5 Current Year	Current Year Member Months
1. Health Maintenance Organizations	70,817	69,915	68,904	67,884	66,768	825,861
2. Provider Service Organizations	0	0	0	0	0	0
3. Preferred Provider Organizations	0	0	0	0	0	0
4. Point of Service	0	0	0	0	0	0
5. Indemnity Only	0	0	0	0	0	0
6. Aggregate write-ins for other lines of business	0	0	0	0	0	0
7. TOTAL	70,817	69,915	68,904	67,884	66,768	825,861
DETAILS OF WRITE-INS						
0601.	0	0	0	0	0	0
0602.	0	0	0	0	0	0
0603.	0	0	0	0	0	0
0698. Summary of remaining write-ins for Line 6 from overflow page	0	0	0	0	0	0
0699. TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	0	0	0	0	0	0

Notes to Financial Statements

1. Summary of Significant Accounting Policies

A. Accounting Practices

The accompanying financial statements of HealthPlus Partners, Inc. (the Company) have been prepared in conformity with the 2011 NAIC Annual Statement Instructions and the NAIC Accounting Practices and Procedures Manual as of March 2011, to the extent that the accounting practices, procedures, and reporting standards are not modified by the Michigan Insurance Code or the 2011 Forms and Instructions for Required Filings in Michigan. The Company has no prescribed or permitted practices that affect net income, statutory surplus or risk-based capital to report.

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

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

C. Accounting Policy

Premium revenue is recognized in the month that members are entitled to health care services. The liability for incurred medical and hospital claims is accrued in the period during which the services are provided and includes estimates of services performed, which have not been reported to the Company.

In addition, the company uses the following accounting policies:

1) Short Term Investments are stated at amortized cost.
2) Long-term bonds are stated at amortized cost.
3) Common Stocks are reported at market value.
4) The Company has no Preferred Stocks to report.
5) The Company has no mortgage loans to report.
6) The Company has no Loan Backed Securities.
7) The Company has no investments in subsidiary, controlled, or affiliated entities.
8) The Company has no ownership interests in joint ventures, partnerships, or limited liability companies.
9) The Company has no derivatives to report.
10) The Company uses anticipated investment income in the calculation of premium deficiency reserves.
11) Unpaid claims include amounts determined from individual case estimates and amounts based on past experiences, for losses incurred but not reported. Such liabilities are necessarily based on assumptions and estimates and while management believes the amount is adequate, the ultimate liability may be in excess of or less than the amount provided. The methods for making such estimates and for establishing the resulting liability are continually reviewed and any adjustments are reflected in the period determined.
12) The Company has no capitalized assets.
13) Estimated pharmaceutical rebate receivables are based primarily on historical trends.

2. Accounting Changes and Corrections of Errors

A. The Company did not discover any material errors or make any changes in accounting principles as of the Year Ended December 31, 2011.

3. Business Combinations and Goodwill

A. Statutory Purchase Method – None
B. Statutory Merger – None

Notes to Financial Statements

C. Assumption Reinsurance – None
D. Impairment Loss – None

4. Discontinued Operations

None.

5. Investments

A. Mortgage Loans, including Mezzanine Real Estate Loans – None
B. Debt Restructuring – None
C. Reverse Mortgages – None
D. Loan-Backed Securities – None
E. Repurchase Agreements and/or Securities Lending Transactions – None
F. Real Estate – None
G. Investments in Low-Income Housing Tax Credits (LIHTC) - None

6. Joint Ventures, Partnerships and Limited Liability Companies

None.

7. Investment Income

A. The Company has not excluded from surplus any investment income due and accrued.
B. Total amount excluded was $0

8. Derivative Instruments

None.

9. Income Taxes

A. Components of Deferred Tax Assets and Deferred Tax Liabilities – None
B. Unrecognized Deferred Tax Liabilities – None
C. Components of income tax incurred – The Company is exempt from Federal income tax under Internal Revenue Code Section 501(c)(4).
D. Book to tax adjustments – None
E. Loss carry forwards and credit carry forwards – None
F. Consolidated tax return - None

10. Information Concerning Parent, Subsidiaries and Affiliates

A., B. & C.

HealthPlusPartners, Inc. is a wholly owned subsidiary of HealthPlus of Michigan, Inc. The Company has entered into agreements with its parent for the provision of administrative services. These services amounted to $18,860,470 in 2011 and $16,439,297 in 2010. The Company paid an ordinary dividend of $2,300,000 to HealthPlus of Michigan, Inc. on June 15, 2011.

D. The Company reported receivables from PSA entities of $1,159,747 in 2011 and $10,296 in 2010, and payables to PSA entities of $380,931 in 2011 and $522,038 in 2010.

E. Affiliate guarantees – None

F. The Company has entered into agreements with its parent for the provision of administrative services. Administrative expenses are allocated based on adjusted premium revenue.

G. The nature of the control relationship does not result in the operating results or financial

Notes to Financial Statements

position being significantly different than those that would have been obtained if the enterprises were autonomous.

