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HEALTH QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2004

OF THE CONDITION AND AFFAIRS OF THE

Grand Valley Health Plan

NAIC Group Code 0000 (Current Period) 0000 (Prior Period) NAIC Company Code 95453 Employer's ID Number 38-2396958

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 [ ] Dental Service Corporation [ ]
Vision Service Corporation [ ] Other [ ] Health Maintenance Organization [X]
Hospital, Medical & Dental Service or Indemnity [ ] Is HMO, Federally Qualified? Yes [X] No [ ]

Date Incorporated 12/03/1981 Commenced Business 02/05/1982

Statutory Home Office 829 Forest Hills Ave SE (Street and Number), Grand Rapids, MI 49546 (City or Town, State and Zip Code)

Main Administrative Office 829 Forest Hills Ave (Street and Number) Grand Rapids, MI 49546 (City or Town, State and Zip Code) 616-949-2410-119 (Area Code) (Telephone Number)

Mail Address 829 Forest Hills Ave SE (Street and Number or P.O. Box), Grand Rapids, MI 49546 (City or Town, State and Zip Code)

Primary Location of Books and Records 829 Forest Hills Ave (Street and Number) Grand Rapids, MI 49546 (City or Town, State and Zip Code) 616-949-2410-116 (Area Code) (Telephone Number)

Internet Website Address gvhp.com

Statutory Statement Contact Lynn Fehrle (Name) 616-949-2410-116 (Area Code) (Telephone Number) (Extension)

fherlel@gvhp.com (E-mail Address) 616-949-9848 (FAX Number)

Policyowner Relations Contact 829 Forest Hills Ave SE (Street and Number) Grand Rapids, MI 49546 (City or Town, State and Zip Code) 616-949-2410 (Area Code) (Telephone Number) (Extension)

OFFICERS

Name	Title	Name	Title
Roland Palmer	President	Thomas Schouten	Secretary
Craig Thompson	Treasurer		

OTHER OFFICERS

DIRECTORS OR TRUSTEES

Roland E Palmer	Thomas W Schouten	James T Kerby	Lucille I Grimm
Shirley Grice	Pamela L Silva	John B Miller	Herbert A Start
Kathy L Lentz			

State of Michigan
County of Kent ss

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.

Subscribed and sworn to before me this
21 day of 10, 2004

Ruth Klinger,
05/08/2008

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	0
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less $ ..... encumbrances)	1,311,960	61,407	1,250,553	1,267,854
4.2 Properties held for the production of income (less $ ..... encumbrances)			0	0
4.3 Properties held for sale (less $ ..... encumbrances)			0	0
5. Cash ($ 8,121,605), cash equivalents ($ .....) and short-term investments ($ 1,038,673)	9,160,278		9,160,278	4,952,081
6. Contract loans, (including $ ..... premium notes)			0	0
7. Other invested assets	742,299	0	742,299	762,387
8. Receivable for securities			0	0
9. Aggregate write-ins for invested assets	0	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9)	11,214,537	61,407	11,153,130	6,982,322
11. Investment income due and accrued			0	0
12. Premiums and considerations:				
12.1 Uncollected premiums and agents' balances in the course of collection	660,044		660,044	261,602
12.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $ ..... earned but unbilled premiums)			0	0
12.3 Accrued retrospective premiums			0	0
13. Reinsurance:				
13.1 Amounts recoverable from reinsurers	323,316		323,316	586,799
13.2 Funds held by or deposited with reinsured companies			0	0
13.3 Other amounts receivable under reinsurance contracts			0	0
14. Amounts receivable relating to uninsured plans			0	0
15.1 Current federal and foreign income tax recoverable and interest thereon			0	182,006
15.2 Net deferred tax asset	182,006		182,006	0
16. Guaranty funds receivable or on deposit			0	0
17. Electronic data processing equipment and software	141,879	18,074	123,805	276,665
18. Furniture and equipment, including health care delivery assets ($ .....)	214,647	96,591	118,056	0
19. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
20. Receivables from parent, subsidiaries and affiliates	759,716		759,716	386,326
21. Health care ($ .....) and other amounts receivable	517,491	93,692	423,799	6,754
22. Other assets nonadmitted	106,891	106,891	0	0
23. Aggregate write-ins for other than invested assets	441,078	0	441,078	470,672
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	14,561,605	376,655	14,184,950	9,153,146
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
26. Total (Lines 24 and 25)	14,561,605	376,655	14,184,950	9,153,146
DETAILS OF WRITE-INS				
0901.				
0902.				
0903.				
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0	0	0
0999. Totals (Lines 0901 thru 0903 plus 0998)(Line 9 above)	0	0	0	0
2301. Pharmacy Inventory	387,291		387,291	352,519
2302. OTC	53,787		53,787	118,153
2303.	0		0	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)	441,078	0	441,078	470,672

