



**HEALTH ANNUAL STATEMENT
FOR THE YEAR ENDING DECEMBER 31, 2004
OF THE CONDITION AND AFFAIRS OF THE**

Great Lakes Health Plan, Inc.

NAIC Group Code 0000 0000 NAIC Company Code 95467 Employer's ID Number 38-3204052
(Current Period) (Prior Period)

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 [] No [X]

Incorporated 01/11/1994 Commenced Business 10/11/1994

Statutory Home Office 17117 W. Nine Mile Rd, Southfield, MI 48075
(Street and Number) (City or Town, State and Zip Code)

Main Administrative Office 17117 W. Nine Mile Rd, Suite 1600
Southfield, MI 48075 248-559-5656
(City or Town, State and Zip Code) (Street and Number) (Area Code) (Telephone Number)

Mail Address 17117 W. Nine Mile Rd Southfield, MI 48075
(Street and Number or P.O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records 17117 W. Nine Mile Rd, Suite 1600
Southfield, MI 48075 248-331-4284
(City or Town, State and Zip Code) (Street and Number) (Area Code) (Telephone Number)

Internet Website Address www.glhp.com

Statutory Statement Contact Chris Scherer 248-331-4284
(Name) (Area Code) (Telephone Number) (Extension)
cscherer@glhp.com 248-559-4640
(E-mail Address) (FAX Number)

Policyowner Relations Contact _____
(Street and Number)

(City or Town, State and Zip Code) (Area Code) (Telephone Number) (Extension)

OFFICERS

Name	Title	Name	Title
<u>Chris A. Scherer</u>	<u>President</u>	<u>Eric Wexler</u>	<u>Secretary</u>
<u>Robert W. Oberrender</u>	<u>Treasurer</u>		

OTHER OFFICERS

<u>Tim Holt</u>	<u>V.P. Information Systems</u>	<u>Janice Prewitt</u>	<u>V.P. Health Services</u>
<u>Dawn Koehler</u>	<u>V.P. Government Relations</u>		

DIRECTORS OR TRUSTEES

<u>Deborah M. Chaskes</u>	<u>Thelma Duggin</u>	<u>Ernest Monfiletto</u>	<u>Joanne Jones</u>
<u>G. David Shafer</u>	<u>Adika Nyatiu</u>		

State of Michigan

County of Oakland

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.

Chris Scherer
President

Eric Wexler
Secretary

Dawn Koehler
Vice President- Government Services

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 _____

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE Great Lakes Health Plan, Inc.

ASSETS

	Current Year			Prior Year
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 Net Admitted Assets
1. Bonds (Schedule D).....	1,000,000		1,000,000	1,000,000
2. Stocks (Schedule D):				
2.1 Preferred stocks .....	.0		.0	.0
2.2 Common stocks .....	.0		.0	.0
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens .....			.0	.0
3.2 Other than first liens .....			.0	.0
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (less \$ encumbrances).....	274,010	123,305	150,706	486,662
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 (\$(3,166,575) , Schedule E, Part 1), cash equivalents (\$759,227 , Schedule E, Part 2) and short-term investments (\$67,068,454 , Schedule DA).....	64,661,106		64,661,106	19,984,408
6. Contract loans, (including \$premium notes)			.0	.0
7. Other invested assets (Schedule BA) .....	.0	.0	.0	.0
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)	65,935,116	123,305	65,811,811	21,471,070
11. Investment income due and accrued	95,307		95,307	29,642
12. Premiums and considerations:				
12.1 Uncollected premiums and agents' balances in the course of collection .....			.0	261,616
12.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$earned but unbilled premium).....			.0	.0
12.3 Accrued retrospective premium.....			.0	.0
13. Reinsurance:				
13.1 Amounts recoverable from reinsurers	79,261		79,261	84,834
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	.0
15.2 Net deferred tax asset.....	2,774,516	799,012	1,975,504	469,592
16. Guaranty funds receivable or on deposit .....			.0	.0
17. Electronic data processing equipment and software.....	2,258,566	2,103,814	154,751	933,001
18. Furniture and equipment, including health care delivery assets (\$)	298,131	134,159	163,972	563,055
19. Net adjustment in assets and liabilities due to foreign exchange rates .....			.0	.0
20. Receivables from parent, subsidiaries and affiliates .....			.0	.0
21. Health care (\$) and other amounts receivable.....	7,077,639	108,361	6,969,278	7,215,348
22. Other assets nonadmitted	7,237,081	7,237,081	.0	.0
23. Aggregate write-ins for other than invested assets	223,157	223,157	.0	166,538
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23).....	85,978,773	10,728,889	75,249,884	31,194,695
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			.0	.0
26. Total (Lines 24 and 25)	85,978,773	10,728,889	75,249,884	31,194,695
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. JV Receivable.....	569,000	569,000	.0	.0
2302. Allow for Bad Debt.....	(345,843)	(345,843)	.0	.0
2303. COB /provider negative balance.....			.0	166,538
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)	223,157	223,157	0	166,538