H. Ownership in an upstream Parent or Affiliate – None

I. Investments exceeding 10% of the admitted asset – None

J. Investments in Impaired Subsidiaries – None

K. Investments in Foreign Insurance Subsidiary – None

L. Investment in Downstream Non-insurance Holding Company – None

11. Debt

A. Debt, including Capital Notes and Holding Company Obligations – None
B. Federal Home Loan Bank (FHLB) agreements - None

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

A. Defined Benefit Plan – None

B. Defined Contribution Plan – None

C. Multiemployer Plans – None

D. Consolidated/Holding Company Plans – None

E. Postemployment Benefits and Compensated Absences – None

F. Impact of Medicare Modernization Act on Postretirement Benefits (INT 04-17) – None

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

1) Capital Stock – The Company has 4,271,167 shares of no par common stock issued and outstanding.
2) Preferred Stock – None
3) Dividend Restrictions – Dividend are restricted by the State of Michigan to earned surplus, excluding unrealized capital gains, and amounts relating to minimum surplus requirements.
4) Dividends Paid – An ordinary dividend of $2,300,000 was paid to the Company's parent on June 15, 2011.
5) Portion of profits that may be paid as dividends – The portion of profits that may be paid as dividends is restricted to amounts relating to minimum surplus requirements, as noted in (3) above.
6) Restrictions on Unassigned Funds (Surplus) – None
7) Advances to Surplus – Not Applicable
8) Stock held for special purposes – None
9) Changes in special surplus funds – None
10) The portion of unassigned funds (surplus) represented or reduced by cumulative unrealized gains and losses was $1,253,275 in 2011 and $1,121,381 in 2010.
11) Surplus debentures or similar obligations – None
12) Impact of prior quasi-reorganizations – None
13) Effective dates of quasi-reorganizations in the prior ten years – None

14. Contingencies

A. Contingent Commitments – None
B. Assessments – None
C. Gain Contingencies – None

Notes to Financial Statements

D. Claims related extra contractual obligation and bad faith losses stemming from lawsuits – None
E. All Other Contingencies – In the normal course of business, HealthPlus Partners, Inc. is a party to certain legal matters. Management is of the opinion that resolution of these matters will not have a material effect on the Company's financial position or results of operations. The Company has no assets that it considers to be impaired.

15. Leases

A. Lessee Operating Leases – None

B. Lessor Leases and Leveraged Leases – None

16. Financial Instruments with Off-Balance Sheet Risk and Financial Instruments with Concentrations of Credit Risk.

None.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

A. Transfers of Receivables Reported as Sales – None
B. Transfer and Servicing of Financial Assets – None
C. Wash Sales – None

18. Gain or Loss to the Reporting Entity from Uninsured A&H Plans and the Uninsured Portion of Partially Insured Plans

A. ASO Plans – None
B. ASC Plans – None
C. Medicare or Other Similarly Structured Cost Based Reimbursement Contract – None

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

None.

20. Fair Value Measurements

A.

1) Assets Measured at Fair Value on a Recurring Basis

Description	Level 1	Level 2	Level 3	Total
a. Assets at fair value				
Common Stocks	$7,431,619	$0	$0	$7,431,619
b. Liabilities at fair value	$0	$0	$0	$0

2) Assets at Fair Value on a Recurring Basis Using Significant Unobservable Inputs – None

B.

1) Assets Measured at Fair Value on a Nonrecurring Basis – None

21. Other Items

A. Extraordinary Items – None

B. Troubled Debt Restructuring: Debtors – None

Notes to Financial Statements

C. Other Disclosures

Statutory Reserve: As a condition of licensure with the State of Michigan, the Company maintains a deposit in the amount of $1,000,000 in a segregated account and can only be used by the Company at the discretion of the Insurance Commissioner. These funds are invested in an exempt money market mutual fund and reported in short-term investments. Interest on these funds accrues to the Company.

D. At December 31, 2011 and 2010 the Company had premiums receivable from the Michigan Department of Community Health of $176,217 and $1,234,559 respectively. The Company routinely assesses the collectability of these receivables.

E. Business Interruption Insurance Recoveries – None

F. State Transferable Tax Credits – None

G. Subprime-Mortgage-Related Risk Expense – None

22. Events Subsequent

There were no events subsequent to the close of the books or accounts for this statement which may have a material effect on the financial condition of the Company.

23. Reinsurance

A. Ceded Reinsurance Report

Section 1 – General Interrogatories

(1) Are any of the reinsurers, listed in Schedule S as non-affiliated, owned in excess of 10% or controlled, either directly or indirectly, by the company or by any representative, officer, trustee, or director of the Company?
Yes ( ) No (x)

(2) Have any policies issued by the company been reinsured with a company chartered in a country other than the United States (excluding U.S. Branches of such companies) that is owned in excess of 10% or controlled directly or indirectly by an insured, a beneficiary, a creditor or an insured or any other person not primarily engaged in the insurance business?
Yes ( ) No (x)

Section 2 – Ceded Reinsurance Report – Part A

(1) Does the company have any reinsurance agreements in effect under which the reinsurer may unilaterally cancel any reinsurance for reasons other than for nonpayment of premium or other similar credit?
Yes (x) No ( )

a. If yes, what is the estimated amount of the aggregate reduction in surplus of a unilateral cancellation by the reinsurer as of the date of this statement, for those agreements in which cancellation results in a net obligation of the reporting entity to the reinsurer, and for which such obligation is not presently accrued? Where necessary, the reporting entity may consider the current or anticipated experience of the business reinsured in making this estimate.
$ 0.

b. What is the total amount of reinsurance credits taken, whether as an asset or as a reduction of liability for these agreements in this statement?
$ 0.