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less $ ..... reinsurance ceded)	6,559,669		6,559,669	4,101,344
2. Accrued medical incentive pool and bonus amounts			0	0
3. Unpaid claims adjustment expenses	23,300		23,300	23,300
4. Aggregate health policy reserves			0	0
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance	691,847		691,847	137,290
9. General expenses due or accrued	1,800,008		1,800,008	1,132,464
10.1 Current federal and foreign income tax payable and interest thereon (including $ ..... on realized capital gains (losses))	12,687		12,687	0
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including $ ..... current) and interest thereon $ ..... (including $ ..... current)			0	0
15. Amounts due to parent, subsidiaries and affiliates			0	0
16. Payable for securities			0	0
17. Funds held under reinsurance treaties with ($ ..... authorized reinsurers and $ ..... unauthorized reinsurers)			0	0
18. Reinsurance in unauthorized companies			0	0
19. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
20. Liability for amounts held under uninsured accident and health plans			0	0
21. Aggregate write-ins for other liabilities (including $ ..... current)	0	0	0	0
22. Total liabilities (Lines 1 to 21)	9,087,511	0	9,087,511	5,394,398
23. Common capital stock	XXX	XXX	312,996	312,996
24. Preferred capital stock	XXX	XXX		0
25. Gross paid in and contributed surplus	XXX	XXX	1,212,873	1,212,873
26. Surplus notes	XXX	XXX	500,000	500,000
27. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
28. Unassigned funds (surplus)	XXX	XXX	3,071,570	1,732,879
29. Less treasury stock, at cost:				
29.1 ..... shares common (value included in Line 23) $ .....)	XXX	XXX		0
29.2 ..... shares preferred (value included in Line 24) $ .....)	XXX	XXX		0
30. Total capital and surplus (Lines 23 to 28 minus Line 29)	XXX	XXX	5,097,439	3,758,748
31. Total liabilities, capital and surplus (Lines 22 and 30)	XXX	XXX	14,184,950	9,153,146
DETAILS OF WRITE-INS				
2101. Malpractice Insurance Tail			0	0
2102. Capital Lease			0	0
2103.				
2198. Summary of remaining write-ins for Line 21 from overflow page	0	0	0	0
2199. Totals (Lines 2101 thru 2103 plus 2198) (Line 21 above)	0	0	0	0
2701.	XXX	XXX		0
2702.	XXX	XXX		
2703.	XXX	XXX		
2798. Summary of remaining write-ins for Line 27 from overflow page	XXX	XXX	0	0
2799. Totals (Lines 2701 thru 2703 plus 2798) (Line 27 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date
	1 Uncovered	2 Total	3 Total
1. Member Months	XXX	164,073	172,017
2. Net premium income (including non-health premium income)	XXX	34,017,410	31,368,706
3. Change in unearned premium reserves and reserve for rate credits	XXX	0	0
4. Fee-for-service (net of $ medical expenses)	XXX	391,431	438,917
5. Risk revenue	XXX		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	34,408,841	31,807,623
Hospital and Medical:			
9. Hospital/medical benefits	1,972,662	22,440,523	21,649,193
10. Other professional services	543,304	2,163,785	1,251,189
11. Outside referrals	52,002		0
12. Emergency room and out-of-area		495,476	649,181
13. Prescription drugs	11,188	5,030,826	4,456,633
14. Aggregate write-ins for other hospital and medical	11,188	165,456	479,771
15. Incentive pool, withhold adjustments and bonus amounts			0
16. Subtotal (Lines 9 to 15)	2,590,344	30,296,066	28,485,967
Less:			
17. Net reinsurance recoveries		296,165	282,851
18. Total hospital and medical (Lines 16 minus 17)	2,590,344	29,999,901	28,203,116
19. Non-health claims			0
20. Claims adjustment expenses, including $ cost containment expenses		192,271	215,788
21. General administrative expenses		3,330,689	3,041,394
22. Increase in reserves for life and accident and health contracts including $ increase in reserves for life only)			0
23. Total underwriting deductions (Lines 18 through 22)	2,590,344	33,522,861	31,460,298
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	885,980	347,325
25. Net investment income earned		361,475	141,302
26. Net realized capital gains (losses)			0
27. Net investment gains (losses) (Lines 25 plus 26)	0	361,475	141,302
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered $) (amount charged off $)]			0
29. Aggregate write-ins for other income or expenses	0	0	0
30. Net income or (loss) before federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	1,247,455	488,627
31. Federal and foreign income taxes incurred	XXX	424,037	166,133
32. Net income (loss) (Lines 30 minus 31)	XXX	823,418	322,494
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
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above)	XXX	0	0
0701.	XXX		
0702.	XXX		
0703.	XXX		
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0
0799. Totals (Lines 0701 thru 0703 plus 0798) (Line 7 above)	XXX	0	0
1401. Other Medical	11,188	165,456	479,771
1402.			
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above)	11,188	165,456	479,771
2901.			
2902.			
2903.			
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above)	0	0	0