LIABILITIES, CAPITAL AND SURPLUS

	Current Year			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded)	20,766,800		20,766,800	20,331,785
2. Accrued medical incentive pool and bonus amounts			0	0
3. Unpaid claims adjustment expenses	400,000		400,000	400,000
4. Aggregate health policy reserves			0	0
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserves			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance			0	0
9. General expenses due or accrued	1,363,622		1,363,622	4,126,804
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized capital gains (losses))	0		0	31,382
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. Remittance and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	195,097
15. Amounts due to parent, subsidiaries and affiliates	12,879,462		12,879,462	11,110
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)	(188,468)	0	(188,468)	0
22. Total liabilities (Lines 1 to 21)	35,221,415	0	35,221,415	25,096,178
23. Common capital stock	XXX	XXX		0
24. Preferred capital stock	XXX	XXX		0
25. Gross paid in and contributed surplus	XXX	XXX	31,763,489	6,449,949
26. Surplus notes	XXX	XXX	14,000,000	10,825,000
27. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
28. Unassigned funds (surplus)	XXX	XXX	(5,735,019)	(11,176,432)
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 Less 29)	XXX	XXX	40,028,470	6,098,517
31. Total liabilities, capital and surplus (Lines 22 and 30)	XXX	XXX	75,249,885	31,194,695
DETAILS OF WRITE-INS				
2101. Provider negative balances	(188,468)		(188,468)	0
2102.				
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)	(188,468)	0	(188,468)	0
2701.	XXX	XXX		
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		Prior Year
	1 Uncovered	2 Total	3 Total
1. Member Months.....	XXX	1,205,712	1,153,051
2. Net premium income (including .....0 non-health premium income).....	XXX	210,332,974	186,058,331
3. Change in unearned premium reserves and reserve for rate credits	XXX		0
4. Fee-for-service (net of \$ medical expenses)	XXX		0
5. Risk revenue	XXX		0
6. Aggregate write-ins for other health care related revenues	XXX	(12,334,908)	(7,330,645)
7. Aggregate write-ins for other non-health revenues	XXX	0	0
8. Total revenues (Lines 2 to 7)	XXX	197,998,066	178,727,686
Hospital and Medical:			
9. Hospital/medical benefits	0	120,100,744	108,315,965
10. Other professional services		5,404,004	5,807,919
11. Outside referrals		0	0
12. Emergency room and out-of-area		10,710,316	9,292,560
13. Prescription drugs		28,630,433	27,180,150
14. Aggregate write-ins for other hospital and medical.....	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....			0
16. Subtotal (Lines 9 to 15)	0	164,845,497	150,596,594
Less:			
17. Net reinsurance recoveries		410,798	841,730
18. Total hospital and medical (Lines 16 minus 17)	0	164,434,699	149,754,864
19. Non-health claims			0
20. Claims adjustment expenses, including \$2,445,286 cost containment expenses.....		3,861,152	4,129,000
21. General administrative expenses.....		21,672,651	14,340,699
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only).....		0	0
23. Total underwriting deductions (Lines 18 through 22)	0	189,968,501	168,224,563
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	8,029,565	10,503,123
25. Net investment income earned (Exhibit of Net Investment Income, Line 17).....	554,733	554,733	104,827
26. Net realized capital gains (losses)		0	0
27. Net investment gains (losses) (Lines 25 plus 26)	554,733	554,733	104,827
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	8,584,299	10,607,949
31. Federal and foreign income taxes incurred	XXX	2,364,000	193,238
32. Net income (loss) (Lines 30 minus 31)	XXX	6,220,299	10,414,712
DETAILS OF WRITE-INS			
0601. QAAP tax.....	XXX	(12,334,908)	(7,330,645)
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	(12,334,908)	(7,330,645)
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.			
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)	0	0	0
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	2 Prior Year
CAPITAL AND SURPLUS ACCOUNT:		
33. Capital and surplus prior-reporting period	6,098,516	(12,270,020)
GAINS AND LOSSES TO CAPITAL & SURPLUS:		
34. Net income or (loss) from Line 32	6,220,299	10,414,712
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	(339,788)	(3,388,000)
39. Change in nonadmitted assets	12,222,696	5,344,241
40. Change in unauthorized reinsurance	0	0
41. Change in treasury stock	0	0
42. Change in surplus notes	3,175,000	6,325,000
43. Cumulative effect of changes in accounting principles		(1,027,366)
44. Capital Changes:		
44.1 Paid in	0	0
44.2 Transferred from surplus (Stock Dividend)		0
44.3 Transferred to surplus		0
45. Surplus adjustments:		
45.1 Paid in	12,651,745	699,949
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)	33,929,952	18,368,536
49. Capital and surplus end of reporting period (Line 33 plus 48)	40,028,468	6,098,516
DETAILS OF WRITE-INS		
4701.		
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.....	210,594,590	186,829,550
2. Net investment income.....	489,068	95,927
3. Miscellaneous income.....	(12,334,908)	(9,656,400)
4. Total (Lines 1 to 3).....	198,748,751	177,269,076
5. Benefits and loss related payments.....	168,971,782	147,874,661
6. Net transfers to Separate, Segregated Accounts and Protected Cell Accounts.....	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions.....	24,435,832	15,935,054
8. Dividends paid to policyholders.....	0	0
9. Federal and foreign income taxes paid (recovered) \$ net of tax on capital gains (losses)	2,395,382	0
10. Total (Lines 5 through 9).....	195,802,996	163,809,715
11. Net cash from operations (Line 4 minus Line 10).....	2,945,754	13,459,361
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	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....	0	0
12.7 Miscellaneous proceeds.....	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	0	0
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	30,702
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	30,702
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).....	0	(30,702)
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes.....	3,175,000	6,325,000
16.2 Capital and paid in surplus, less treasury stock.....	12,311,957	699,949
16.3 Borrowed funds.....	(195,097)	72,088
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....	0	0
16.5 Dividends to stockholders.....	0	0
16.6 Other cash provided (applied).....	26,439,083	160,093
17. Net cash from financing and miscellaneous sources (Line 16.1 to Line 16.4 minus Line 16.5 plus Line 16.6).....	41,730,944	7,257,130
RECONCILIATION OF CASH AND SHORT-TERM INVESTMENTS		
18. Net change in cash and short-term investments (Line 11 plus Line 15 plus Line 17).....	44,676,698	20,685,789
19. Cash and short-term investments:		
19.1 Beginning of year.....	19,984,408	(701,382)
19.2 End of period (Line 18 plus Line 19.1).....	64,661,106	19,984,408

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE Great Lakes Health Plan, Inc.

ANALYSIS OF OPERATIONS BY LINES OF BUSINESS (Gain and Loss Exhibit)

	1	2	3	4	5	6	7	8	9	10	11	12	13
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Stop Loss	Disability Income	Long-term Care	Other Health	Other Non-Health
1. Net premium income	210,332,974	.0	.0	.0	.0	.0	.0	210,332,974	.0	.0	.0	.0	.0
2. Change in unearned premium reserves and reserve for rate credit	.0												
3. Fee-for-service (net of \$ medical expenses)	.0												XXX
4. Risk revenue	.0												XXX
5. Aggregate write-ins for other health care related revenues	(12,334,908)	.0	.0	.0	.0	.0	.0	(12,334,908)	.0	.0	.0	.0	XXX
6. Aggregate write-ins for other non-health care related revenues	.0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	.0
7. Total revenues (Lines 1 to 6)	197,998,066	.0	.0	.0	.0	.0	.0	197,998,066	.0	.0	.0	.0	.0
8. Hospital/medical/ benefits	120,100,744							120,100,744					XXX
9. Other professional services	5,404,004							5,404,004					XXX
10. Outside referrals	.0							.0					XXX
11. Emergency room and out-of-area	10,710,316							10,710,316					XXX
12. Prescription Drugs	28,630,433							28,630,433					XXX
13. Aggregate write-ins for other hospital and medical	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0	XXX
14. Incentive pool, withhold adjustments and bonus amounts	.0												XXX
15. Subtotal (Lines 8 to 14)	164,845,497	.0	.0	.0	.0	.0	.0	164,845,497	.0	.0	.0	.0	XXX
16. Net reinsurance recoveries	410,798							410,798					XXX
17. Total medical and hospital (Lines 15 minus 16)	164,434,699	.0	.0	.0	.0	.0	.0	164,434,699	.0	.0	.0	.0	XXX
18. Non-health claims (net)	.0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	.0
19. Claims adjustment expenses including \$ 2,445,286 cost containment expenses	3,861,152							3,861,152					
20. General administrative expenses	21,672,651							21,672,651					
21. Increase in reserves for accident and health contracts	.0												XXX
22. Increase in reserves for life contracts	.0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	.0
23. Total underwriting deductions (Lines 17 to 22)	189,968,502	.0	.0	.0	.0	.0	.0	189,968,502	.0	.0	.0	.0	.0
24. Total underwriting gain or (loss) (Line 7 minus Line 23)	8,029,565	0	0	0	0	0	0	8,029,565	0	0	0	0	0
DETAILS OF WRITE-INS													
0501. QAAP Tax	(12,334,908)							(12,334,908)					XXX
0502.													XXX
0503.													XXX
0598. Summary of remaining write-ins for Line 5 from overflow page	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0	XXX
0599. Totals (Lines 0501 thru 0503 plus 0598) (Line 5 above)	(12,334,908)	0	0	0	0	0	0	(12,334,908)	0	0	0	0	XXX
0601.		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	.0
0602.		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	.0
0603.		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	.0
0698. Summary of remaining write-ins for Line 6 from overflow page	.0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	.0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above)	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
1301.													XXX
1302.													XXX
1303.													XXX
1398. Summary of remaining write-ins for Line 13 from overflow page	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0	XXX
1399. Totals (Lines 1301 thru 1303 plus 1398) (Line 13 above)	0	0	0	0	0	0	0	0	0	0	0	0	XXX