Notes to Financial Statements

(2) Does the reporting entity have any reinsurance agreements in effect such that the amount of losses paid or accrued through the statement date may result in a payment to the reinsurer of amounts that, in aggregate and allowing for offset of mutual credits from other reinsurance agreements with the same reinsurer, exceed the total direct premium collected under the reinsured policies?
Yes ( ) No (x)

Section 3 – Ceded Reinsurance – Part B

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

(2) Have any new agreements been executed or existing agreements amended, since January 1 of the year of this statement, to include policies or contracts that were in force or which had existing reserves established by the company as of the effective date of the agreement?
Yes ( ) No (x)

(3) Uncollectible Reinsurance

None.

C. Commutation of Ceded Reinsurance

None.

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination – None

25. Change in Incurred Claims and Claim Adjustment Expenses

The following table provides a reconciliation of the beginning and ending claims payable, net of reinsurance recoverables:

	Year Ended December 31	
	2011	2010
	(In Thousands)	
Reserve for claims payable, at beginning of year	$ 18,731	$ 20,194
Add provision for claims, occurring in:		
Current year	186,309	187,392
Prior years	1,091	(294)
Net incurred claim expense during the current year	187,400	187,098
Deduct payments for claims occurring in:		
Current year	167,636	169,973
Prior years	19,470	18,588
Net claim payments during the current year	187,106	188,561
Reserve for claims payable, at end of year	19,025	18,731

Notes to Financial Statements

The unfavorable development of the 2011 reserves is primarily due to 2010 physician and inpatient incurred claim costs developing with more severity and frequency than anticipated. The net effect, after risk sharing, on expenses was $1,051,000.

The favorable development of the 2010 reserves is primarily due to 2009 physician and outpatient incurred claim costs developing with less severity and frequency than anticipated. The net effect, after risk sharing, on expenses was ($879,000).

26. Intercompany Pooling Arrangements

None.

27. Structured Settlements

Not applicable.

28 Health Care Receivables

A. Pharmaceutical Rebate Receivables

Pharmaceutical rebate receivables consist of actual amounts billed for the previous quarter, based on actual prescriptions filled, and estimates of rebates for the current quarter. Estimated rebates are based primarily on historical trends.

Quarter	Estimated Pharmacy Rebates as Reported on Financial Statements	Pharmacy Rebates as Invoiced/ Confirmed	Actual rebates Collected Within 90 Days of Invoicing/ Confirmation	Actual Rebates Collected Within 91 to 180 Days of Invoicing/ Confirmation	Actual Rebates Collected More Than 180 Days After Invoicing/ Confirmation
12/31/2011	600	0	0	0	0
09/30/2011	623	623	0	0	0
06/30/2011	0	622	622	0	0
03/31/2011	0	614	614	0	0
12/31/2010	0	1,602	1,602	0	0
09/30/2010	0	3,014	3,014	0	0
06/30/2010	0	2,771	2,771	0	0
03/31/2010	0	2,787	2,787	0	0
12/31/2009	0	1,976	1,976	0	0
09/30/2009	0	2,131	2,131	0	0
06/30/2009	0	1,167	1,167	0	0
03/31/2009	0	3,815	3,815	0	0

B. Risk Sharing Receivables

The Company has agreements, which provide the basis of payments to different provider groups for the delivery of health care services. The groups include hospitals, physician hospital organizations, and physicians. The agreements include provisions for the sharing of surplus or deficits calculated by the comparison of total expense to funding reported for the Company's members served by the physicians affiliated with each contracting provider group. The funding levels are primarily based on a percentage of the premium, which the Company receives for providing health insurance coverage to employer groups. Certain of these providers have entered into separate agreements with affiliated hospitals to share any surplus or deficit associated with services to physician members.

The following table details risk sharing receivables recorded in accordance with the provisions of the aforementioned agreements.

Notes to Financial Statements

Calendar Year	Evaluation Period Year Ending	Risk Sharing Receivable as Estimated And Reported in the Prior Year	Risk Sharing Receivable as Estimated And Reported in the Current Year	Risk Sharing Receivable Invoiced	Risk Sharing Receivable Not Invoiced	Actual Risk Sharing Amounts Collected in Year Invoiced	Actual Risk Sharing Amounts Collected First Year Subsequent	Actual Risk Sharing Amounts Collected Second Year Subsequent	Actual Risk Sharing Amounts Collected – All Other
2011	2011	0	913,463	0	0	0	0	0	0
	2012	0	0	0	0	0	0	0	0
2010	2010	0	606,229	606,229	0	606,229	0	0	0
	2011	0	0	0	0	0	0	0	0
2009	2009	0	199,006	199,006	0	199,006	0	0	0
	2010	0	0	0	0	0	0	0	0
2008	2008	0	1,736,211	1,736,211	0	1,736,211	0	0	0
	2009	0	0	0	0	0	0	0	0

29. Participating Policies – None

30. Premium Deficiency Reserves – None

31. Anticipated Salvage and Subrogation

The Company has not specifically identified any anticipated salvage and subrogation amounts in its calculation of loss reserves.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

1.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes[X] No[ ]

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

1.3 State Regulating? Michigan

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

2.2 If yes, date of change: 05/26/2011

3.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2009

3.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2009

3.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 06/29/2011

3.4 By what department or departments?
Department of Licensing and Regulatory Affairs, Office of Financial & Insurance Regulation, Office of Financial Evaluation

