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ANNUAL STATEMENT

For the Year Ending December 31, 2005

of the Condition and Affairs of the

BLUE CROSS BLUE SHIELD OF MICHIGAN

NAIC Group Code.....572, (Current Period) (Prior Period) NAIC Company Code..... 54291 Employer's ID Number..... 38-2069753

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

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

Incorporated/Organized..... February 1, 1975 Commenced Business..... January 1, 1975

Statutory Home Office	600 Lafayette East… Detroit ..... MI ..... 48226 *(Street and Number) (City, State and Zip Code)*	
Main Administrative Office	600 Lafayette East… Detroit ..... MI ..... 48226 *(Street and Number) (City, State and Zip Code)*	313-225-9000 *(Area Code) (Telephone Number)*
Mail Address	600 Lafayette East… Detroit ..... MI ..... 48226 *(Street and Number or P. O. Box) (City, State and Zip Code)*	
Primary Location of Books and Records	600 Lafayette East… Detroit ..... MI ..... 48226 *(Street and Number) (City, State and Zip Code)*	313-225-9000 *(Area Code) (Telephone Number)*
Internet Website Address	http://bcbsm.com/	
Statutory Statement Contact	Kenneth A. Bluhm *(Name)*	313-225-9095 *(Area Code) (Telephone Number) (Extension)*
	kbluhm@bcbsm.com *(E-Mail Address)*	313-983-2358 *(Fax Number)*
Policyowner Relations Contact	600 Lafayette East… Detroit ..... MI ..... 48226 *(Street and Number) (City, State and Zip Code)*	313-225-9000 *(Area Code) (Telephone Number) (Extension)*

OFFICERS

Name	Title	Name	Title
1. RICHARD E. WHITMER	President and CEO	2. MARK R. BARTLETT	Executive Vice President and CFO
3. CAROLYNN WALTON	Vice President and Treasurer	4.	

OTHER

J. PAUL AUSTIN	Senior Vice President	LISA S. DEMOSS	General Counsel and Secretary
ELIZABETH R. HARR	Senior Vice President	GEORGE F. FRANCIS, III	Chief Administrative Officer
DANIEL J. LOEPP	EVP and CEO Designate	KEVIN L. SEITZ	Senior Vice President
WILLIAM P. SMITH	Chief Information Officer	LESLIE A. VIEGAS	Senior Vice President
THOMAS L. SIMMER	Chief Medical Officer	MICHAEL R. SCHWARTZ	Senior Vice President

DIRECTORS OR TRUSTEES

JAMES G. AGEE	JON E. BARFIELD	WILLIAM H. BLACK	ARLENE R. BRENNAN RN
TERRY BURNS	GERSON I. COOPER	PATRICK J. DEVLIN	MARK T. GAFFNEY
CHARLES M. GAYNEY	THOMAS J. HADRYCH	JOHN M. HAMILTON	TEOLA P. HUNTER
LILA R. JOHNSON	SPENCER C. JOHNSON	JOANNE LAFLECHE-GALLAGHER	MELVIN L. LARSEN
JOHN M. MACKEIGAN MD	GARY J. MCINERNEY	CULLAN F. MEATHE	LIVIO MEZZA
PETER T. MULLER MD	ROBERT A. PATZER	RENEE C. PIPIS	CALVIN T. RAPSON
JAMES W. RICHARDS RPH	IRIS K. SALTERS	JAMES U. SETTLES	RICHARD SHOEMAKER
DONALD E. STROUD DDS	GREGORY A. SUDDERTH	S. MARTIN TAYLOR	JOHN VANDER MOLEN
RICHARD E. WHITMER	L.L. "WOODY" WILLIAMS	LEWIN WYATT JR., DO	

State of....Michigan....
County of....Wayne.

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

(Signature)	(Signature)	(Signature)
RICHARD E. WHITMER	MARK R. BARTLETT	CAROLYNN WALTON
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
President and CEO	Executive Vice President and CFO	Vice President and Treasurer
(Title)	(Title)	(Title)

Subscribed and sworn to before me

This _____ day of _____

a. Is this an original filing? Yes [X] No [ ]

b. If no 1. State the amendment number _____

2. Date filed _____

3. Number of pages attached _____

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
A&H Premiums Due and Unpaid						
Area Rated	3,036,387	279,762	50,212			3,366,361
Industry Rated	2,649,239	113,853	19,590			2,782,682
Experience Rated	3,038,848	156,393	12,489			3,207,730
0299997. Group subscribers subtotal	8,724,474	550,008	82,291	0	0	9,356,773
0299999. Total group	8,724,474	550,008	82,291	0	0	9,356,773
0399999. Premiums due and unpaid from Medicare entities	805,794					805,794
0599999. Accident and health premiums due and unpaid (Page 2, Line 13)	9,530,268	550,008	82,291	0	0	10,162,567

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
Pharmaceutical Rebate Receivables						
0199998. Pharmaceutical Rebate Receivables Not Listed Individually	43,528,390					43,528,390
0199999. Total Pharmaceutical Rebate Receivables	43,528,390	0	0	0	0	43,528,390
Other Receivables						
FEP Receivables	36,140,000					36,140,000
Accounts Receivable - Other Plans	5,362,156					5,362,156
Central Financing Reserve Deposit				2,602,181	2,602,181	0
ITS Host Nasco	2,560,761					2,560,761
0699999. Total Other Receivables	44,062,917	0	0	2,602,181	2,602,181	44,062,917
0799999. Total Health Care Receivables	87,591,307	0	0	2,602,181	2,602,181	87,591,307