CAPITAL AND SURPLUS ACCOUNT

		1 Current Year to Date	2 Prior Year
	CAPITAL AND SURPLUS ACCOUNT:		
33.	Capital and surplus prior reporting year	3,758,752	1,986,371
	GAINS AND LOSSES TO CAPITAL & SURPLUS:		
34.	Net income or (loss) from Line 32	823,418	473,483
35.	Change in valuation basis of aggregate policy and claim reserves		0
36.	Net unrealized capital gains and losses		0
37.	Change in net unrealized foreign exchange capital gain or (loss)		0
38.	Change in net deferred income tax		(43,925)
39.	Change in nonadmitted assets	515,272	1,342,823
40.	Change in unauthorized reinsurance	0	0
41.	Change in treasury stock		0
42.	Change in surplus notes	0	0
43.	Cumulative effect of changes in accounting principles		0
44.	Capital Changes:		
	44.1 Paid in		0
	44.2 Transferred from surplus (Stock Dividend)		0
	44.3 Transferred to surplus		0
45.	Surplus adjustments:		
	45.1 Paid in		0
	45.2 Transferred to capital (Stock Dividend)	0	0
	45.3 Transferred from capital		0
46.	Dividends to stockholders		0
47.	Aggregate write-ins for gains or (losses) in surplus	0	0
48.	Net change in capital & surplus (Lines 34 to 47)	1,338,690	1,772,381
49.	Capital and surplus end of reporting period (Line 33 plus 48)	5,097,442	3,758,752
	DETAILS OF WRITE-INS		
4701.	Adj for surplus increase		0
4702.			
4703.			
4798.	Summary of remaining write-ins for Line 47 from overflow page	0	0
4799.	Totals (Lines 4701 thru 4703 plus 4798) (Line 47 above)	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations		
1. Premiums collected net of reinsurance	34,010,398	43,284,188
2. Net investment income	361,475	209,922
3. Miscellaneous income	0	1,266,747
4. Total (Lines 1 to 3)	34,371,873	44,760,857
5. Benefits and loss related payments	27,278,094	38,454,163
6. Net transfers to Separate, Segregated Accounts and Protected Cell Accounts		0
7. Commissions, expenses paid and aggregate write-ins for deductions	2,300,860	4,573,181
8. Dividends paid to policyholders		0
9. Federal and foreign income taxes paid (recovered) $ ..... net of tax on capital gains (losses)	411,350	440,806
10. Total (Lines 5 through 9)	29,990,304	43,468,150
11. Net cash from operations (Line 4 minus Line 10)	4,381,569	1,292,707
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	0	0
12.2 Stocks	0	0
12.3 Mortgage loans	0	0
12.4 Real estate	0	0
12.5 Other invested assets	0	148,754
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	37,389	0
12.7 Miscellaneous proceeds	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	37,389	148,754
13. Cost of investments acquired (long-term only):		
13.1 Bonds	0	0
13.2 Stocks	0	0
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)	0	0
14. Net increase (or decrease) in policy loans and premium notes	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	37,389	148,754
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
16.5 Dividends to stockholders	0	0
16.6 Other cash provided (applied)	(210,762)	1,396,381
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(210,762)	1,396,381
RECONCILIATION OF CASH AND SHORT-TERM INVESTMENTS		
18. Net change in cash and short-term investments (Line 11 plus Lines 15 and 17)	4,208,196	2,837,842
19. Cash and short-term investments:		
19.1 Beginning of period	4,952,081	2,114,239
19.2 End of period (Line 18 plus Line 19.1)	9,160,277	4,952,081

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	11	12	13
	Total	2 Individual	3 Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Stop Loss	Disability Income	Long-Term Care	Other
Total Members at end of:													
1. Prior Year	18,597	209	16,727	0	0	0	1,661	0	0	0	0	0	0
2 First Quarter	18,275	212	16,215	0	0	0	1,848	0	0	0	0	0	0
3 Second Quarter	18,240	220	16,206	0	0	0	1,814	0	0	0	0	0	0
4. Third Quarter	18,051	226	16,036				1,789						
5. Current Year	0												
6 Current Year Member Months	164,073	1,967	145,044				17,062						
Total Member Ambulatory Encounters for Period:													
7. Physician	12,763	153	11,283				1,327						
8. Non-Physician	54,537	654	48,212				5,671						
9. Total	67,300	807	59,495	0	0	0	6,998	0	0	0	0	0	0
10. Hospital Patient Days Incurred	3,037	36	2,685				316						
11. Number of Inpatient Admissions	731	9	646				76						
12. Health Premiums Written	30,199,259	457,490	25,403,494				4,338,275						
13. Life Premiums Direct	0												
14. Property/Casualty Premiums Written	0												
15. Health Premiums Earned	30,199,259	457,490	25,403,494				4,338,275						
16. Property/Casualty Premiums Earned	0												
17. Amount Paid for Provision of Health Care Services	29,999,902	359,656	26,520,547				3,119,699						
18. Amount Incurred for Provision of Health Care Services	30,296,066	363,206	26,782,363				3,150,497						

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)						
0199999 Individually Listed Claims Unpaid	0	0	0	0	0	0
0299999 Aggregate Accounts Not Individually Listed-Uncovered	133,473	31,320	9,081	17,863		191,737
0399999 Aggregate Accounts Not Individually Listed-Covered	1,026,296	1,173,529	945,815	502,625	368,529	4,016,794
0499999 Subtotals	1,159,769	1,204,849	954,896	520,488	368,529	4,208,531
0599999 Unreported Claims and Other Claim Reserves	XXX	XXX	XXX	XXX	XXX	2,351,138
0699999 Total Amounts Withheld	XXX	XXX	XXX	XXX	XXX	
0799999 Total Claims Unpaid	XXX	XXX	XXX	XXX	XXX	6,559,669
0899999 Accrued Medical Incentive Pool and Bonus Amounts	XXX	XXX	XXX	XXX	XXX	

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 Dec. 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 Dec. 31 of Prior Year
1. Comprehensive (hospital & medical)	2,670,061	21,755,923	460,907	5,668,156	3,130,968	3,737,102
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan	309,885	2,524,980	53,492	657,842	363,377	364,242
6. Title XVIII - Medicare					0	0
7. Title XIX - Medicaid					0	0
8. Other Health					0	0
9. Health Subtotal (Lines 1 to 8)	2,979,946	24,280,903	514,399	6,325,998	3,494,345	4,101,344
10. Other non-health					0	0
11. Medical incentive pools and bonus amounts					0	0
12. Totals	2,979,946	24,280,903	514,399	6,325,998	3,494,345	4,101,344

NOTES TO FINANCIAL STATEMENTS

THIRD QUARTER OF 2004 FOR GRAND VALLEY HEALTH PLAN

Notes to the Financial Statements

Note One: Summary of Significant Accounting Principles
No significant changes.