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

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

4.1 During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity) receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
4.11 sales of new business? Yes[ ] No[X]
4.12 renewals? Yes[ ] No[X]

4.2 During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
4.21 sales of new business? Yes[ ] No[X]
4.22 renewals? Yes[ ] No[X]

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

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

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

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

6.2 If yes, give full information:

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

7.2 If yes,
7.21 State the percentage of foreign control 0.000%
7.22 State the nationality(s) of the foreign person(s) or entity(s); or if the entity is a mutual or reciprocal, the nationality of its manager or attorney-in-fact and identify the type of entity(s) (e.g., individual, corporation, government, manager or attorney-in-fact)

1 Nationality	2 Type of Entity

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

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

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

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

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC
		Yes[ ] No[X]	Yes[ ] No[X]	Yes[ ] No[X]	Yes[ ] No[X]	Yes[ ] No[X]

9. What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?
Ernst & Young, LLP. Suite 1700, 500 Woodward, Detroit, MI, 48226

10.1 Has the insurer been granted any exemptions to the prohibited non-audit services provided by the certified independent public accountant requirements as allowed in Section 7H of the Annual Financial Reporting Model Regulation (Model Audit Rule), or substantially similar state law or regulation? Yes[ ] No[X]

10.2 If response to 10.1 is "yes," provide information related to this exemption:

10.3 Has the insurer been granted any exemptions related to the other requirements of the Annual Financial Reporting Model Regulation as allowed for in Section 17A of the Model Regulation, or substantially similar state law or regulation? Yes[ ] No[X]

10.4 If response to 10.3 is "yes," provide information related to this exemption:

10.5 Has the reporting entity established an Audit Committee in compliance with the domiciliary state insurance laws? Yes[X] No[ ] N/A[ ]

10.6 If the answer to 10.5 is "NO" or "N/A" please explain:

11. What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?
Michael J. Cellini, ASA, MAAA, Ernst & Young, LLP. 5 Times Square, New York, NY, 10036

GENERAL INTERROGATORIES (Continued)

12.1 Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly? Yes[ ] No[X]
12.11 Name of real estate holding company
12.12 Number of parcels involved 0
12.13 Total book/adjusted carrying value $ 0
12.2 If yes, provide explanation

13. FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:
13.1 What changes have been made during the year in the United States manager or the United States trustees of the reporting entity?
13.2 Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located? Yes[ ] No[ ] N/A[X]
13.3 Have there been any changes made to any of the trust indentures during the year? Yes[ ] No[ ] N/A[X]
13.4 If answer to (13.3) is yes, has the domiciliary or entry state approved the changes? Yes[ ] No[ ] N/A[X]

14.1 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.
14.11 If the response to 14.1 is no, please explain:
14.2 Has the code of ethics for senior managers been amended? Yes[ ] No[X]
14.21 If the response to 14.2 is yes, provide information related to amendment(s).
14.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes[ ] No[X]
14.31 If the response to 14.3 is yes, provide the nature of any waiver(s).

15.1 Is the reporting entity the beneficiary of a Letter of Credit that is unrelated to reinsurance with a NAIC rating of 3 or below? Yes[ ] No[X]
15.2 If the response to 15.1 is yes, indicate the American Bankers Association (ABA) Routing Number and the name of the issuing or confirming bank of the Letter of Credit and describe the circumstances in which the Letter of Credit is triggered.

	1 American Bankers Association (ABA) Routing Number	2 Issuing or Confirming Bank Name	3 Circumstances That Can Trigger the Letter of Credit	4 Amount
15.2001				0

BOARD OF DIRECTORS

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

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

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

FINANCIAL

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

20.1 Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):
20.11 To directors or other officers $ 0
20.12 To stockholders not officers $ 0
20.13 Trustees, supreme or grand (Fraternal only) $ 0
20.2 Total amount of loans outstanding at end of year (inclusive of Separate Accounts, exclusive of policy loans):
20.21 To directors or other officers $ 0
20.22 To stockholders not officers $ 0
20.23 Trustees, supreme or grand (Fraternal only) $ 0

21.1 Were any assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in the statement? Yes[ ] No[X]
21.2 If yes, state the amount thereof at December 31 of the current year:
21.21 Rented from others $ 0
21.22 Borrowed from others $ 0
21.23 Leased from others $ 0
21.24 Other $ 0

22.1 Does this statement include payments for assessments as described in the Annual Statement Instructions other than guaranty fund or guaranty association assessments? Yes[ ] No[X]
22.2 If answer is yes:
22.21 Amount paid as losses or risk adjustment $ 0
22.22 Amount paid as expenses $ 0
22.23 Other amounts paid $ 0

23.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes[X] No[ ]
23.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: $ 1,159,747

INVESTMENT

24.1 Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date? (other than securities lending programs addressed in 24.3) Yes[X] No[ ]
24.2 If no, give full and complete information, relating thereto:
24.3 For security lending programs, provide a description of the program including value for collateral and amount of loaned securities, and whether collateral is carried on or off-balance sheet, (an alternative is to reference Note 17 where this information is also provided)
24.4 Does the Company's security lending program meet the requirements for a conforming program as outlined in the Risk-Based Capital Instructions? Yes[ ] No[ ] N/A[X]
24.5 If answer to 24.4 is yes, report amount of collateral for conforming programs. $ 0
24.6 If answer to 24.4 is no, report amount of collateral for other programs. $ 0
24.7 Does your securities lending program require 102% (domestic securities) and 105% (foreign securities) from the counterparty at the outset of the contract? Yes[ ] No[ ] N/A[X]
24.8 Does the reporting entity non-admit when the collateral received from the counterparty falls below 100%? Yes[ ] No[ ] N/A[X]
24.9 Does the reporting entity or the reporting entity's securities lending agent utilize the Master Securities lending Agreement (MSLA) to conduct securities lending? Yes[ ] No[ ] N/A[X]