EXHIBIT 4 - CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
0399999. Aggregate accounts not individually listed - covered	20,514,632	4,221,645	875,859	195,534	47,098	25,854,768
0499999. Subtotals	20,514,632	4,221,645	875,859	195,534	47,098	25,854,768
0599999. Unreported claim and other claim reserves						521,894,472
0799999. Total claims unpaid						547,749,240
0899999. Accrued medical incentive pool and bonus amounts						999,997

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1	2	3	4	5	6	Admitted	
						7	8
Name of Affiliate	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Current	Non-Current
Amounts Due From Parent, Subsidiaries and Affiliates							
Accident Fund Insurance Company of America	12,026,652					12,026,652	
Blue Care Network Of Michigan	7,410,798	6,441,885				13,884,506	
BCBSM Foundation	257,899	31,823				257,899	
DenteMax	1,494,860	79,328				1,574,188	
0199999. Individually listed receivables	21,190,209	6,553,036	0	0	0	27,743,245	0
0399999. Total gross amounts receivable	21,190,209	6,553,036	0	0	0	27,743,245	0

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
Amounts Due To Parent, Subsidiaries and Affiliates				
Blue Care Network of Michigan	Point of Service and Hospital Settlements	6,859,446	2,202,113	4,657,333
Accident Fund Insurance Company of America	Deferred Tax Asset	6,029,863		6,029,863
DenteMax	Deferred Tax Asset	163,885		163,885
0199999. Individually listed payables		13,053,194	2,202,113	10,851,081
0399999. Total gross payables		13,053,194	2,202,113	10,851,081

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total	3 Total Members Covered	4 Column 3 as a % of Total	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:						
1. Medical groups		0.0				
2. Intermediaries	18,988,693	0.4			4,283,576	14,705,117
3. All other providers		0.0				
4. Total capitation payments	18,988,693	0.4	0		4,283,576	14,705,117
Other Payments:						
5. Fee-for-service		0.0	XXX	XXX		
6. Contractual fee payments	4,757,533,730	99.5	XXX	XXX		4,757,533,730
7. Bonus/withhold arrangements - fee-for-service	6,964,532	0.1	XXX	XXX		6,964,532
8. Bonus/withhold arrangements - contractual fee payments		0.0	XXX	XXX		
9. Non-contingent salaries		0.0	XXX	XXX		
10. Aggregate cost arrangements		0.0	XXX	XXX		
11. All other payments		0.0	XXX	XXX		
12. Total other payments	4,764,498,262	99.6	XXX	XXX	0	4,764,498,262
13. Total (Line 4 plus Line 12)	4,783,486,955	100.0	XXX	XXX	4,283,576	4,779,203,379

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1 NAIC Code	2 Name of Intermediary	3 Capitation Paid	4 Average Monthly Capitation	5 Intermediary's Total Adjusted Capital	6 Intermediary's Authorized Control Level RBC
Transactions with Intermediaries					
95610	BCN of Michigan	4,283,576	356,965	314,647,000	39,925,000
	Quest Diagnostics	3,884,659	323,722		
	Wright & Filippis, Inc.	10,820,458	901,705		
9999999. Totals		18,988,693	XXX	XXX	XXX

EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

Description	1 Cost	2 Improvements	3 Accumulated Depreciation	4 Book Value Less Encumbrances	5 Assets Not Admitted	6 Net Admitted Assets
1. Administrative furniture and equipment	53,948,602		42,089,587	11,859,015	11,859,015	0
2. Medical furniture, equipment and fixtures						0
3. Pharmaceuticals and surgical supplies						0
4. Durable medical equipment						0
5. Other property and equipment						0
6. Total	53,948,602	0	42,089,587	11,859,015	11,859,015	0

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION.....BLUE CROSS BLUE SHIELD OF MICHIGAN 2. Detroit, MI

BUSINESS IN THE STATE OF GRAND TOTAL DURING THE YEAR (Location)

NAIC Group Code.....572 NAIC Company Code.....54291

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	11	12	13
		2	3										
	Total	Individual	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	2,621,892	108,465	1,301,202	211,823	4,308	23,069	73,441			899,584			
2. First quarter	2,606,406	112,197	1,250,331	214,470	4,391	22,327	75,571			927,119			
3. Second quarter	2,588,117	115,895	1,225,272	217,613	4,227	21,649	75,326			928,135			
4. Third quarter	2,544,744	118,274	1,208,061	221,088	4,070	20,667	75,412	552		896,620			
5. Current year	2,540,301	117,614	1,203,837	219,353	4,263	21,277	75,567	4,684		893,706			
6. Current year member months	30,862,149	1,410,717	14,686,583	2,619,057	50,937	257,828	905,466	11,649		10,919,912			
Total Member Ambulatory Encounters for Year:													
7. Physician	0												
8. Non-physician	0												
9. Totals	0	0	0	0	0	0	0	0	0	0	0	0	0
10. Hospital patient days incurred	0												
11. Number of inpatient admissions	0												
12. Health premiums written	5,614,912,576	223,134,680	4,711,249,723	225,442,977	16,931,410	81,775,623	227,347,847	6,870,135		122,160,181			
13. Life premiums direct	0												
14. Property/casualty premiums written	0												
15. Health premiums earned	5,523,155,022	222,297,652	4,623,614,292	223,682,675	16,032,121	81,150,118	227,347,847	6,870,135		122,160,182			
16. Property/casualty premiums earned	0												
17. Amount paid for provision of health care services	4,783,486,954	261,864,809	3,786,127,136	355,703,643	11,895,200	66,087,421	220,310,702	246,341		81,251,702			
18. Amount incurred for provision of health care services	4,764,024,261	266,278,674	3,769,408,271	353,720,982	11,859,658	65,221,795	211,526,317	6,261,823		79,746,741			

(a) For health business: number of persons insured under PPO managed care products.....1,060,477 and number of persons insured under indemnity only products.....528,135.