Note Two: Accounting Changes and Corrections of Errors
None to report.

Note Three: Business Combinations and Goodwill
None to report.

Note Four: Discontinued Operations
None to report.

Note Five: Investments
None to report.

Note 6: Joint Ventures, Partnerships and Limited Liability Corporations
No significant changes.

Note 7: Investment Income
The amount accrued for investment income due and accrued was $0 at June 30, 2004.

Note 8: Derivatives
None to report.

Note 9: Income Taxes
Grand Valley Health Plan holds an admitted deferred tax asset for $182,006 as shown on the balance sheet generated primarily from a net operating loss carry forward that will expire in year 2020.

Note 10: Information concerning Parent, Subsidiary and Affiliates
The nature of the relationships;

Grand Valley Health Plan is a wholly owned subsidiary of Grand Valley Health Corporation and under agreement pays GVHC for management services. Grand Valley Health Plan expensed $618,000 in the nine month period ended 9/30/04 primarily for the Chief Exective Officer and staff, Chief Financial Officer and staff, and the Corporate Human Resources Department.

Grand Valley Health Facilities is a wholly owned subsidiary of Grand Valley Health Corporation, and manages buildings utilized by Grand Valley Health Plan. Grand Valley Health Plan pays Grand Valley Health Facilities for rental and other facility related expense reimbursements. Grand Valley Health Plan expensed approximately $1,388,000 during the nine month period ended 9/30/04 from Grand Valley Health Facilities.

Grand Valley Health Management is a wholly owned subsidiary of Grand Valley Health Corporation. Grand Valley Health Plan under agreement charged Grand Valley Health Management for administrative and pharmacy services. During the nine month period ended 9/30/04 Grand Valley Health Plan charged Grand Valley Health Management approximately $6,000 under this agreement.

Grand Valley Surgery Center is partially owned by Grand Valley Health Management (54%) and Grand Valley Health Corporation (1%). The Grand Valley Surgery Center charges Grand Valley Health Plan for ambulatory surgical services. During the nine month period ended 9/30/04 these charges totalled approximately $970,000.

Grand Valley Technology Services is 52% owned by Grand Valley Health Corportation and 48% by other investors. Grand Valley Technology Services provides techology solutions to Grand Valley Health Plan for its insurance and medical management practices. During the nine month period ended 9/30/04 Grand Valley Technology Services under agreement charged Grand Valley Health Plan approximately $736,000 for technology services.

NOTES TO FINANCIAL STATEMENTS

All of the above relationships are based upon arms length transactions. In addition, any Grand Valley company may occasionally pay general accounts payables where a portion of the expense is appropriately charged to one of the other members of the holding company. Such charges are then approved and settled by the corresponding entity typically within 30 days. At 9/30/04 net receivables from affiliates totalled $759,714. Affiliates totals are as follows: Grand Valley Health Corporation - $162,920, Grand Valley Health Management $94,875, Grand Valley Health Facilities $326,577, and Grand Valley Technology Services $175,342.

Note 11 Debt

None to report.

Note 12 Retirement Plans, Deferred Compensation, Post Employment Benefits, Compensated Absences and Other Post Retirement Plans.

No significant changes.

Note 13 Capital and Surplus, Shareholder's Dividend Restrictions and Quasi-Reorganization

The change in surplus funds since 12/31/03 of approximately $1,338,691 was generated by net income of approximately $823,418 and the change in non-admitted assets of approximately $515,272. There were no other significant changes.

Note 14 Contingencies:

None to report.

Note 15 Leases

Operating Leases: The Company leases health centers, medical facilities, and an administrative office various entities, which are considered related parties.

The noncancelable leases contain various renewal options subject to increases in the monthly rental payments. Lease terms expire at various dates through 2008. The leases require the company to pay all utilities, maintenance and taxes.

Total expenses including utilities, maintenance, and taxes amounted to approximately $1,388,000 in the quarter ended September 30, 2004.

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

None to report.

Note 17 Sales, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

None to report.

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

None to report.

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

None to report.

Note 20 September 11 Events

None to report.

Note 21 Other Items

None to Report.

Note 22 Events Subsequent

At December 31, 2003 there were two disputed out of area hospitalization cases that were fully reserved at both 12/31/03 and 6/30/04. Settlement on one of these two cases has now been finalized. There were no other Type I or Type II subsequent events.

Note 23 Reinsurance

No significant changes.

NOTES TO FINANCIAL STATEMENTS

Note24 Retrospectively Rated Contracts and Contracts Subject to Redetermination

None to report.