GENERAL INTERROGATORIES (Continued)

25.1 Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity, or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 21.1 and 24.3). Yes[X] No[ ]

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

25.21	Subject to repurchase agreements	$ 0
25.22	Subject to reverse repurchase agreements	$ 0
25.23	Subject to dollar repurchase agreements	$ 0
25.24	Subject to reverse dollar repurchase agreements	$ 0
25.25	Pledged as collateral	$ 0
25.26	Placed under option agreements	$ 0
25.27	Letter stock or securities restricted as to sale	$ 0
25.28	On deposit with state or other regulatory body	$ 1,000,000
25.29	Other	$ 0

25.3 For category (25.27) provide the following:

1 Nature of Restriction	2 Description	3 Amount
		0

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

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

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

27.2 If yes, state the amount thereof at December 31 of the current year. $ 0

28. 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 I, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes[X] No[ ]

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

1 Name of Custodian(s)	2 Custodian's Address
JP Morgan Asset Management	611 Woodward Ave. Detroit, MI 48226
Citizens Bank Wealth Management	328 South Saginaw Street, Flint, MI, 48502

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

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

28.03 Have there been any changes, including name changes, in the custodian(s) identified in 28.01 during the current year? Yes[ ] No[X]

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

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

28.05 Identify all investment advisers, 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 Number(s)	2 Name	3 Address
104234	JP Morgan Asset Management	611 Woodward Ave. Detroit, MI 48226
111223	Citizens Bank Wealth Management	328 South Saginaw Street, Flint, MI, 48502

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

29.2 If yes, complete the following schedule:

1 CUSIP #	2 Name of Mutual Fund	3 Book/Adjusted Carrying Value
4812C1553	JPMorgan Equity Index Fund	3,150,688
29.2999 Total		3,150,688

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

GENERAL INTERROGATORIES (Continued)

1 Name of Mutual Fund (from above table)	2 Name of Significant Holding of the Mutual Fund	3 Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to the Holding	4 Date of Valuation
JPMorgan Equity Index Fund	Exxon-Mobil Corp.	110,274	12/31/2011
JPMorgan Equity Index Fund	Apple, Inc.	103,973	12/31/2011
JPMorgan Equity Index Fund	International Business Machines Corp.	59,863	12/31/2011
JPMorgan Equity Index Fund	Chevron Corp.	59,863	12/31/2011
JPMorgan Equity Index Fund	Microsoft Corp.	53,562	12/31/2011

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

		1 Statement (Admitted) Value	2 Fair Value	3 Excess of Statement over Fair Value (-), or Fair Value over Statement (+)
30.1	Bonds	38,603,494	38,653,812	50,318
30.2	Preferred stocks	0	0	0
30.3	Totals	38,603,494	38,653,812	50,318

30.4 Describe the sources or methods utilized in determining the fair values
Fair values are determined by current market values provided by the Company's investment custodian.

31.1 Was the rate used to calculate fair value determined by a broker or custodian for any of the securities in Schedule D? Yes[ ] No[X]
31.2 If the answer to 31.1 is yes, does the reporting entity have a copy of the broker's or custodian's pricing policy (hard copy or electronic copy) for all brokers or custodians used as a pricing source? Yes[ ] No[ ] N/A[X]
31.3 If the answer to 31.2 is no, describe the reporting entity's process for determining a reliable pricing source for purposes of disclosure of fair value for Schedule D:

32.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes[X] No[ ]
32.2 If no, list exceptions:

OTHER

33.1 Amount of payments to Trade Associations, Service Organizations and Statistical or Rating Bureaus, if any? $ 0
33.2 List the name of the organization and the amount paid if any such payment represented 25% or more of the total payments to Trade Associations, Service Organizations and Statistical or Rating Bureaus during the period covered by this statement.

1 Name	2 Amount Paid
	0

34.1 Amount of payments for legal expenses, if any? $ 0
34.2 List the name of the firm and the amount paid if any such payments represented 25% or more of the total payments for legal expenses during the period covered by this statement.

1 Name	2 Amount Paid
	0

35.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or department of government, if any? $ 0
35.2 List the name of firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with matters before legislative bodies officers or department of government during the period covered by this statement.