7

STATEMENT AS OF ANNUAL STATEMENT FOR THE YEAR 2004 OF THE Great Lakes Health Plan, Inc.

UNDERWRITING AND INVESTMENT EXHIBIT
PART 1 - PREMIUMS

Line of Business	1 Direct Business	2 Reinsurance Assumed	3 Reinsurance Ceded	4 Net Premium Income (Cols. 1+2-3)
1. Comprehensive (hospital and medical) .....				.0
2. Medicare Supplement .....				.0
3. Dental Only.....				.0
4. Vision Only.....				.0
5. Federal Employees Health Benefits Plan .....				.0
6. Title XVIII - Medicare .....				.0
7. Title XIX - Medicaid.....	.211,132,136		.799,162	.210,332,974
8. Stop Loss .....				.0
9. Disability Income .....				.0
10. Long-term care .....				.0
11. Other health.....				.0
12. Health subtotal (Lines 1 through 11) .....	.211,132,136	.0	.799,162	.210,332,974
13. Life .....				.0
14. Property/Casualty.....				.0
15. Totals (Lines 12 to 14)	211,132,136	0	799,162	210,332,974

STATEMENT AS OF ANNUAL STATEMENT FOR THE YEAR 2004 OF THE Great Lakes Health Plan, Inc.

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2 - Claims Incurred During the Year

	1	2	3	4	5	6	7	8	9	10	11	12	13
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Stop Loss	Disability Income	Long-Term Care	Other Health	Other Non- Health
1. Payments during the year:													
1.1 Direct	164,410,480							164,410,480					
1.2 Reinsurance assumed	0												
1.3 Reinsurance ceded	416,370							416,370					
1.4 Net	163,994,110	0	0	0	0	0	0	163,994,110	0	0	0	0	0
2. Paid medical incentive pools and bonuses	0												
3. Claim liability December 31, current year from Part 2A:													
3.1 Direct	20,766,800	0	0	0	0	0	0	20,766,800	0	0	0	0	0
3.3 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0	0	0	0
3.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0	0	0	0
3.4 Net	20,766,800	0	0	0	0	0	0	20,766,800	0	0	0	0	0
4. Claim reserve December 31, current year from Part 2D:													
4.1 Direct	0												
4.2 Reinsurance assumed	0												
4.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0	0	0	0
4.4 Net	0	0	0	0	0	0	0	0	0	0	0	0	0
5. Accrued medical incentive pools and bonuses, current year	0												
6. Amounts recoverable from reinsurers December 31, current year	79,261							79,261					
7. Claim liability December 31, prior year from Part 2A:													
7.1 Direct	20,331,785	0	0	0	0	0	0	20,331,785	0	0	0	0	0
7.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0	0	0	0
7.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0	0	0	0
7.4 Net	20,331,785	0	0	0	0	0	0	20,331,785	0	0	0	0	0
8. Claim reserve December 31, prior year from Part 2D:													
8.1 Direct	0	0	0	0	0	0	0	0	0	0	0	0	0
8.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0	0	0	0
8.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0	0	0	0
8.4 Net	0	0	0	0	0	0	0	0	0	0	0	0	0
9. Accrued medical incentive pools and bonuses, prior year	0	0	0	0	0	0	0	0	0	0	0	0	0
10. Amounts recoverable from reinsurers December 31, prior year	84,834	0	0	0	0	0	0	84,834	0	0	0	0	0
11. Incurred Benefits:													
11.1 Direct	164,845,495	0	0	0	0	0	0	164,845,495	0	0	0	0	0
11.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0	0	0	0
11.3 Reinsurance ceded	410,797	0	0	0	0	0	0	410,797	0	0	0	0	0
11.4 Net	164,434,698	0	0	0	0	0	0	164,434,698	0	0	0	0	0
12. Incurred medical incentive pools and bonuses	0	0	0	0	0	0	0	0	0	0	0	0	0

6

STATEMENT AS OF ANNUAL STATEMENT FOR THE YEAR 2004 OF THE Great Lakes Health Plan, Inc.

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2A - Claims Liability End of Current Year

	1	2	3	4	5	6	7	8	9	10	11	12	13
	Total	Comprehensive (Medical & Hospital)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan Premium	Title XVIII Medicare	Title XIX Medicaid	Stop Loss	Disability Income	Long-Term Care	Other Health	Other Non-Health
1. Reported in Process of Adjustment:													
1.1. Direct	1,800,666							1,800,666					
1.2. Reinsurance assumed	0												
1.3. Reinsurance ceded	0												
1.4. Net	1,800,666	0	0	0	0	0	0	1,800,666	0	0	0	0	0
2. Incurred but Unreported:													
2.1. Direct	18,966,134							18,966,134					
2.2. Reinsurance assumed	0												
2.3. Reinsurance ceded	0												
2.4. Net	18,966,134	0	0	0	0	0	0	18,966,134	0	0	0	0	0
3. Amounts Withheld from Paid Claims and Capitations:													
3.1. Direct	0												
3.2. Reinsurance assumed	0												
3.3. Reinsurance ceded	0												
3.4. Net	0	0	0	0	0	0	0	0	0	0	0	0	0
4. TOTALS:													
4.1. Direct	20,766,800	0	0	0	0	0	0	20,766,800	0	0	0	0	0
4.2. Reinsurance assumed	0	0	0	0	0	0	0	0	0	0	0	0	0
4.3. Reinsurance ceded	0	0	0	0	0	0	0	0	0	0	0	0	0
4.4. Net	20,766,800	0	0	0	0	0	0	20,766,800	0	0	0	0	0

STATEMENT AS OF ANNUAL STATEMENT FOR THE YEAR 2004 OF THE Great Lakes Health Plan, Inc.