Note 25 Change in Incurred Claims and Claim Adjustment Expenses

We stopped paying claims with the new insurance management software in mid August 2004 when flaws were discovered with the original installation effective 1/1/04. The temporary effect of the stopage was to increase cash and the claims unpaid reserve as of 9/30/04. We are now paying claims using semi-automatic methods and will fully reinstall the new system accurately during the fourth quarter of 2004.

Note 26 Intecompany Pooling Arrangements

None to report.

Note 27 Structured Settlements

None to report.

Note 28 Health Care Receivables

In mid August 2004 it was discovered that portions of the new insurance software system related to claims was not installed properly. Overpayments have been specifically identified ($351,000 - Net) at 9/30/04 and we are now in the recovery process.

Note 29 Participating Policies

None to report.

Note 30 Premium Deficiency Reserves

None to report.

Note 31 Anticipated Salvage and Subrogation

None to report.

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted.)

PART 1 - COMMON INTERROGATORIES
GENERAL

1.1 Did the reporting entity implement any significant accounting policy changes which would require disclosure in the Notes to the Financial Statements? ..... Yes [ ] No [X]

1.2 If yes, explain:

.....

2.1 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]

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

3.1 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 [ ] No [X]

3.2 If yes, date of change: .....

If not previously filed, furnish herewith a certified copy of the instrument as amended.

4. Have there been any substantial changes in the organizational chart since the prior quarter end? ..... Yes [ ] No [X]

If yes, complete the Schedule Y - Part 1 - organizational chart.

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 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. 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] NA [ ]

If yes, attach an explanation.

7.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2001

7.2 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. 12/31/2001

7.3 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). 06/16/2003

7.4 By what department or departments?

.....

8.1 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? (You need not report an action, either formal or informal, if a confidentiality clause is part of the agreement.) ..... Yes [ ] No [X]

8.2 If yes, give full information:

.....

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

9.2 If response to 9.1 is yes, please identify the name of the bank holding company.

.....

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

9.4 If response to 9.3 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 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

GENERAL INTERROGATORIES
INVESTMENT

10.1 Has there been any change in the reporting entity's own preferred or common stock? Yes [ ] No [X]

10.2 If yes, explain:

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: $

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

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

14.2 If yes, please complete the following:

		1 Prior Year-End Statement Value	2 Current Quarter Statement Value
14.21	Bonds	$	$
14.22	Preferred Stock	$	$
14.23	Common Stock	$	$
14.24	Short-term Investments	$	$
14.25	Mortgages, Loans or Real Estate	$	$
14.26	All Other	$ 762,387	$ 742,299
14.27	Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	$ 762,387	$ 742,299
14.28	Total Investment in Parent included in Lines 14.21 to 14.26 above	$	$
14.29	Receivable from Parent not included in Lines 14.21 to 14.26 above	$	$

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 [X]

If no, attach a description with this statement.

16. Excluding items in Schedule E, 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 Part 1 - General, Section IV.H - 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
Fifth Third Bank	Grand Rapids, MI

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

1 Central Registration Depository	2 Name(s)	3 Address
Fifth Third Bank		Grand Rapids, MI

SCHEDULE A - VERIFICATION

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	1,317,872	1,346,668
2. Increase (decrease) by adjustment	(5,912)	(28,796)
3. Cost of acquired		0
4. Cost of additions to and permanent improvements		0
5. Total profit (loss) on sales		0
6. Increase (decrease) by foreign exchange adjustment		0
7. Amount received on sales		0
8. Book/adjusted carrying value at end of current period	1,311,960	1,317,872
9. Total valuation allowance		0
10. Subtotal (Lines 8 plus 9)	1,311,960	1,317,872
11. Total nonadmitted amounts	61,407	50,014
12. Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)	1,250,553	1,267,858

SCHEDULE B – VERIFICATION

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

SCHEDULE BA – VERIFICATION

Other Invested Assets Included in Schedule BA

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	762,387	762,387
2. Cost of acquisitions during period:		
2.1. Actual cost at time of acquisitions		0
2.2. Additional investment made after acquisitions	(20,088)	0
3. Accrual of discount		0
4. Increase (decrease) by adjustment		0
5. Total profit (loss) on sale		0
6. Amounts paid on account or in full during the period		0
7. Amortization of premium		0
8. Increase (decrease) by foreign exchange adjustment		0
9. Book/adjusted carrying value of long-term invested assets at end of current period	742,299	762,387
10. Total valuation allowance		0
11. Subtotal (Lines 9 plus 10)	742,299	762,387
12. Total nonadmitted amounts		0
13. Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3)	742,299	762,387

SCHEDULE D - VERIFICATION

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	0	0
2. Cost of bonds and stocks acquired		0
3. Accrual of discount		0
4. Increase (decrease) by adjustment		0
5. Increase (decrease) by foreign exchange adjustment		0
6. Total profit (loss) on disposal		0
7. Consideration for bonds and stocks disposed of		0
8. Amortization of premium		0
9. Book/adjusted carrying value, current period	0	0
10. Total valuation allowance		0
11. Subtotal (Lines 9 plus 10)	0	0
12. Total nonadmitted amounts		0
13. Statement value	0	0