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION.....BLUE CROSS BLUE SHIELD OF MICHIGAN 2. Detroit, MI

BUSINESS IN THE STATE OF MICHIGAN DURING THE YEAR (Location)

NAIC Group Code.....572

NAIC Company Code.....54291

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	11	12	13
		2	3										
	Total	Individual	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	2,621,892	108,465	1,301,202	211,823	4,308	23,069	73,441			899,584			
2. First quarter	2,606,406	112,197	1,250,331	214,470	4,391	22,327	75,571			927,119			
3. Second quarter	2,588,117	115,895	1,225,272	217,613	4,227	21,649	75,326			928,135			
4. Third quarter	2,544,744	118,274	1,208,061	221,088	4,070	20,667	75,412	552		896,620			
5. Current year	2,540,301	117,614	1,203,837	219,353	4,263	21,277	75,567	4,684		893,706			
6. Current year member months	30,862,149	1,410,717	14,686,583	2,619,057	50,937	257,828	905,466	11,649		10,919,912			
Total Member Ambulatory Encounters for Year:													
7. Physician	0												
8. Non-physician	0												
9. Totals	0	0	0	0	0	0	0	0	0	0	0	0	0
10. Hospital patient days incurred	0												
11. Number of inpatient admissions	0												
12. Health premiums written	5,614,912,576	223,134,680	4,711,249,723	225,442,977	16,931,410	81,775,623	227,347,847	6,870,135		122,160,181			
13. Life premiums direct	0												
14. Property/casualty premiums written	0												
15. Health premiums earned	5,523,155,022	222,297,652	4,623,614,292	223,682,675	16,032,121	81,150,118	227,347,847	6,870,135		122,160,182			
16. Property/casualty premiums earned	0												
17. Amount paid for provision of health care services	4,783,486,954	261,864,809	3,786,127,136	355,703,643	11,895,200	66,087,421	220,310,702	246,341		81,251,702			
18. Amount incurred for provision of health care services	4,764,024,462	266,278,875	3,769,408,271	353,720,982	11,859,658	65,221,795	211,526,317	6,261,823		79,746,741			

(a) For health business: number of persons insured under PPO managed care products.....1,060,477 and number of persons insured under indemnity only products.....528,135.

SCHEDULE A - VERIFICATION BETWEEN YEARS

Real Estate

1.	Book/adjusted carrying value, December 31 of prior year	180,835,327
2.	Increase (decrease) by adjustment:	
	2.1 Totals, Part 1, Column 11	(16,255,951)
	2.2 Totals, Part 3, Column 7	
3.	Cost of acquired (Totals, Part 2, Column 6, net of encumbrances (Column 7) and net of additions and permanent improvements (Column 9))	
4.	Cost of additions and permanent improvements:	
	4.1 Totals, Part 1, Column 14	17,508,414
	4.2 Totals, Part 3, Column 9	
5.	Total profit (loss) on sales, Part 3, Column 14	101,280
6.	Increase (decrease) by foreign exchange adjustment:	
	6.1 Totals, Part 1, Column 12	
	6.2 Totals, Part 3, Column 8	
7.	Amounts received on sales, Part 3, Column 11 and Part 1, Column 13	1,151,280
8.	Book/adjusted carrying value at end of current period	181,037,790
9.	Total valuation allowance	
10.	Subtotal (Lines 8 plus 9)	181,037,790
11.	Total nonadmitted amounts	
12.	Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)	181,037,790

SCHEDULE B - VERIFICATION BETWEEN YEARS

Mortgage Loans

NONE

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

SCHEDULE BA - VERIFICATION BETWEEN YEARS

Long-Term Invested Assets

1.	Book/adjusted carrying value of long-term invested assets owned, December 31 of prior year		32,104,093
2.	Cost of acquisitions during year:		
	2.1 Actual cost at time of acquisitions		
	2.2 Additional investment made after acquisitions	4,966,800	4,966,800
3.	Accrual of discount		
4.	Increase (decrease) by adjustment		(3,074,387)
5.	Total profit (loss) on sale		
6.	Amounts paid on account or in full during the year		
7.	Amortization of premium		
8.	Increase (decrease) by foreign exchange adjustment		
9.	Book/adjusted carrying value of long-term invested assets at end of current period		33,996,506
10.	Total valuation allowance		
11.	Subtotal (Lines 9 plus 10)		33,996,506
12.	Total nonadmitted amounts		8,665,924
13.	Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3)		25,330,582