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2B - ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid During the Year		Claim Reserve and Claim Liability Dec. 31 of Current Year		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical) .....					.0	.0
2. Medicare Supplement .....					.0	.0
3. Dental Only.....					.0	.0
4. Vision Only.....					.0	.0
5. Federal Employees Health Benefits Plan Premiums .....					.0	.0
6. Title XVIII - Medicare .....					.0	.0
7. Title XIX - Medicaid.....	18,543,347	145,456,337	41,153	20,725,647	18,584,500	20,331,786
8. Other health .....					.0	.0
9. Health subtotal (Lines 1 to 8).....	18,543,347	145,456,337	41,153	20,725,647	18,584,500	20,331,786
10. Other non-health.....					.0	.0
11. Medical incentive pools, and bonus amounts .....					.0	.0
12. Totals (Lines 9 to 11)	18,543,347	145,456,337	41,153	20,725,647	18,584,500	20,331,786

STATEMENT AS OF ANNUAL STATEMENT FOR THE YEAR 2004 OF THE Great Lakes Health Plan, Inc.

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

Section A - Paid Health Claims - Title XIX Medicaid

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2000	2 2001	3 2002	4 2003	5 2004
1. Prior .....	.64,771	.65,121	.65,321	.65,341	.65,340
2. 2000 .....	.56,196	.69,432	.69,622	.69,452	.69,467
3. 2001	XXX	.68,873	.89,008	.89,360	.89,322
4. 2002	XXX	XXX	.86,378	101,404	101,359
5. 2003	XXX	XXX	XXX	115,437	132,431
6. 2004	XXX	XXX	XXX	XXX	99,089

Section B – Incurred Health Claims - Title XIX Medicaid

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability and Reserve Outstanding at End of Year				
	1 2000	2 2001	3 2002	4 2003	5 2004
1. Prior .....	.65,259	.65,127	.65,324	.65,341	.65,340
2. 2000 .....	.70,529	.69,974	.69,622	.69,452	.69,467
3. 2001	XXX	.85,217	.89,003	.89,360	.89,322
4. 2002	XXX	XXX	104,823	101,618	101,359
5. 2003	XXX	XXX	XXX	117,342	132,472
6. 2004	XXX	XXX	XXX	XXX	119,815

Section C – Incurred Year Health Claims and Claims Adjustment Expense Ratio – Title XIX Medicaid

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claim Payments	3 Claim Adjustment Expense Payments	4 Col. (3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col 2+3)	6 Col. (5/1) Percent	7 Claims Unpaid	8 Unpaid Claim Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 Col. (9/1) Percent
1. 2000	126,617	.69,622		0.0	.69,622	.55.0			.69,622	.55.0
2. 2001	143,699	.89,008	7,083	8.0	.96,091	.66.9			.96,091	.66.9
3. 2002	163,223	.86,378	4,427	5.1	.90,805	.55.6			.90,805	.55.6
4. 2003	179,727	105,746	4,129	3.9	109,875	.61.1	41		109,916	.61.2
5. 2004	197,998	145,862	3,861	2.6	149,723	75.6	20,726	400	170,849	86.3

STATEMENT AS OF ANNUAL STATEMENT FOR THE YEAR 2004 OF THE Great Lakes Health Plan, Inc.

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

Section A - Paid Health Claims - Grand Total

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2000	2 2001	3 2002	4 2003	5 2004
1. Prior .....	.64,771	.65,121	.65,321	.65,341	.65,340
2. 2000 .....	.56,196	.69,432	.69,622	.69,452	.69,467
3. 2001	XXX	.68,873	.89,008	.89,360	.89,322
4. 2002	XXX	XXX	.86,378	101,404	101,359
5. 2003	XXX	XXX	XXX	115,437	132,431
6. 2004	XXX	XXX	XXX	XXX	99,089

Section B - Incurred Health Claims - Grand Total

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability and Reserve Outstanding at End of Year				
	1 2000	2 2001	3 2002	4 2003	5 2004
1. Prior .....	.65,259	.65,127	.65,324	.65,341	.65,340
2. 2000 .....	.70,529	.69,974	.69,622	.69,452	.69,467
3. 2001	XXX	.85,217	.89,003	.89,360	.89,322
4. 2002	XXX	XXX	104,823	101,618	101,359
5. 2003	XXX	XXX	XXX	117,342	132,472
6. 2004	XXX	XXX	XXX	XXX	119,815

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

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claim Payments	3 Claim Adjustment Expense Payments	4 Col. (3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col 2+3)	6 Col. (5/1) Percent	7 Claims Unpaid	8 Unpaid Claim Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 Col. (9/1) Percent
1. 2000	126,617	.69,622	.0	0.0	.69,622	55.0	.0	.0	.69,622	55.0
2. 2001	143,699	.89,008	7,083	8.0	.96,091	66.9	.0	.0	.96,091	66.9
3. 2002	163,223	.86,378	4,427	5.1	.90,805	55.6	.0	.0	.90,805	55.6
4. 2003	179,727	105,746	4,129	3.9	109,875	61.1	.41	.0	109,916	61.2
5. 2004	197,998	145,862	3,861	2.6	149,723	75.6	20,726	400	170,849	86.3

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE Great Lakes Health Plan, Inc.

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2D - AGGREGATE RESERVE FOR ACCIDENT AND HEALTH CONTRACTS ONLY

	1	2	3	4	5	6	7	8	9	10	11	12
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Stop Loss	Disability Income	Long-Term Care	Other
POLICY RESERVE												
1. Unearned premium reserves .....	.0											
2. Additional policy reserves (a) .....	.0											
3. Reserve for future contingent benefits .....	.0											
4. Reserve for rate credits or experience rating refunds (including \$ for investment income) .....	.0											
5. Aggregate write-ins for other policy reserves .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
6. Totals (Gross) .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
7. Reinsurance ceded .....	.0											
8. Totals (Net) (Page 3, Line 4)	0	0	0	0	0	0	0	0	0	0	0	0
CLAIM RESERVE												
9. Present value of amounts not yet due on claims .....	.0											
10. Reserve for future contingent benefits .....	.0											
11. Aggregate write-ins for other claim reserves .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
12. Totals (Gross) .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
13. Reinsurance ceded .....	.0											
14. Totals (Net) (Page 3, Line 7)	0	0	0	0	0	0	0	0	0	0	0	0
DETAILS OF WRITE-INS												
0501.												
0502.												
0503.												
0598. Summary of remaining write-ins for Line 5 from overflow page .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
0599. TOTALS (Lines 0501 thru 0503 plus 0598) (Line 5 above)	0	0	0	0	0	0	0	0	0	0	0	0
1101.												
1102.												
1103.												
1198. Summary of remaining write-ins for Line 11 from overflow page .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
1199. TOTALS (Lines 1101 thru 1103 plus 1198) (Line 11 above)	0	0	0	0	0	0	0	0	0	0	0	0

NONE

(a) Includes \$ premium deficiency reserve.