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

NONE

	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	0				0	0	0	0
2. Class 2	0				0	0	0	0
3. Class 3	0				0	0	0	0
4. Class 4	0				0	0	0	0
5. Class 5	0				0	0	0	0
6. Class 6	0				0	0	0	0
7. Total Bonds	0	0	0	0	0	0	0	0
PREFERRED STOCK								
8. Class 1	0				0	0	0	0
9. Class 2	0				0	0	0	0
10. Class 3	0				0	0	0	0
11. Class 4	0				0	0	0	0
12. Class 5	0				0	0	0	0
13. Class 6	0				0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	0	0	0	0	0	0	0	0

SCHEDULE DA - PART 1

Short-Term Investments Owned End of Current Quarter

	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
8299999 Totals	1,038,673	XXX			

SCHEDULE DA - PART 2- Verification

Short-Term Investments Owned

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	1,028,940	1,017,803
2. Cost of short-term investments acquired		0
3. Increase (decrease) by adjustment	9,733	11,137
4. Increase (decrease) by foreign exchange adjustment		0
5. Total profit (loss) on disposal of short-term investments		0
6. Consideration received on disposal of short-term investments		0
7. Book/adjusted carrying value, current period	1,038,673	1,028,940
8. Total valuation allowance		0
9. Subtotal (Lines 7 plus 8)	1,038,673	1,028,940
10. Total nonadmitted amounts		0
11. Statement value (Lines 9 minus 10)	1,038,673	1,028,940
12. Income collected during period		0
13. Income earned during period		0

SCHEDULE DB - PART F- SECTION 1

Summary of Replicated (Synthetic) Assets Open

Replicated (Synthetic) Asset					Components of the Replicated (Synthetic) Asset						
					Derivative Instruments Open		Cash Instrument(s) Held				
1 Replication RSAT Number	2 Description	3 NAIC Designation or Other Description	4 Statement Value	5 Fair Value	6 Description	7 Fair Value	8 CUSIP	9 Description	10 Statement Value	11 Fair Value	12 NAIC Designation or Other Description
					NONE						
9999999 Totals					XXX		XXX	XXX			XXX

SCHEDULE DB - PART F - SECTION 2

Reconciliation of Replicated (Synthetic) Assets Open

NONE

	First Quarter		Second Quarter		Third Quarter		Fourth Quarter		Year-to-Date	
	1 Number of Positions	2 Total Replicated (Synthetic) Assets Statement Value	3 Number of Positions	4 Total Replicated (Synthetic) Assets Statement Value	5 Number of Positions	6 Total Replicated (Synthetic) Assets Statement Value	7 Number of Positions	8 Total Replicated (Synthetic) Assets Statement Value	9 Number of Positions	10 Total Replicated (Synthetic) Assets Statement Value
1. Beginning Inventory	0	0	0	0	0	0	0	0	0	0
2. Add: Opened or Acquired Transactions									0	0
3. Add: Increases in Replicated Asset Statement Value	XXX		XXX		XXX		XXX		XXX	0
4. Less: Closed or Disposed of Transactions									0	0
5. Less: Positions Disposed of for Failing Effectiveness Criteria									0	0
6. Less: Decreases in Replicated (Synthetic) Asset Statement Value	XXX		XXX		XXX		XXX		XXX	0
7. Ending Inventory	0	0	0	0	0	0	0	0	0	0

SCHEDULE S—CEDED REINSURANCE

Showing All New Reinsurers - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Name of Reinsurer	4 Location	5 Is Insurer Authorized? (Yes or No)
		LIFE AND ANNUITY AFFILIATES		
		LIFE AND ANNUITY NON-AFFILIATES		
		ACCIDENT AND HEALTH AFFILIATES		
		ACCIDENT AND HEALTH NON-AFFILIATES		