SCHEDULE D - PART 1A - SECTION 1

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

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
1. **U.S. Governments, Schedules D & DA (Group 1)**											
1.1 Class 1	57,562,919	68,355,602	356,092,454	185,374,404		667,385,379	21.3	629,830,799	23.0	667,385,379	
1.2 Class 2						0	0.0				
1.3 Class 3						0	0.0				
1.4 Class 4						0	0.0				
1.5 Class 5						0	0.0				
1.6 Class 6						0	0.0				
1.7 Totals	57,562,919	68,355,602	356,092,454	185,374,404	0	667,385,379	21.3	629,830,799	23.0	667,385,379	0
2. **All Other Governments, Schedules D & DA (Group 2)**											
2.1 Class 1	100,000	100,000				200,000	0.0			200,000	
2.2 Class 2						0	0.0				
2.3 Class 3						0	0.0				
2.4 Class 4						0	0.0				
2.5 Class 5						0	0.0				
2.6 Class 6						0	0.0				
2.7 Totals	100,000	100,000	0	0	0	200,000	0.0	0		200,000	0
3. **States, Territories and Possessions, etc., Guaranteed, Schedules D & DA (Group 3)**											
3.1 Class 1						0	0.0				
3.2 Class 2						0	0.0				
3.3 Class 3						0	0.0				
3.4 Class 4						0	0.0				
3.5 Class 5						0	0.0				
3.6 Class 6						0	0.0				
3.7 Totals	0	0	0	0	0	0	0.0	0		0	0
4. **Political Subdivisions of States, Territories and Possessions, Guaranteed, Schedules D & DA (Group 4)**											
4.1 Class 1						0	0.0				
4.2 Class 2						0	0.0				
4.3 Class 3						0	0.0				
4.4 Class 4						0	0.0				
4.5 Class 5						0	0.0				
4.6 Class 6						0	0.0				
4.7 Totals	0	0	0	0	0	0	0.0	0		0	0
5. **Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed, Schedules D & DA (Group 5)**											
5.1 Class 1			74,377,597	545,562,771	432,138,659	1,052,079,027	33.5	981,400,593	35.9	999,117,462	52,961,565
5.2 Class 2						0	0.0				
5.3 Class 3						0	0.0				
5.4 Class 4						0	0.0				
5.5 Class 5						0	0.0				
5.6 Class 6						0	0.0				
5.7 Totals	0	0	74,377,597	545,562,771	432,138,659	1,052,079,027	33.5	981,400,593	35.9	999,117,462	52,961,565

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

Quality and Maturity Distribution of All Bonds Owned December 31, At Book/Adjusting Carrying Values By Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
6. **Public Utilities (Unaffiliated), Schedules D & DA (Group 6)**											
6.1 Class 1						0	0.0				
6.2 Class 2						0	0.0				
6.3 Class 3						0	0.0				
6.4 Class 4						0	0.0				
6.5 Class 5						0	0.0				
6.6 Class 6						0	0.0				
6.7 Totals	0	0	0	0	0	0	0.0	0		0	0
7. **Industrial & Miscellaneous (Unaffiliated), Schedules D & DA (Group 7)**											
7.1 Class 1	520,449,769	167,768,820	274,517,620	45,736,921	25,914,683	1,034,387,813	32.9	934,210,583	34.2	991,497,625	42,890,188
7.2 Class 2	30,865,635	109,715,322	68,672,100	16,710,279	22,549,883	248,513,219	7.9	189,213,697	6.9	230,297,926	18,215,293
7.3 Class 3		2,437,793	25,395,731	6,195,588	14,351,852	48,380,964	1.5			40,169,220	8,211,744
7.4 Class 4	719,338	8,675,658	36,341,684	9,085,330	9,109,964	63,931,974	2.0			54,476,238	9,455,736
7.5 Class 5		3,485,854	15,734,995	4,202,108	2,320,365	25,743,322	0.8			23,261,376	2,481,946
7.6 Class 6						0	0.0				
7.7 Totals	552,034,742	292,083,447	420,662,130	81,930,226	74,246,747	1,420,957,292	45.2	1,123,424,280	41.1	1,339,702,385	81,254,907
8. **Credit Tenant Loans, Schedules D & DA (Group 8)**											
8.1 Class 1						0	0.0				
8.2 Class 2						0	0.0				
8.3 Class 3						0	0.0				
8.4 Class 4						0	0.0				
8.5 Class 5						0	0.0				
8.6 Class 6						0	0.0				
8.7 Totals	0	0	0	0	0	0	0.0	0		0	0
9. **Parent, Subsidiaries and Affiliates, Schedules D & DA (Group 9)**											
9.1 Class 1						0	0.0				
9.2 Class 2						0	0.0				
9.3 Class 3						0	0.0				
9.4 Class 4						0	0.0				
9.5 Class 5						0	0.0				
9.6 Class 6						0	0.0				
9.7 Totals	0	0	0	0	0	0	0.0	0		0	0