UNDERWRITING AND INVESTMENT EXHIBIT

PART 3 - ANALYSIS OF EXPENSES

	Claim Adjustment Expenses		3 General Administration Expenses	4 Investment Expenses	5 Total
	1 Cost Containment Expenses	2 Other Claim Adjustment Expenses			
1. Rent (\$for occupancy of own building).....					.0
2. Salaries, wages and other benefits.....	1,159,458	1,154,843	9,840,055		12,154,355
3. Commissions (less \$ceded plus \$ Assumed.....)					.0
4. Legal fees and expenses.....					.0
5. Certifications and accreditation fees.....					.0
6. Auditing, actuarial and other consulting services.....	1,164,327		4,221,281		5,385,608
7. Traveling expenses.....	.5,403		.129,657		.135,060
8. Marketing and advertising.....	.99		.1,585,718		.1,585,817
9. Postage, express and telephone.....	.229	.1,759	.172,225		.174,212
10. Printing and office supplies.....	.8,652	.151,960			.160,613
11. Occupancy, depreciation and amortization.....		.254	.2,880,003		.2,880,257
12. Equipment.....					.0
13. Cost or depreciation of EDP equipment and software.....			.1,258,889		.1,258,889
14. Outsourced services including EDP, claims, and other services.....			.1,532,881		.1,532,881
15. Boards, bureaus and association fees.....	.2,464	(.25)			.2,439
16. Insurance, except on real estate.....			.51,941		.51,941
17. Collection and bank service charges.....					.0
18. Group service and administration fees.....					.0
19. Reimbursements by uninsured accident and health plans.....					.0
20. Reimbursements from fiscal intermediaries.....					.0
21. Real estate expenses.....					.0
22. Real estate taxes.....					.0
23. Taxes, licenses and fees:					
23.1 State and local insurance taxes.....					.0
23.2 State premium taxes.....					.0
23.3 Regulatory authority licenses and fees.....					.0
23.4 Payroll taxes.....	.104,655	.107,074			.211,729
23.5 Other (excluding federal income and real estate taxes).....					.0
24. Investment expenses not included elsewhere.....					.0
25. Aggregate write-ins for expenses.....	.0	.0	.0	.0	.0
26. Total expenses incurred (Lines 1 to 25).....	.2,445,286	.1,415,865	.21,672,651	.0	.23,533,792 (a)
27. Less expenses unpaid December 31, current year.....	.0	.400,000	.1,363,622		.1,763,622
28. Add expenses unpaid December 31, prior year.....		.400,000	.4,126,804		.4,526,804
29. Amounts receivable related to uninsured accident and health plans, prior year.....					.0
30. Amounts receivable related to uninsured accident and health plans, current year.....					.0
31. Total expenses paid (Lines 26 minus 27 plus 28 minus 29 plus 30)	.2,445,286	.1,415,865	.24,435,833	.0	.28,296,985
DETAIL OF WRITE-INS					
2501.					
2502.					
2503.					
2598. Summary of remaining write-ins for Line 25 from overflow page.....	.0	.0	.0	.0	.0
2599. Totals (Line 2501 thru 2503 plus 2598)(Line 25 above)	.0	.0	.0	.0	.0

(a) Includes management fees of \$20,076,782 to affiliates and \$to non-affiliates.

EXHIBIT OF NET INVESTMENT INCOME

	1 Collected During Year	2 Earned During Year
1. U.S. Government bonds	(a)	
1.1 Bonds exempt from U.S. tax	(a)	
1.2 Other bonds (unaffiliated)	(a) 6,700	6,700
1.3 Bonds of affiliates	(a)	
2.1 Preferred stocks (unaffiliated)	(b)	
2.11 Preferred stocks of affiliates	(b)	
2.2 Common stocks (unaffiliated)		
2.21 Common stocks of affiliates		
3. Mortgage loans	(c)	
4. Real estate	(d)	
5. Contract loans		
6. Cash, cash equivalents and short-term investments	(e)	548,033
7. Derivative instruments	(f)	
8. Other invested assets		
9. Aggregate write-ins for investment income	0	0
10. Total gross investment income	6,700	554,733
11. Investment expenses		(g)
12. Investment taxes, licenses and fees, excluding federal income taxes		(g)
13. Interest expense		(h)
14. Depreciation on real estate and other invested assets		(i)
15. Aggregate write-ins for deductions from investment income		0
16. Total (Lines 11 through 15)		0
17. Net Investment Income - (Line 10 minus Line 16)		554,733
DETAILS OF WRITE-INS		
0901.		
0902.		
0903.		
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0
0999. Totals (Lines 0901 through 0903 plus 0998) (Line 9, above)	0	0
1501.		
1502.		
1503.		
1598. Summary of remaining write-ins for Line 15 from overflow page		0
1599. Total (Lines 1501 through 1503 plus 1598) (Line 15, above)		0

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

EXHIBIT OF CAPITAL GAINS (LOSSES)

	1 Realized Gain (Loss) On Sales or Maturity	2 Other Realized Adjustments	3 Increases (Decreases) by Adjustment	4 Total
1. U.S. Government bonds				0
1.1 Bonds exempt from U.S. tax				0
1.2 Other bonds (unaffiliated)				0
1.3 Bonds of affiliates				0
2.1 Preferred stocks (unaffiliated)				0
2.11 Preferred stocks of affiliates				0
2.2 Common stocks (unaffiliated)				0
2.21 Common stocks of affiliates				0
3. Mortgage loans				0
4. Real estate				0
5. Contract loans				0
6. Cash, cash equivalents and short-term investments				0
7. Derivative instruments				0
8. Other invested assets				0
9. Aggregate write-ins for capital gains (losses)	0	0	0	0
10. Total capital gains (losses)	0	0	0	0
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 through 0903 plus 0998) (Line 9, above)	0	0	0	0