NONE

SCHEDULE T PREMIUMS AND OTHER CONSIDERATIONS

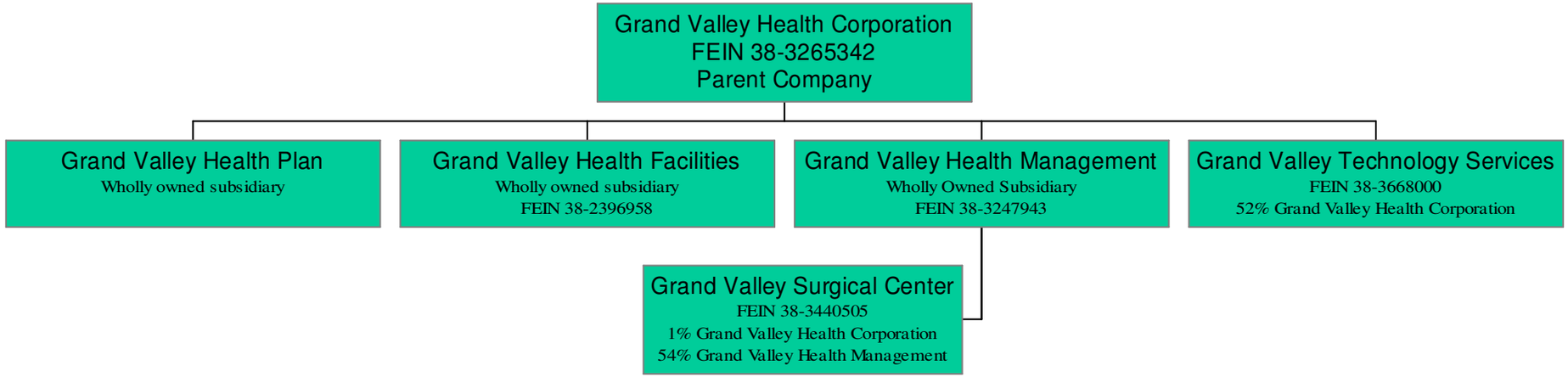
Allocated by States and Territories

States, Etc.	1 Guaranty Fund (Yes or No)	2 Is Insurer Licensed? (Yes or No)	Direct Business Only Year-to-Date 3 Accident and Health Premiums	4 Medicare Title XVIII	5 Medicaid Title XIX	6 Federal Employees Health Benefit Program Premiums	7 Life and Annuity Premiums and Deposit-Type Contract Funds	8 Property/ Casualty Premiums
1. Alabama AL								
2. Alaska AK								
3. Arizona AZ								
4. Arkansas AR								
5. California CA								
6. Colorado CO								
7. Connecticut CT								
8. Delaware DE								
9. District of Columbia DC								
10. Florida FL								
11. Georgia GA								
12. Hawaii HI								
13. Idaho ID								
14. Illinois IL								
15. Indiana IN								
16. Iowa IA								
17. Kansas KS								
18. Kentucky KY								
19. Louisiana LA								
20. Maine ME								
21. Maryland MD								
22. Massachusetts MA								
23. Michigan MI	No	Yes	30,199,260			4,338,275		
24. Minnesota MN								
25. Mississippi MS								
26. Missouri MO								
27. Montana MT								
28. Nebraska NE								
29. Nevada NV								
30. New Hampshire NH								
31. New Jersey NJ								
32. New Mexico NM								
33. New York NY								
34. North Carolina NC								
35. North Dakota ND								
36. Ohio OH								
37. Oklahoma OK								
38. Oregon OR								
39. Pennsylvania PA								
40. Rhode Island RI								
41. South Carolina SC								
42. South Dakota SD								
43. Tennessee TN								
44. Texas TX								
45. Utah UT								
46. Vermont VT								
47. Virginia VA								
48. Washington WA								
49. West Virginia WV								
50. Wisconsin WI								
51. Wyoming WY								
52. American Samoa AS								
53. Guam GU								
54. Puerto Rico PR								
55. U.S. Virgin Islands VI								
56 Canada CN								
57. Aggregate Other Alien OT	XXX	XXX	0	0	0	0	0	0
58. Total (Direct Business)	XXX	(a) 1	30,199,260	0	0	4,338,275	0	0
DETAILS OF WRITE-INS								
5701.								
5702.								
5703.								
5798. Summary of remaining write-ins for Line 57 from overflow page			0	0	0	0	0	0
5799. Totals (Lines 5701 thru 5703 plus 5798) (Line 57 above)			0	0	0	0	0	0

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

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

Grand Valley Health Corporation



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 on "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 question.

	RESPONSE
1. Will the SVO Compliance Certification be filed with this statement?	YES

Explanation:

Bar Code:

OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A - PART 2

Showing All Real Estate ACQUIRED During the Current Quarter

1	Location		4	5	6	7	8	9
	2	3						
Description of Property	City	State	Date Acquired	Name of Vendor	Actual Cost	Amount of Encumbrances	Book/Adjusted Carrying Value Less Encumbrances	Expended for Additions and Permanent Improvements
9999999 - Totals								

NONE

SCHEDULE A - PART 3

Showing All Real Estate SOLD during the Current Quarter, including Payments during the Final Year on "Sales under Contract"

1	Location		4	5	6	7	8	9	10	11	12	13	14	15	16
	2	3													
Description of Property	City	State	Disposal Date	Name of Purchaser	Actual Cost	Increase (Decrease) by Adjustment	Increase (Decrease) by Foreign Exchange Adjustment	Expended for Additions, Permanent Improvements and Changes in Encum-brances	Book/ Adjusted Carrying Value Less Encum-brances	Amounts Received	Foreign Exchange Profit (Loss) on Sale	Realized Profit (Loss) on Sale	Total Profit (Loss) on Sale	Gross Income Earned Less Interest Incurred on Encum-brances	Taxes, Repairs and Expenses Incurred
9999999 Totals															

NONE

SCHEDULE B - PART 1

Showing All Mortgage Loans ACQUIRED During the Current Quarter

1	Location		4	5	6	7	8	9	10	11
	2	3								
Loan Number	City	State	Loan Type	Date Acquired	Rate of Interest	Book Value/Recorded Investment Excluding Accrued Interest	Increase (Decrease) by Adjustment	Increase (Decrease) by Foreign Exchange Adjustment	Value of Land and Buildings	Date of Last Appraisal or Valuation
9999999 Totals										XXX

NONE

SCHEDULE B - PART 2

Showing All Mortgage Loans SOLD, Transferred or Paid in Full During the Current Quarter

1	Location		4	5	6	7	8	9	10	11	12	13
	2	3										
Loan Number	City	State	Loan Type	Date Acquired	Book Value/Recorded Investment Excluding Accrued Interest Prior Year	Increase (Decrease) by Adjustment	Increase (Decrease) by Foreign Exchange Adjustment	Book Value/Recorded Investment Excluding Accrued Interest at Disposition	Consideration Received	Foreign Exchange Profit (Loss) on Sale	Realized Profit (Loss) on Sale	Total Profit (Loss) on Sale
9999999 Totals												