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

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

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
10. **Total Bonds Current Year**											
10.1 Class 1	578,112,688	236,224,422	704,987,671	776,674,096	458,053,342	2,754,052,219	87.7	XXX	XXX	2,658,200,466	95,851,753
10.2 Class 2	30,865,635	109,715,322	68,672,100	16,710,279	22,549,883	248,513,219	7.9	XXX	XXX	230,297,926	18,215,293
10.3 Class 3	0	2,437,793	25,395,731	6,195,588	14,351,852	48,380,964	1.5	XXX	XXX	40,169,220	8,211,744
10.4 Class 4	719,338	8,675,658	36,341,684	9,085,330	9,109,964	63,931,974	2.0	XXX	XXX	54,476,238	9,455,736
10.5 Class 5	0	3,485,854	15,734,995	4,202,108	2,320,365	(c) 25,743,322	0.8	XXX	XXX	23,261,376	2,481,946
10.6 Class 6	0	0	0	0	0	(c) 0	0.0	XXX	XXX	0	0
10.7 Totals	609,697,661	360,539,049	851,132,181	812,867,401	506,385,406	(b) 3,140,621,698	100.0	XXX	XXX	3,006,405,226	134,216,472
10.8 Line 10.7 as a % of Col. 6	19.4	11.5	27.1	25.9	16.1	100.0	XXX	XXX	XXX	95.7	4.3
11. **Total Bonds Prior Year**											
11.1 Class 1	416,005,519	341,553,891	655,084,464	314,162,855	818,635,246	XXX	XXX	2,545,441,975	93.1	2,545,441,975	
11.2 Class 2		36,266,667	91,018,698	48,347,955	13,580,377	XXX	XXX	189,213,697	6.9	186,291,955	2,921,742
11.3 Class 3						XXX	XXX	0	0.0		
11.4 Class 4						XXX	XXX	0	0.0		
11.5 Class 5						XXX	XXX	(c) 0	0.0		
11.6 Class 6						XXX	XXX	(c) 0	0.0		
11.7 Totals	416,005,519	377,820,558	746,103,162	362,510,810	832,215,623	XXX	XXX	(b) 2,734,655,672	100.0	2,731,733,930	2,921,742
11.8 Line 11.7 as a % of Col. 8	15.2	13.8	27.3	13.3	30.4	XXX	XXX	100.0	XXX	99.9	0.1
12. **Total Publicly Traded Bonds**											
12.1 Class 1	555,138,645	236,224,422	632,109,961	776,674,096	458,053,342	2,658,200,466	84.6	2,545,441,975	93.1	2,658,200,466	XXX
12.2 Class 2	30,865,635	102,576,383	64,270,886	16,710,279	15,874,743	230,297,926	7.3	186,291,955	6.8	230,297,926	XXX
12.3 Class 3		2,288,543	20,766,231	5,001,751	12,112,695	40,169,220	1.3	0	0.0	40,169,220	XXX
12.4 Class 4	719,338	8,645,516	28,916,541	7,267,880	8,926,964	54,476,239	1.7	0	0.0	54,476,239	XXX
12.5 Class 5		3,149,194	13,589,709	4,202,108	2,320,365	23,261,376	0.7	0	0.0	23,261,376	XXX
12.6 Class 6						0	0.0	0	0.0	0	XXX
12.7 Totals	586,723,618	352,884,058	759,653,328	809,856,114	497,288,109	3,006,405,227	95.7	2,731,733,930	99.9	3,006,405,227	XXX
12.8 Line 12.7 as a % of Col. 6	19.5	11.7	25.3	26.9	16.5	100.0	XXX	XXX	XXX	100.0	XXX
12.9 Line 12.7 as a % of Line 10.7, Col. 6, Section 10	18.7	11.2	24.2	25.8	15.8	95.7	XXX	XXX	XXX	95.7	XXX
13. **Total Privately Placed Bonds**											
13.1 Class 1	22,974,043		72,877,710			95,851,753	3.1	0	0.0	XXX	95,851,753
13.2 Class 2		7,138,939	4,401,214		6,675,140	18,215,293	0.6	2,921,742	0.1	XXX	18,215,293
13.3 Class 3		149,250	4,629,500	1,193,837	2,239,157	8,211,744	0.3	0	0.0	XXX	8,211,744
13.4 Class 4		30,142	7,425,143	1,817,450	183,000	9,455,735	0.3	0	0.0	XXX	9,455,735
13.5 Class 5		336,660	2,145,286			2,481,946	0.1	0	0.0	XXX	2,481,946
13.6 Class 6						0	0.0	0	0.0	XXX	0
13.7 Totals	22,974,043	7,654,991	91,478,853	3,011,287	9,097,297	134,216,471	4.3	2,921,742	0.1	XXX	134,216,471
13.8 Line 13.7 as a % of Col. 6	17.1	5.7	68.2	2.2	6.8	100.0	XXX	XXX	XXX	XXX	100.0
13.9 Line 13.7 as a % of Line 10.7, Col. 6, Section 10	0.7	0.2	2.9	0.1	0.3	4.3	XXX	XXX	XXX	XXX	4.3

(a) Includes $.....0 freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.

(b) Includes $.....0 current year, $.....0 prior year of bonds with Z designations and $.....0 current year, $.....0 prior year of bonds with Z* designations. The letter "Z" means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z*" means the SVO could not evaluate the obligation because valuation procedures for the security class are under regulatory review.

(c) Includes $.....0 current year, $.....0 prior year of bonds with 5* designations and $.....0 current year, $.....0 prior year of bonds with 6* designations. "5*" means the NAIC designation was assigned by the SVO in reliance on the insurer's certification that the issuer is current in all principal and interest payments. "6*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.

SCHEDULE D - PART 1A - SECTION 2

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

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
1. **U.S. Governments, Schedules D & DA (Group 1)**											
1.1 Issuer Obligations	57,562,919	68,355,602	356,092,454	185,374,404		667,385,379	21.3	629,830,799	23.0	667,385,379	
1.2 Single Class Mortgage-Backed/Asset-Backed Securities						0	0.0				
1.7 Totals	57,562,919	68,355,602	356,092,454	185,374,404	0	667,385,379	21.3	629,830,799	23.0	667,385,379	0
2. **All Other Governments, Schedules D & DA (Group 2)**											
2.1 Issuer Obligations	100,000	100,000				200,000	0.0			200,000	
2.2 Single Class Mortgage-Backed/Asset-Backed Securities						0	0.0				
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
2.3 Defined						0	0.0				
2.4 Other						0	0.0				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
2.5 Defined						0	0.0				
2.6 Other						0	0.0				
2.7 Totals	100,000	100,000	0	0	0	200,000	0.0	0		200,000	0
3. **States, Territories and Possessions, Guaranteed, Schedules D & DA (Group 3)**											
3.1 Issuer Obligations						0	0.0				
3.2 Single Class Mortgage-Backed/Asset-Backed Securities						0	0.0				
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
3.3 Defined						0	0.0				
3.4 Other						0	0.0				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
3.5 Defined						0	0.0				
3.6 Other						0	0.0				
3.7 Totals	0	0	0	0	0	0	0.0	0		0	0
4. **Political Subdivisions of States, Territories and Possessions, Guaranteed, Schedules D & DA (Group 4)**											
4.1 Issuer Obligations						0	0.0				
4.2 Single Class Mortgage-Backed/Asset-Backed Securities						0	0.0				
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
4.3 Defined						0	0.0				
4.4 Other						0	0.0				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
4.5 Defined						0	0.0				
4.6 Other						0	0.0				
4.7 Totals	0	0	0	0	0	0	0.0	0		0	0
5. **Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed, Schedules D & DA (Group 5)**											
5.1 Issuer Obligations						0	0.0				
5.2 Single Class Mortgage-Backed/Asset-Backed Securities				545,562,771	432,138,659	977,701,430	31.1	966,571,416	35.3	977,701,430	
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
5.3 Defined			74,377,597			74,377,597	2.4	14,829,177	0.5	21,416,032	52,961,565
5.4 Other						0	0.0				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
5.5 Defined						0	0.0				
5.6 Other						0	0.0				
5.7 Totals	0	0	74,377,597	545,562,771	432,138,659	1,052,079,027	33.5	981,400,593	35.9	999,117,462	52,961,565