NONE

EXHIBIT OF NONADMITTED ASSETS

	1	2	3
	Current Year Total Nonadmitted Assets	Prior Year Nonadmitted Assets	Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1. Bonds (Schedule D).....	0	0	0
2. Stocks (Schedule D):			
2.1 Preferred stocks	0	0	0
2.2 Common stocks	0	0	0
3. Mortgage loans on real estate (Schedule B):			
3.1 First liens	0	0	0
3.2 Other than first liens	0	0	0
4. Real estate (Schedule A):			
4.1 Properties occupied by the company	123,305	85,882	(37,423)
4.2 Properties held for the production of income.....	0	0	0
4.3 Properties held for sale	0	0	0
5. Cash, (Schedule E, Part 1), cash equivalents (Schedule E, Part 2) and short-term investments (Schedule DA)	0	0	0
6. Contract loans	0	0	0
7. Other invested assets (Schedule BA)	0	0	0
8. Receivable for securities	0	0	0
9. Aggregate write-ins for invested assets	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9)	123,305	85,882	(37,423)
11. Investment income due and accrued	0	0	0
12. Premiums and considerations:			
12.1 Uncollected premiums and agents' balances in the course of collection	0	0	0
12.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due.....	0	0	0
12.3 Accrued retrospective premium.....	0	0	0
13. Reinsurance:			
13.1 Amounts recoverable from reinsurers	0	0	0
13.2 Funds held by or deposited with reinsured companies	0	0	0
13.3 Other amounts receivable under reinsurance contracts	0	0	0
14. Amounts receivable relating to uninsured plans	0	0	0
15.1 Current federal and foreign income tax recoverable and interest thereon	0	0	0
15.2 Net deferred tax asset.....	799,012	0	(799,012)
16. Guaranty funds receivable or on deposit	0	0	0
17. Electronic data processing equipment and software.....	2,103,814	3,348,344	1,244,530
18. Furniture and equipment, including health care delivery assets.....	134,159	99,363	(34,796)
19. Net adjustment in assets and liabilities due to foreign exchange rates	0	0	0
20. Receivables from parent, subsidiaries and affiliates	0	10,277,175	10,277,175
21. Health care and other amounts receivable.....	108,361	0	(108,361)
22. Other assets nonadmitted	7,237,081	8,571,822	1,334,741
23. Aggregate write-ins for other than invested assets	223,157	569,000	345,843
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23).....	10,728,889	22,951,586	12,222,697
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0	0
26. Total (Lines 24 and 25)	10,728,889	22,951,586	12,222,697
DETAILS OF WRITE-INS			
0901.			
0902.			
0903.			
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0	0
0999. Totals (Lines 0901 thru 0903 plus 0998)(Line 9 above)	0	0	0
2301. JV Recievable.....	569,000	569,000	0
2302. Allow for bad debt.....	(345,843)	0	345,843
2303.			
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398)(Line 23 above)	223,157	569,000	345,843

EXHIBIT 1 - ENROLLMENT BY PRODUCT TYPE FOR HEALTH BUSINESS ONLY

Source of Enrollment	Total Members at End of					6 Current Year Member Months
	1 Prior Year	2 First Quarter	3 Second Quarter	4 Third Quarter	5 Current Year	
1. Health Maintenance Organizations.....	96,299	98,212	99,594	99,356	107,564	1,205,712
2. Provider Service Organizations.....	.0					
3. Preferred Provider Organizations.....	.0					
4. Point of Service.....	.0					
5. Indemnity Only.....	.0					
6. Aggregate write-ins for other lines of business	0	0	0	0	0	0
7. Total	96,299	98,212	99,594	99,356	107,564	1,205,712
DETAILS OF WRITE-INS						
0601.						
0602.						
0603.						
0698. Summary of remaining write-ins for Line 6 from overflow page.....	.0	.0	.0	.0	.0	.0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above)	0	0	0	0	0	0

NOTES TO FINANCIAL STATEMENTS

(1) **Significant Accounting Policies**

a. **Basis of Presentation**

The financial statements have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practice and Procedures except to the extent that State law differs.

b. **Cash and Cash Equivalents**

Short-term investments with maturity of three months or less at the time of purchase are reported as cash equivalents.

c. **Property and Equipment**

Property and equipment are recorded at cost less accumulated depreciation. Depreciation is calculated using the straight-line method based on the estimated useful life of the assets. The estimated useful life of the assets range from five to ten years for equipment and furniture.

d. **Accrued Medical Claims**

Accrued medical claims include amounts that were billed and not yet paid as well as an estimate of costs incurred for unbilled services provided to the balance sheet date.

e. **Premiums**

The plan recognizes premiums from members as income in the period to which health coverage relates.

f. **Permitted practices**

N/A

(2) **Accounting Changes and Corrections of Errors**

N/A

(3) **Business Combinations and Goodwill**

On June 1, 1999, the Company purchased, for \$2,880,900, (consisting of cash, short-term debt totaling \$746,000 and long-term debt totaling \$659,900) the assets of the Thumb Area Health Plan ("TAHP"), increasing its Medicaid members by 10,335. In connection with the purchase, the Company recorded a covenant not to compete of \$450,000 and goodwill of \$2,430,900.

Great Lakes Health Plan was acquired by Americhoice Corp on February 29, 2004. The sales agreement was approved by OFIS.

(4) **Discontinued Operations**

N/A

(5) **Investments**

N/A

(6) **Joint Ventures, Partnerships and Limited Liability Companies**

N/A

(7) **Investment Income**

The company has accrued investment income on its cash depository accounts at December 31, 2004 in the amount of \$554,733.

(8) **Derivative Investments**

N/A

(9) **Income Taxes**

The Company is included in the consolidated Federal income tax return of Americhoice. Below is the Income tax expense for the year 2004

	2004
Federal	\$2,364,000

(10) **Information Concerning Parent, Subsidiaries and Affiliates**

NOTES TO FINANCIAL STATEMENTS

The Company is a wholly-owned subsidiary of Americhoice Corporation.

The Company does not hold any investments in its parent or affiliate companies.

Management Assistance Services- The Company pays a management fee to United Healthcare Inc. For the year ended December 31, 2004, the company incurred management fees of \$20,076,782.

(11) **Debt**

Not applicable

(12) **Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans**

N/A

(13) **Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations**

a. Dividend Restrictions

State law provides that dividends or other distributions may be paid only to the extent of surplus in excess of \$1,500,000 as reported in the most recent financial statements file with the Department of Insurance and may be paid only out of positive retained earnings. In addition, legislation requires Department of Insurance approval of any dividend or other distribution exceeding the greater of 10% of net worth or net income for the prior year. The plan has no current intentions to pay dividends.

b. Quasi reorganization

Due to the losses the Company encountered in 1999 and prior years, the Company's net worth had gone below the minimum DOI requirement. In March 2000, the Company's Board of Directors approved a formal recapitalization and reorganization process. \$5,000,000 of additional paid-in capital was infused into the Company by its stockholder. In connection with the reorganization, the Company reclassified \$16,818,838 of its accumulated deficit to contributed capital. Also, at the time of the reorganization, the Company recorded its fixed assets at their fair value, as determined by an independent appraiser (increasing the historical costs by approximately \$351,000) and recorded a liability of approximately \$351,000 relating to the costs associated with the reorganization. As such, the reorganization had no effect on total stockholders' equity.

c. Surplus Notes

On September 25, 2003, the Company received a surplus note in the amount of \$6,325,000 from its parent corporation, HealthCor, Inc. The surplus note carries simple interest at 5% per annum. No interest has been accrued on the surplus notes. Subject to prior approval by OFIS, the note is to be repaid upon the occurrence of a "Change in Control." "Change of Control" means the occurrence of any of the following including without limitation: (i) a merger, consolidation or sale of stock of GLHP or its affiliates pursuant to which the shareholders of GLHP or its affiliates, as the case may be, immediately prior to such merger or consolidation will hold less than 50% of the voting securities of the surviving entity, or (ii) a sale of all or substantially all of the assets of GLHP or its affiliates. The surplus note has no stated maturity or repayment date.