1 Name	2 Amount Paid
	0

GENERAL INTERROGATORIES (Continued)

PART 2 - HEALTH INTERROGATORIES

1.1 Does the reporting entity have any direct Medicare Supplement Insurance in force? Yes[ ] No[X]
1.2 If yes, indicate premium earned on U.S. business only: $ 0
1.3 What portion of Item (1.2) is not reported on the Medicare Supplement Insurance Experience Exhibit? $ 0
1.31 Reason for excluding:
1.4 Indicate amount of earned premium attributable to Canadian and/or Other Alien not included in Item (1.2) above. $ 0
1.5 Indicate total incurred claims on all Medicare Supplement insurance. $ 0
1.6 Individual policies - Most current three years:
1.61 Total premium earned $ 0
1.62 Total incurred claims $ 0
1.63 Number of covered lives 0
All years prior to most current three years:
1.64 Total premium earned $ 0
1.65 Total incurred claims $ 0
1.66 Number of covered lives 0
1.7 Group policies - Most current three years:
1.71 Total premium earned $ 0
1.72 Total incurred claims $ 0
1.73 Number of covered lives 0
All years prior to most current three years:
1.74 Total premium earned $ 0
1.75 Total incurred claims $ 0
1.76 Number of covered lives 0

2. Health Test

		1 Current Year	2 Prior Year
2.1	Premium Numerator	220,367,505	229,602,181
2.2	Premium Denominator	220,367,505	229,602,181
2.3	Premium Ratio (2.1 / 2.2)	1.000	1.000
2.4	Reserve Numerator	21,777,253	23,721,516
2.5	Reserve Denominator	21,777,253	23,721,516
2.6	Reserve Ratio (2.4 / 2.5)	1.000	1.000

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

4.1 Have copies of all agreements stating the period and nature of hospitals', physicians', and dentists' care offered to subscribers and dependents been filed with the appropriate regulatory agency? Yes[X] No[ ]
4.2 If not previously filed furnish herewith a copy(ies) of such agreement(s). Do these agreements include additional benefits offered? Yes[ ] No[ ] N/A[X]

5.1 Does the reporting entity have stop-loss reinsurance? Yes[X] No[ ]
5.2 If no, explain:
5.3 Maximum retained risk (see instructions):
5.31 Comprehensive Medical $ 750,000
5.32 Medical Only $ 0
5.33 Medicare Supplement $ 0
5.34 Dental & Vision $ 0
5.35 Other Limited Benefit Plan $ 0
5.36 Other $ 0

6. Describe arrangement which the reporting entity may have to protect subscribers and their dependents against the risk of insolvency including hold harmless provisions, conversion privileges with other carriers, agreements with providers to continue rendering services, and any other agreements:
Provider contracts provide for continuation of services and hold-harmless language. An insolvency rider is also in place.

7.1 Does the reporting entity set up its claim liability for provider services on a service date basis? Yes[X] No[ ]
7.2 If no, give details:

8. Provide the following information regarding participating providers:
8.1 Number of providers at start of reporting year 2,190
8.2 Number of providers at end of reporting year 2,505

9.1 Does the reporting entity have business subject to premium rate guarantees? Yes[ ] No[X]
9.2 If yes, direct premium earned:
9.21 Business with rate guarantees between 15-36 months 0
9.22 Business with rate guarantees over 36 months 0

10.1 Does the reporting entity have Incentive Pool, Withhold or Bonus Arrangements in its provider contracts? Yes[X] No[ ]
10.2 If yes:
10.21 Maximum amount payable bonuses $ 4,990,347
10.22 Amount actually paid for year bonuses $ 5,145,340
10.23 Maximum amount payable withholds $ 831,383
10.24 Amount actually paid for year withholds $ 529,978

11.1 Is the reporting entity organized as:
11.12 A Medical Group/Staff Model, Yes[ ] No[X]
11.13 An Individual Practice Association (IPA), or, Yes[ ] No[X]
11.14 A Mixed Model (combination of above)? Yes[X] No[ ]
11.2 Is the reporting entity subject to Minimum Net Worth Requirements? Yes[X] No[ ]
11.3 If yes, show the name of the state requiring such net worth.
Michigan
11.4 If yes, show the amount required. $ 11,352,106
11.5 Is this amount included as part of a contingency reserve in stockholder's equity? Yes[ ] No[X]
11.6 If the amount is calculated, show the calculation.
The greater of $1,500,000, four percent of subscription revenue, three month's uncovered expenditures, or RBC after covariance

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

1 Name of Service Area
Bay County, MI
Genesee County, MI
Lapeer County, MI
Saginaw County, MI
Shiawassee County, MI
Tuscola County, MI

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

GENERAL INTERROGATORIES (Continued)

13.2 If yes, please provide the amount of custodial funds held as of the reporting date: $..... 0
13.3 Do you act as an administrator for health savings accounts? Yes[ ] No[X]
13.4 If yes, please provide the balance of the funds administered as of the reporting date: $..... 0