NONE

SCHEDULE BA - PART 1

Showing Other Long-Term Invested Assets ACQUIRED During the Current Quarter

1	Location		4	5	6	7	8	9	10
	2	3							
Number of Units and Description	City	State	Name of Vendor	Date Acquired	Actual Cost	Amount of Encumbrances	Book/Adjusted Carrying Value Less Encumbrances	Increase (Decrease) by Adjustment	Increase (Decrease) by Foreign Exchange Adjustment
NONE									
9999999 Totals									

SCHEDULE BA - PART 2

Showing Other Long-Term Invested Assets SOLD, Transferred or Paid in Full During the Current Quarter

1	Location		4	5	6	7	8	9	10	11	12	13
	2	3										
Number of Units and Description	City	State	Name of Purchaser or Nature of Disposition	Date Acquired	Book/ Adjusted Carrying Value Less Encum-brances, Prior Year	Increase (Decrease) by Adjustment	Increase (Decrease) by Foreign Exchange Adjustment	Book/ Adjusted Carrying Value Less Encum-brances at Disposition	Consideration Received	Foreign Exchange Profit (Loss) on Sale	Realized Profit (Loss) on Sale	Total Profit (Loss) on Sale
NONE												
9999999 Totals												

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired by the Company During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator [a]
NONE									
7499999 - Totals						0	XXX	0	XXX

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

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of by the Company 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 Identi-fication	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	Maturity Date	NAIC Desig-nation or Market Indicator (a)
7499999 Totals						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX

NONE

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

SCHEDULE DB - PART A - SECTION 1

Showing all Options, Caps, Floors and Insurance Futures Options Owned at Current Statement Date

1 Description	2 Number of Contracts or Notional Amount	3 Date of Maturity, Expiry, or Settlement	4 Strike Price, Rate or Index	5 Date of Acquisition	6 Exchange or Counterparty	7 Cost/Option Premium	8 Book Value	9 *	10 Statement Value	11 Fair Value	12 Year to Date Increase/ (Decrease) by Adjustment	13 Used to Adjust Basis of Hedged Item	14 Other Investment/ Miscellaneous Income
NONE													
2599999 - Subtotal - Hedging Transactions								XXX					
2799999 - Subtotal - Other Derivative Transactions								XXX					
9999999 - Totals								XXX					

SCHEDULE DB - PART B - SECTION 1

Showing all Options, Caps, Floors and Insurance Futures Options Written and In-Force at Current Statement Date

1 Description	2 Number of Contracts or Notional Amount	3 Date of Maturity, Expiry, or Settlement	4 Strike Price, Rate or Index	5 Date of Issuance/ Purchase	6 Exchange or Counterparty	7 Consideration Received	8 Book Value	9 *	10 Statement Value	11 Fair Value	12 Year to Date Increase/ (Decrease) by Adjustment	13 Used to Adjust Basis	14 Other Investment/ Miscellaneous Income
NONE													
2599999 - Subtotal - Hedging Transactions								XXX					
2699999 - Subtotal - Income Generation Transactions								XXX					
2799999 - Subtotal - Other Derivative Transactions								XXX					
9999999 - Totals								XXX					

SCHEDULE DB - PART C - SECTION 1

Showing all Collar, Swap and Forwards Open at Current Statement Date

1 Description	2 Notional Amount	3 Date of Maturity, Expiry, or Settlement	4 Strike Price, Rate or Index Rec (Pay)	5 Date of Opening Position or Agreement	6 Exchange or Counterparty	7 Cost or (Consideration Received)	8 Book Value	9 *	10 Statement Value	11 Fair Value	12 Year to Date Increase/ (Decrease) by Adjustment	13 Used to Adjust Basis of Hedged Item	14 Other Investment/ Miscellaneous Income	15 Potential Exposure
NONE														
2599999 - Subtotal - Hedging Transactions								XXX						
2799999 - Subtotal - Other Derivative Transactions								XXX						
9999999 - Totals								XXX						

SCHEDULE DB - PART D - SECTION 1

Showing all Futures Contracts and Insurance Futures Contracts Open at Current Statement Date

1 Description	2 Number of Contracts	3 Maturity Date	4 Original Value	5 Current Value	6 Variation Margin	7 Date of Opening Position	8 Exchange or Counterparty	9 Cash Deposit	Variation Margin Information 10 Recognized	11 Used to Adjust Basis of Hedged Item	12 Deferred	13 Potential Exposure
NONE												
2599999 - Subtotal - Hedging Transactions						XXX	XXX					
2799999 - Subtotal - Other Derivative Transactions						XXX	XXX					
9999999 - Totals						XXX	XXX					

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	*
0199998 Deposits in ..... depositories that do not exceed the allowable limit in any one depository (See Instructions) - Open Depositories	XXX	XXX	15,589		4,374,175	6,269,624	8,119,084	XXX
0199999 Totals - Open Depositories	XXX	XXX	15,589		4,374,175	6,269,624	8,119,084	XXX
0399999 Total Cash on Deposit	XXX	XXX	15,589		4,374,175	6,269,624	8,119,084	XXX
0499999 Cash in Company's Office	XXX	XXX	XXX	XXX	2,521	2,521	2,521	XXX
0599999 Total Cash	XXX	XXX	15,589		4,376,696	6,272,145	8,121,605	XXX