On March 17, 2000, the Company negotiated a claim settlement with two major hospitals in which the terms of the settlement totaled \$8,000,000. In connection with this settlement, the Company paid \$3,500,000 and issued surplus notes in the total amount of \$4,500,000 - \$2,000,000 issued to Detroit Medical Center and \$2,500,000 issued to William Beaumont Hospital. The surplus notes carry simple interest at 5% per annum. No interest on surplus notes has been accrued. The entire principal and interest are payable upon ten days notice by the Hospitals and subject to the OFIS' approval and the availability of earned surplus, if any of the three conditions occur: (1) the Company pays a dividend to any of its stockholders, (2) the Company redeems more than 50% of the issued and outstanding shares or (3) expiration of six years from the date of surplus notes. The Hospitals have agreed to consider all claims with a date of service prior to October 1, 1999 as fully paid. The financial statements reflect all claims received and adjudicated in 1999 that were part of the settlement.

The Company received a Capital contribution from its parent, Americhoice Corp in the form of a \$14,000,000 surplus note.

(14) **Contingencies**

a. The Company is involved in litigation primarily arising in the normal course of business. When ultimately concluded, these cases will not have a material adverse effect upon the Company's financial position or results of operation.

(15) **Leases**

a. The plan incurred rental expense of \$ 529,635 in 2004 and \$500,385 in 2003. The lease for the plan's office space contains a rent escalation clause in the amount of approximately \$1,000 a year.

b. Minimum rental payments due under a non-cancelable operating lease related to the Company's home office facility are as follows:

Year Ending December 31,	
2004	\$ 465,564
2005	\$ 483,092
2006	\$ 483,092

NOTES TO FINANCIAL STATEMENTS

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

N/A

(17) Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

N/A

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

N/A

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

N/A

(20) September 11 Events

N/A

(21) Other Items

N/A

(22) Events Subsequent

N/A

(23) Reinsurance

The reinsurance recoverable is composed of a refund for claims payments. Under an agreement with its reinsurer for claims refund, the Company is liable for the first \$125,000 in medical costs per enrollee per year. Liability in excess of this amount is assumed by the reinsurer, subject to a 20% deductible and limits on maximum cost per day of hospitalization and other eligible medical cost. Premiums paid under the reinsurance arrangement in 2003 totaled \$799,162 .

(24) Retrospectively Rated Contracts & Contracts Subject to Redetermination

N/A

(25) Change in Incurred Claims and Claim Adjustment Expense

Health care costs are accrued in the period services are provided to the enrolled members based in part on estimates, including an accrual for medical services provided but not yet reported. Such estimates are based on historical payment patterns using actuarial techniques and are regularly reviewed and updated. Any adjustments resulting therefrom are reflected in current operations.

(26) Intercompany Pooling Arrangements

N/A

(27) Structured Settlements

N/A

(28) Health Care Receivables

a. Pharmaceutical Rebate Receivables

Quarter	Estimated	Pharmacy	Actual Rebates	Actual Rebates	Actual Rebates
---------	-----------	----------	----------------	----------------	----------------

NOTES TO FINANCIAL STATEMENTS

	Pharmacy Rebates as Reported on Financial Statements	Rebates as Billed or Otherwise Confirmed	Received Within 90 Days of Billing	Received Within 91 to 180 Days of Billing	Received More than 180 Days After Billing
12/31/2004		108,361.13			
9/30/2004					1,345
06/30/2004					8,599
03/31/2004					26,207
12/31/2003		144,512		330,000	65,135
9/30/2003		539,647		307,745	47,239
6/30/2003	330,000	564,631		359,376	
3/31/2003	330,000	594,007		625,993	
12/31/2002	332,154	887,845		257,974	
9/30/2002	330,000	592,183		268,895	
6/30/2002	330,000	561,078		245,145	
3/31/2002	330,000	506,223		199,693	
12/31/2001	331,432	390,828		419,330	
9/30/2001	321,715	489,875		260,910	
6/30/2001	255,921	486,579		277,557	
3/31/2001	233,954	456,103		251,176	

(29) Participating Policies

N/A

(30) Premium Deficiency Reserves

N/A

(31) Anticipated Salvage and Subrogation

N/A

SUMMARY INVESTMENT SCHEDULE

Investment Categories	Gross Investment Holdings		Admitted Assets as Reported in the Annual Statement	
	1 Amount	2 Percentage	3 Amount	4 Percentage
1. Bonds:				
1.1 U.S. Treasury securities		0.000		0.000
1.2 U.S. government agency and corporate obligations (excluding mortgage-backed securities):				
1.21 Issued by U.S. government agencies		0.000		0.000
1.22 Issued by U.S. government sponsored agencies		0.000		0.000
1.3 Foreign government (including Canada, excluding mortgaged-backed securities)		0.000		0.000
1.4 Securities issued by states, territories, and possessions and political subdivisions in the U.S.:				
1.41 States, territories and possessions general obligations		0.000		0.000
1.42 Political subdivisions of states, territories and possessions and political subdivisions general obligations		0.000		0.000
1.43 Revenue and assessment obligations		0.000		0.000
1.44 Industrial development and similar obligations	1,000,000	1.517	1,000,000	1.519
1.5 Mortgage-backed securities (includes residential and commercial MBS):				
1.51 Pass-through securities:				
1.511 Issued or guaranteed by GNMA		0.000		0.000
1.512 Issued or guaranteed by FNMA and FHLMC		0.000		0.000
1.513 All other		0.000		0.000
1.52 CMOs and REMICs:				
1.521 Issued or guaranteed by GNMA, FNMA, FHLMC or VA		0.000		0.000
1.522 Issued by non-U.S. Government issuers and collateralized by mortgage-backed securities issued or guaranteed by agencies shown in Line 1.521		0.000		0.000
1.523 All other		0.000		0.000
2. Other debt and other fixed income securities (excluding short-term):				
2.1 Unaffiliated domestic securities (includes credit tenant loans rated by the SVO)		0.000		0.000
2.2 Unaffiliated foreign securities		0.000		0.000
2.3 Affiliated securities		0.000		0.000
3. Equity interests:				
3.1 Investments in mutual funds		0.000		0.000
3.2 Preferred stocks:				
3.21 Affiliated		0.000		0.000
3.22 Unaffiliated		0.000		0.000
3.3 Publicly traded equity securities (excluding preferred stocks):				
3.31 Affiliated		0.000		0.000
3.32 Unaffiliated		0.000		0.000
3.4 Other equity securities:				
3.41 Affiliated		0.000		0.000
3.42 Unaffiliated		0.000		0.000
3.5 Other equity interests including tangible personal property under lease:				
3.51 Affiliated		0.000		0.000
3.52 Unaffiliated		0.000		0.000
4. Mortgage loans:				
4.1 Construction and land development		0.000		0.000
4.2 Agricultural		0.000		0.000
4.3 Single family residential properties		0.000		0.000
4.4 Multifamily residential properties		0.000		0.000
4.5 Commercial loans		0.000		0.000
4.6 Mezzanine real estate loans		0.000		0.000
5. Real estate investments:				
5.1 Property occupied by the company	274,010	0.416	150,706	0.229
5.2 Property held for the production of income (includes \$ of property acquired in satisfaction of debt)		0.000	0	0.000
5.3 Property held for sale (\$ including property acquired in satisfaction of debt)		0.000	0	0.000
6. Policy loans		0.000		0.000
7. Receivables for securities		0.000	0	0.000
8. Cash, cash equivalents and short-term investments	64,661,106	98.068	64,661,106	98.252
9. Other invested assets		0.000	0	0.000
10. Total invested assets	65,935,116	100.000	65,811,811	100.000