FIVE-YEAR HISTORICAL DATA

	1 2011	2 2010	3 2009	4 2008	5 2007
BALANCE SHEET (Pages 2 and 3)					
1. TOTAL Admitted Assets (Page 2, Line 28)	49,547,612	56,943,685	48,014,257	31,737,745	32,543,050
2. TOTAL Liabilities (Page 3, Line 24)	22,671,634	24,582,501	24,587,526	22,148,667	23,939,232
3. Statutory surplus	11,352,106	11,005,480	11,123,922	10,085,370	8,194,484
4. TOTAL Capital and Surplus (Page 3, Line 33)	26,875,978	32,361,184	23,426,731	9,589,078	8,603,818
INCOME STATEMENT (Page 4)					
5. TOTAL Revenues (Line 8)	220,367,505	229,602,181	219,553,074	185,775,070	166,901,702
6. TOTAL Medical and Hospital Expenses (Line 18)	191,656,574	191,139,145	187,535,885	171,921,937	156,162,458
7. Claims adjustment expenses (Line 20)	5,167,381	4,887,980	2,839,275	4,040,505	3,608,782
8. TOTAL Administrative Expenses (Line 21)	27,195,189	25,414,324	24,079,651	12,360,037	10,884,713
9. Net underwriting gain (loss) (Line 24)	(3,651,639)	8,160,732	5,098,263	(2,047,409)	(4,254,251)
10. Net investment gain (loss) (Line 27)	334,539	303,255	393,114	847,995	1,295,174
11. TOTAL Other Income (Lines 28 plus 29)	0	0	0	0	0
12. Net income or (loss) (Line 32)	(3,317,100)	8,463,987	5,491,377	(1,199,414)	(2,959,077)
Cash Flow (Page 6)					
13. Net cash from operations (Line 11)	(3,929,428)	9,378,158	8,314,494	(1,157,270)	(4,051,479)
RISK-BASED CAPITAL ANALYSIS					
14. TOTAL Adjusted Capital	26,875,978	32,361,184	23,426,731	9,589,078	12,949,093
15. Authorized control level risk-based capital	5,676,053	5,497,464	5,561,961	5,042,685	4,173,975
ENROLLMENT (Exhibit 1)					
16. TOTAL Members at End of Period (Column 5, Line 7)	66,768	70,817	72,050	65,218	63,870
17. TOTAL Members Months (Column 6, Line 7)	825,861	853,214	818,966	774,988	771,583
OPERATING PERCENTAGE (Page 4)					
(Item divided by Page 4, sum of Lines 2, 3 and 5) x 100.0					
18. Premiums earned plus risk revenue (Line 2 plus Lines 3 and 5)	100.0	100.0	100.0	100.0	100.0
19. TOTAL Hospital and Medical plus other non-health (Lines 18 plus Line 19)	87.0	83.2	84.3	87.5	88.0
20. Cost containment expenses	1.3	1.2	0.7	1.1	1.1
21. Other claims adjustment expenses	1.1	0.9	0.6	1.0	0.9
22. TOTAL Underwriting Deductions (Line 23)	101.7	96.4	96.4	95.6	96.5
23. TOTAL Underwriting Gain (Loss) (Line 24)	(1.7)	3.6	2.3	(1.0)	(2.4)
UNPAID CLAIMS ANALYSIS					
(U&I Exhibit, Part 2B)					
24. TOTAL Claims Incurred for Prior Years (Line 13, Column 5)	24,474,422	22,320,783	16,831,226	13,303,552	17,019,081
25. Estimated liability of unpaid claims-[prior year (Line 13, Column 6)]	23,110,287	23,353,916	17,701,807	13,875,288	16,160,090
INVESTMENTS IN PARENT, SUBSIDIARIES AND AFFILIATES					
26. Affiliated bonds (Sch. D Summary, Line 12, Column 1)	0	0	0	0	0
27. Affiliated preferred stocks (Sch. D Summary, Line 18, Column 1)	0	0	0	0	0
28. Affiliated common stocks (Sch. D Summary, Line 24, Column 1)	0	0	0	0	0
29. Affiliated short-term investments (subtotal included in Sch. DA Verification, Col. 5, Line 10)	0	0	0	0	0
30. Affiliated mortgage loans on real estate	0	0	0	0	0
31. All other affiliated	0	0	13,482	13,482	5,000
32. TOTAL of Above Lines 26 to 31	0	0	13,482	13,482	5,000

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

If no, please explain::