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

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

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
6. **Public Utilities (Unaffiliated), Schedules D & DA (Group 6)**											
6.1 Issuer Obligations						0	0.0				
6.2 Single Class Mortgage-Backed/Asset-Backed Securities						0	0.0				
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
6.3 Defined						0	0.0				
6.4 Other						0	0.0				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
6.5 Defined						0	0.0				
6.6 Other						0	0.0				
6.7 Totals	0	0	0	0	0	0	0.0	0		0	0
7. **Industrial & Miscellaneous (Unaffiliated), Schedules D & DA (Group 7)**											
7.1 Issuer Obligations	546,577,938	192,341,746	386,498,256	81,930,226	47,398,030	1,254,746,196	40.0	1,040,892,127	38.1	1,180,166,430	74,579,766
7.2 Single Class Mortgage-Backed/Asset-Backed Securities		55,260,103	25,124,829		20,173,576	100,558,508	3.2	7,030,486	0.3	100,558,508	
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
7.3 Defined	5,456,804	44,481,599	9,039,045		6,675,140	65,652,588	2.1	75,501,667	2.8	58,977,448	6,675,140
7.4 Other						0	0.0				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
7.5 Defined						0	0.0				
7.6 Other						0	0.0				
7.7 Totals	552,034,742	292,083,448	420,662,130	81,930,226	74,246,746	1,420,957,292	45.2	1,123,424,280	41.1	1,339,702,386	81,254,906
8. **Credit Tenant Loans, Schedules D & DA (Group 8)**											
8.1 Issuer Obligations						0	0.0				
8.7 Totals	0	0	0	0	0	0	0.0	0		0	0
9. **Parent, Subsidiaries and Affiliates, Schedules D & DA (Group 9)**											
9.1 Issuer Obligations						0	0.0				
9.2 Single Class Mortgage-Backed/Asset-Backed Securities						0	0.0				
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
9.3 Defined						0	0.0				
9.4 Other						0	0.0				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
9.5 Defined						0	0.0				
9.6 Other						0	0.0				
9.7 Totals	0	0	0	0	0	0	0.0	0		0	0

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

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

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
10. **Total Bonds Current Year**											
10.1 Issuer Obligations	604,240,857	260,797,348	742,590,710	267,304,630	47,398,030	1,922,331,575	61.2	XXX	XXX	1,847,751,809	74,579,766
10.2 Single Class Mortgage-Backed/Asset-Backed Securities	0	55,260,103	25,124,829	545,562,771	452,312,235	1,078,259,938	34.3	XXX	XXX	1,078,259,938	0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
10.3 Defined	5,456,804	44,481,599	83,416,642	0	6,675,140	140,030,185	4.5	XXX	XXX	80,393,480	59,636,705
10.4 Other	0	0	0	0	0	0	0.0	XXX	XXX	0	0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
10.5 Defined	0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.6 Other	0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.7 Totals	609,697,661	360,539,050	851,132,181	812,867,401	506,385,405	3,140,621,698	100.0	XXX	XXX	3,006,405,227	134,216,471
10.8 Line 10.7 as a % of Col. 6	19.4	11.5	27.1	25.9	16.1	100.0	XXX	XXX	XXX	95.7	4.3
11. **Total Bonds Prior Year**											
11.1 Issuer Obligations	416,005,519	351,061,964	675,500,426	204,696,981	23,458,036	XXX	XXX	1,670,722,926	61.1	1,667,801,184	2,921,742
11.2 Single Class Mortgage-Backed/Asset-Backed Securities		7,030,486		157,813,829	808,757,587	XXX	XXX	973,601,902	35.6	973,601,902	
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
11.3 Defined		19,728,108	70,602,736			XXX	XXX	90,330,844	3.3	90,330,844	
11.4 Other						XXX	XXX	0	0.0		
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
11.5 Defined						XXX	XXX	0	0.0		
11.6 Other						XXX	XXX	0	0.0		
11.7 Totals	416,005,519	377,820,558	746,103,162	362,510,810	832,215,623	XXX	XXX	2,734,655,672	100.0	2,731,733,930	2,921,742
11.8 Line 11.7 as a % of Col. 8	15.2	13.8	27.3	13.3	30.4	XXX	XXX	100.0	XXX	99.9	0.1
12. **Total Publicly Traded Bonds**											
12.1 Issuer Obligations	581,266,814	253,142,357	704,073,422	264,293,343	44,975,873	1,847,751,809	58.8	1,667,801,184	61.0	1,847,751,809	XXX
12.2 Single Class Mortgage-Backed/Asset-Backed Securities		55,260,103	25,124,829	545,562,771	452,312,235	1,078,259,938	34.3	973,601,902	35.6	1,078,259,938	XXX
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
12.3 Defined	5,456,804	44,481,599	30,455,077			80,393,480	2.6	90,330,844	3.3	80,393,480	XXX
12.4 Other						0	0.0	0	0.0	0	XXX
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
12.5 Defined						0	0.0	0	0.0	0	XXX
12.6 Other						0	0.0	0	0.0	0	XXX
12.7 Totals	586,723,618	352,884,059	759,653,328	809,856,114	497,288,108	3,006,405,227	95.7	2,731,733,930	99.9	3,006,405,227	XXX
12.8 Line 12.7 as a % of Col. 6	19.5	11.7	25.3	26.9	16.5	100.0	XXX	XXX	XXX	100.0	XXX
12.9 Line 12.7 as a % of Line 10.7, Col. 6, Section 10	18.7	11.2	24.2	25.8	15.8	95.7	XXX	XXX	XXX	95.7	XXX
13. **Total Privately Placed Bonds**											
13.1 Issuer Obligations	22,974,043	7,654,991	38,517,288	3,011,287	2,422,157	74,579,766	2.4	2,921,742	0.1	XXX	74,579,766
13.2 Single Class Mortgage-Backed/Asset-Backed Securities						0	0.0	0	0.0	XXX	0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
13.3 Defined			52,961,565		6,675,140	59,636,705	1.9	0	0.0	XXX	59,636,705
13.4 Other						0	0.0	0	0.0	XXX	0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
13.5 Defined						0	0.0	0	0.0	XXX	0
13.6 Other						0	0.0	0	0.0	XXX	0
13.7 Totals	22,974,043	7,654,991	91,478,853	3,011,287	9,097,297	134,216,471	4.3	2,921,742	0.1	XXX	134,216,471
13.8 Line 13.7 as a % of Col. 6	17.1	5.7	68.2	2.2	6.8	100.0	XXX	XXX	XXX	XXX	100.0
13.9 Line 13.7 as a % of Line 10.7, Col. 6, Section 10	0.7	0.2	2.9	0.1	0.3	4.3	XXX	XXX	XXX	XXX	4.3

SCHEDULE DA - PART 2 - VERIFICATION BETWEEN YEARS

Short-Term Investments

	1 Total	2 Bonds	3 Mortgage Loans	4 Other Short-term Investment Assets (a)	5 Investments in Parent, Subsidiaries and Affiliates
1. Book/adjusted carrying value December 31 of prior year	402,986,866	402,986,866			
2. Cost of short-term investments acquired	12,139,036,624	12,139,036,624			
3. Increase (decrease) by adjustment	27,459	27,459			
4. Increase (decrease) by foreign exchange adjustment	0				
5. Total profit (loss) on disposal of short-term investments	(71,894)	(71,894)			
6. Consideration received on disposal of short-term investments	12,084,004,066	12,084,004,066			
7. Book/adjusted carrying value, current year	457,974,989	457,974,989	0	0	0
8. Total valuation allowance	0				
9. Subtotal (Lines 7 plus 8)	457,974,989	457,974,989	0	0	0
10. Total nonadmitted amounts	0				
11. Statement value (Lines 9 minus 10)	457,974,989	457,974,989	0	0	0
12. Income collected during year	14,966,734	14,966,734			
13. Income earned during year	15,134,592	15,134,592			

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

Sch. DB-Pt.A-Verification Between Years
NONE

Sch. DB-Pt.B-Verification Between Years
NONE

Sch. DB-Pt.C-Verification Between Years
NONE

Sch. DB-Pt.D-Verification Between Years
NONE

Sch. DB-Pt.E-Verification
NONE

Sch. DB-Pt. F-Sn. 1
NONE

Sch. DB-Pt. F-Sn. 2
NONE

Sch. S-Pt. 1-Sn. 2
NONE

Sch. S-Pt. 2
NONE

Sch. S-Pt. 3-Sn. 2
NONE

Sch. S-Pt. 4
NONE

Sch. S-Pt.5
NONE

Sch. S-Pt.6
NONE

SCHEDULE Y (Continued)

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

1 NAIC Company Code	2 Federal ID Number	3 Names of Insurers and Parent, Subsidiaries or Affiliates	4 Shareholder Dividends	5 Capital Contributions	6 Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	7 Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	8 Management Agreements and Service Contracts	9 Income/ (Disbursements) Incurred under Reinsurance Agreements	10 *	11 Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	12 Totals	13 Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
Affiliated Transactions												
54291	38-2069753	BLUE CROSS BLUE SHIELD OF MICHIGAN	16,300,000				486,708,956				503,008,956	
95610	38-2359234	BLUE CARE NETWORK OF MICHIGAN					(456,211,544)	(908,919)			(457,120,463)	10,767,789
52037	38-2536979	BLUE CARE OF MICHIGAN, INC.					(4,058,594)	(1,000)			(4,059,594)	
10166	38-3207001	ACCIDENT FUND INSURANCE COMPANY OF AMERICA	(15,000,000)	(65,000,000)			(25,833,091)				(105,833,091)	
12304	20-3058200	ACCIDENT FUND GENERAL INSURANCE COMPANY		25,000,000			(93,048)				24,906,952	
12305	20-3058291	ACCIDENT FUND GENERAL INSURANCE COMPANY		40,000,000			(93,048)				39,906,952	
	38-6561861	BCN MEDICAL MALPRACTICE SELF-INSURANCE TRUST									0	
	38-6561862	BCN STOP LOSS AND CASUALTY SELF-INSURANCE TRU						909,919			909,919	(10,767,789)
	38-2612298	DENTEMAX	(1,300,000)				(419,631)				(1,719,631)	
9999999.	Control Totals		0	0	0	0	0	0	XXX	0	0	0