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

ALLOCATED BY STATES AND TERRITORIES

	1	Direct Business Only							
		2	3	4	5	6	7	8	9
State, Etc.	Active Status	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life & Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit - Type Contracts
1. Alabama (AL)	N	0	0	0	0	0	0	0	0
2. Alaska (AK)	N	0	0	0	0	0	0	0	0
3. Arizona (AZ)	N	0	0	0	0	0	0	0	0
4. Arkansas (AR)	N	0	0	0	0	0	0	0	0
5. California (CA)	N	0	0	0	0	0	0	0	0
6. Colorado (CO)	N	0	0	0	0	0	0	0	0
7. Connecticut (CT)	N	0	0	0	0	0	0	0	0
8. Delaware (DE)	N	0	0	0	0	0	0	0	0
9. District of Columbia (DC)	N	0	0	0	0	0	0	0	0
10. Florida (FL)	N	0	0	0	0	0	0	0	0
11. Georgia (GA)	N	0	0	0	0	0	0	0	0
12. Hawaii (HI)	N	0	0	0	0	0	0	0	0
13. Idaho (ID)	N	0	0	0	0	0	0	0	0
14. Illinois (IL)	N	0	0	0	0	0	0	0	0
15. Indiana (IN)	N	0	0	0	0	0	0	0	0
16. Iowa (IA)	N	0	0	0	0	0	0	0	0
17. Kansas (KS)	N	0	0	0	0	0	0	0	0
18. Kentucky (KY)	N	0	0	0	0	0	0	0	0
19. Louisiana (LA)	N	0	0	0	0	0	0	0	0
20. Maine (ME)	N	0	0	0	0	0	0	0	0
21. Maryland (MD)	N	0	0	0	0	0	0	0	0
22. Massachusetts (MA)	N	0	0	0	0	0	0	0	0
23. Michigan (MI)	L	0	0	220,474,883	0	0	0	220,474,883	0
24. Minnesota (MN)	N	0	0	0	0	0	0	0	0
25. Mississippi (MS)	N	0	0	0	0	0	0	0	0
26. Missouri (MO)	N	0	0	0	0	0	0	0	0
27. Montana (MT)	N	0	0	0	0	0	0	0	0
28. Nebraska (NE)	N	0	0	0	0	0	0	0	0
29. Nevada (NV)	N	0	0	0	0	0	0	0	0
30. New Hampshire (NH)	N	0	0	0	0	0	0	0	0
31. New Jersey (NJ)	N	0	0	0	0	0	0	0	0
32. New Mexico (NM)	N	0	0	0	0	0	0	0	0
33. New York (NY)	N	0	0	0	0	0	0	0	0
34. North Carolina (NC)	N	0	0	0	0	0	0	0	0
35. North Dakota (ND)	N	0	0	0	0	0	0	0	0
36. Ohio (OH)	N	0	0	0	0	0	0	0	0
37. Oklahoma (OK)	N	0	0	0	0	0	0	0	0
38. Oregon (OR)	N	0	0	0	0	0	0	0	0
39. Pennsylvania (PA)	N	0	0	0	0	0	0	0	0
40. Rhode Island (RI)	N	0	0	0	0	0	0	0	0
41. South Carolina (SC)	N	0	0	0	0	0	0	0	0
42. South Dakota (SD)	N	0	0	0	0	0	0	0	0
43. Tennessee (TN)	N	0	0	0	0	0	0	0	0
44. Texas (TX)	N	0	0	0	0	0	0	0	0
45. Utah (UT)	N	0	0	0	0	0	0	0	0
46. Vermont (VT)	N	0	0	0	0	0	0	0	0
47. Virginia (VA)	N	0	0	0	0	0	0	0	0
48. Washington (WA)	N	0	0	0	0	0	0	0	0
49. West Virginia (WV)	N	0	0	0	0	0	0	0	0
50. Wisconsin (WI)	N	0	0	0	0	0	0	0	0
51. Wyoming (WY)	N	0	0	0	0	0	0	0	0
52. American Samoa (AS)	N	0	0	0	0	0	0	0	0
53. Guam (GU)	N	0	0	0	0	0	0	0	0
54. Puerto Rico (PR)	N	0	0	0	0	0	0	0	0
55. U.S. Virgin Islands (VI)	N	0	0	0	0	0	0	0	0
56. Northern Marianas Islands (MP)	N	0	0	0	0	0	0	0	0
57. Canada (CN)	N	0	0	0	0	0	0	0	0
58. Aggregate other alien (OT)	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	0	0	220,474,883	0	0	0	220,474,883	0
60. Reporting entity contributions for Employee Benefit Plans	XXX	0	0	0	0	0	0	0	0
61. TOTAL (Direct Business)	(a) 1	0	0	220,474,883	0	0	0	220,474,883	0
DETAILS OF WRITE-INS									
5801.	XXX	0	0	0	0	0	0	0	0
5802.	XXX	0	0	0	0	0	0	0	0
5803.	XXX	0	0	0	0	0	0	0	0
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0
5899. TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX	0	0	0	0	0	0	0	0

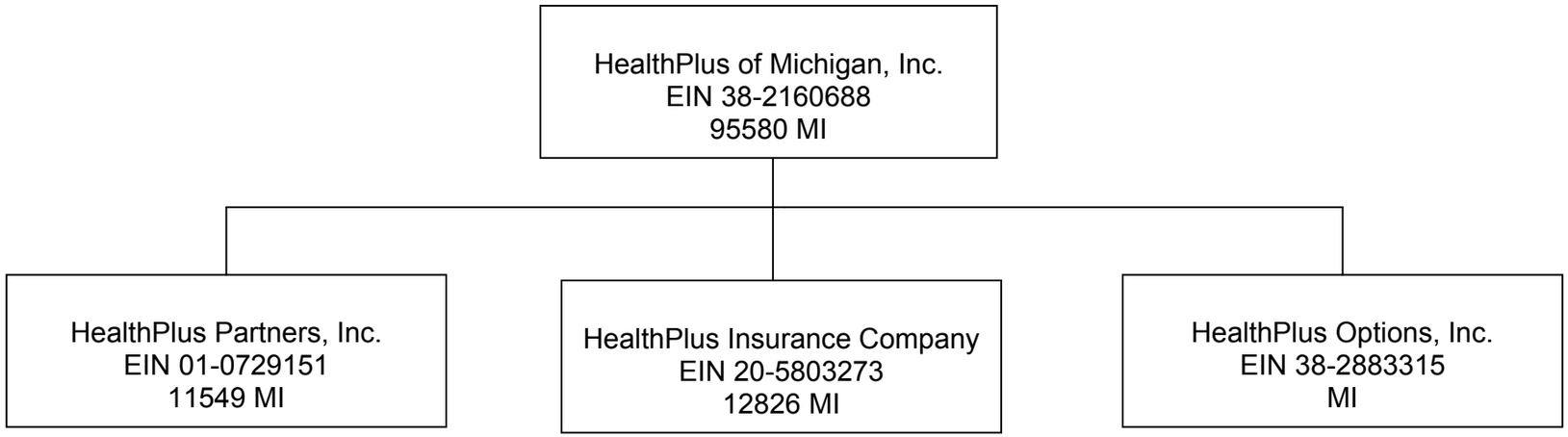
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.

(a) Insert the number of L responses except for Canada and Other Alien.
Explanation of basis of allocation of premiums by states, etc.: All premiums are written in the State of Michigan

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



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