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED to the specific interrogatory will be acepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

		Responses
	MARCH FILING	
1.	Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	YES
2.	Will an actuarial opinion be filed by March 1?	YES
3.	Will the Risk-Based Capital Report be filed with the NAIC by March 1?	YES
4.	Will the Risk-Based Capital Report be filed with the state of domicile, if required, by March 1?	YES
	APRIL FILING	
5.	Will the Management's Discussion and Analysis be filed by April 1?	YES
6.	Will the Investment Risk Interrogatories be filed by April 1?	YES
	JUNE FILING	
7.	Will an audited financial report be filed by June 1?	YES

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

	MARCH FILING	
8.	Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	YES
9.	Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?	SEE EXPLANATION
10.	Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?	SEE EXPLANATION
11.	Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?	SEE EXPLANATION
	APRIL FILING	
12.	Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?	SEE EXPLANATION
13.	Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?	SEE EXPLANATION
14.	Will the Supplemental Property/Casuatly data due April 1 be filed with the state of domicile and the NAIC?	SEE EXPLANATION

EXPLANATIONS:

9. This line of business is not written by the company.
10. This line of business is not written by the company.
11. This line of business is not written by the company.
12. This line of business is not written by the company.
13. This line of business is not written by the company.
14. This line of business is not written by the company.

BAR CODE:

5429120052050000

5429120052070000

5429120053000000

Overflow Page for Write-Ins

Additional Write-ins for Assets:

	Current Statement Date			4
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	December 31, Prior Year Net Admitted Assets
2304. Company Owned Automobile	753,390	753,390	0	
2305. Prepaid Pension Fund	123,830,782	61,915,391	61,915,391	80,171,622
2397. Summary of remaining write-ins for Line 23	124,584,172	62,668,781	61,915,391	80,171,622

Additional Write-ins for Liabilities:

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
2104. Accounts Payable for Drugs and Vision Vendors	3,337,032		3,337,032	38,917,824
2105. Account payable to other plans	6,649,536		6,649,536	13,186,411
2197. Summary of remaining write-ins for Line 21	9,986,568	0	9,986,568	52,104,235

Additional Write-ins for Nonadmitted Assets:

	1 Current Year Total Nonadmitted Assets	2 Prior Year Total Nonadmitted Assets	3 Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
2304. Prepaid Pension Fund	61,915,391	26,723,874	(35,191,517)
2305. Advances to Providers	33,221,809		(33,221,809)
2397. Summary of remaining write-ins for Line 23	95,137,200	26,723,874	(68,413,326)

Overflow Page for Write-Ins

NONE

Supplement for the year 2005 of the **BLUE CROSS BLUE SHIELD OF MICHIGAN**

* 5 4 2 9 1 2 0 0 5 3 6 0 2 3 1 0 0 *

MEDICARE SUPPLEMENT INSURANCE EXPERIENCE EXHIBIT

For the Year Ended December 31, 2005
(To Be Filed by March 1)
FOR THE STATE OF.....Michigan

NAIC Group Code.....572
Address (City, State and Zip Code).....600 E. Lafayette, Detroit, MI 48226
Person Completing This Exhibit.....Kenneth A. Bluhm
Title.....Director, Financial Accounting

NAIC Company Code.....54291

Telephone Number.....313-225-9095

1	2	3	4	5	6	7	8	9	10	Policies Issued Through 2002				Policies Issued in 2003, 2004 & 2005			
										11	Incurred Claims		14	15	Incurred Claims		18
											12	13			16	17	
Compliance with OBRA	Policy Form Number	Standardized Medicare Supplement Benefit Plan	Medicare Select	Plan Characteristics	Date Approved	Date Approval Withdrawn	Date Last Amended	Date Closed	Policy Marketing Trade Name	Premiums Earned	Amount	Percent of Premiums Earned	Number of Covered Lives	Premiums Earned	Amount	Percent of Premiums Earned	Number of Covered Lives
Individual Policies																	
N/A	4744/4745/4851	P	NO	256	12/29/1980	N/A	01/21/2001	N/A	Medigap Low Option			0.0		2,345,438	5,458,462	232.7	4,721
N/A	4744/4745	P	NO	256	12/29/1980	N/A	01/21/2001	N/A	Medigap High Option			0.0		54,233,120	95,891,737	176.8	50,592
Yes	4290	A	NO	256	08/21/1992	N/A	01/21/2001	N/A	Medigap Plan A			0.0		3,981,171	11,957,663	300.4	11,287
Yes	4291	C	NO	256	08/21/1992	N/A	01/21/2001	N/A	Medigap Plan C			0.0		161,711,243	238,053,728	147.2	150,856
Yes	9802	A	NO	1256	04/29/1999	N/A	01/21/2001	N/A	Medigap Blue Plan			0.0		1,411,703	2,359,391	167.1	1,923
0199999.	Total Policy Experience on Individual Policies									0	0	0.0	0	223,682,675	353,720,981	158.1	219,379

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GENERAL INTERROGATORIES

1. If response in Column 1 is no, give full and complete details.....

2. Claims address and contact person provided to the Secretary of Health and Human Services as required by 42 U.S.C. 1395ss(c)(3)(E) for this state.
   2.1 Address..... 27000 W. Eleven Mile Road Southfield MI 48034
   2.2 Contact person and phone number..... John Fitzgerald 248-486-2027
3. Billing address and contact person for user fees established under 41 U.S.C. 1395u(h)(3)(B).
   3.1 Address..... 27000 W. Eleven Mile Road Southfield MI 48034
   3.2 Contact person and phone number..... Brenda Selle 248-448-5444
4. Explain any policies identified as policy type "O".

Overflow Page for Write-Ins

NONE