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes [] No []
- 1.2 If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent, or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations? Yes [] No [] NA []
- 1.3 State Regulating? Michigan
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No []
- 2.2 If yes, date of change: 02/26/2004
 If not previously filed, furnish herewith a certified copy of the instrument as amended.
- 3.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2001
- 3.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2001
- 3.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 06/25/2003
- 3.4 By what department or departments? Office of Financial and Insurance Services
- 4.1 During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity), receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
 4.11 sales of new business? Yes [] No []
 4.12 renewals? Yes [] No []
- 4.2 During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
 4.21 sales of new business? Yes [] No []
 4.22 renewals? Yes [] No []
- 5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No []
- 5.2 If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

- 6.1 Has the reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? (You need not report an action, either formal or informal, if a confidentiality clause is part of the agreement.) Yes [] No []
- 6.2 If yes, give full information
- 7.1 Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity? Yes [] No []
- 7.2 If yes,
 7.21 State the percentage of foreign control;
- 7.22 State the nationality(s) of the foreign person(s) or entity(s) or if the entity is a mutual or reciprocal, the nationality of its manager or attorney in fact; and identify the type of entity(s) (e.g., individual, corporation or government, manager or attorney in fact).

1 Nationality	2 Type of Entity

GENERAL INTERROGATORIES

- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [X] No []
- 8.4 If response to 8.3 is yes, please provide the names and location (city and state of the main office) of any affiliates regulated by a federal financial regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC) and identify the affiliate's primary federal regulator.]

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC
Exante Bank.....	Salt Lake City, Utah.....				Yes.....	

9. What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?
Deloitte & Touche, 600 Renaissance Center, Suite 900 Detroit, MI 48242-1895
10. What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with a(n) actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?
Martin Staehlin, Price Waterhouse Coopers, 1 North Wacker, Chicago, ILL,60606
11. FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:
- 11.1 What changes have been made during the year in the United States Manager or the United States Trustees of the reporting entity?
- 11.2 Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located? Yes [] No []
- 11.3 Have there been any changes made to any of the trust indentures during the year? Yes [] No []
- 11.4 If answer to (11.3) is yes, has the domiciliary or entry state approved the changes? Yes [] No [] NA []

BOARD OF DIRECTORS

12. Is the purchase or sale of all investments of the reporting entity passed upon either by the board of directors or a subordinate committee thereof? Yes [X] No []
13. Does the reporting entity keep a complete permanent record of the proceedings of its board of directors and all subordinate committees thereof? Yes [X] No []
14. Has the reporting entity an established procedure for disclosure to its board of directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees which is in or likely to conflict with the official duties of such person? Yes [X] No []

FINANCIAL

- 15.1 Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):
- 15.11 To directors or other officers .. \$.....
 - 15.12 To stockholders not officers ... \$.....
 - 15.13 Trustees, supreme or grand (Fraternal only) \$.....
- 15.2 Total amount of loans outstanding at end of year (inclusive of Separate Accounts, exclusive of policy loans):
- 15.21 To directors or other officers ... \$.....
 - 15.22 To stockholders not officers \$.....
 - 15.23 Trustees, supreme or grand (Fraternal only) \$.....
- 16.1 Were any of the assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in this statement? Yes [] No [X]
- 16.2 If yes, state the amount thereof at December 31 of the current year:
- 16.21 Rented from others \$.....
 - 16.22 Borrowed from others \$.....
 - 16.23 Leased from others \$.....
 - 16.24 Other \$.....
- Disclose in Notes to Financial the nature of each obligation.
- 17.1 Does this statement include payments for assessments as described in the Annual Statement Instructions other than guaranty fund or guaranty association assessments? Yes [] No [X]
- 17.2 If answer is yes,
- 17.21 Amount paid as losses or risk adjustment \$.....
 - 17.22 Amount paid as expenses \$.....
 - 17.23 Other amounts paid \$.....

GENERAL INTERROGATORIES

INVESTMENT

18. List the following capital stock information for the reporting entity:

Class	1	2	3	4	5		6	
	Number of Shares Authorized	Number of Shares Outstanding			Par Value Per Share	Redemption Price if Callable	Is Dividend Rate Limited?		Are Dividends Cumulative?
					Yes	No	Yes	No
Preferred					[]	[X]	[]	[X]
Common	100,000	2,000		XXX	XXX	XXX	XXX	XXX

19.1. Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date, except as shown by Schedule E - Part 3 - Special Deposits? Yes [X] No []

19.2 If no, give full and complete information relating thereto:

20.1 Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity, except as shown on the Schedule E - Part 3 - Special Deposits; or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 16.1) Yes [] No [X]

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

- 20.21 Loaned to others \$
- 20.22 Subject to repurchase agreements \$
- 20.23 Subject to reverse repurchase agreements \$
- 20.24 Subject to dollar repurchase agreements \$
- 20.25 Subject to reverse dollar repurchase agreements \$
- 20.26 Pledged as collateral \$
- 20.27 Placed under option agreements \$
- 20.28 Letter stock or other securities restricted as to sale ... \$
- 20.29 Other \$

20.3 For category (20.28) provide the following:

1	2	3
Nature of Restriction	Description	Amount
.....
.....
.....
.....

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

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

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

22.2 If yes, state the amount thereof at December 31 of the current year. \$

GENERAL INTERROGATORIES

INVESTMENT

23. 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 [] No []

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

1 Name of Custodian(s)	2 Custodian's Address
U.S. Bank and Trust-James Kowalski.....	535 Griswold St., Suite 550, Detroit, MI, 48226.....

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

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

23.03 Have there been any changes, including name changes, in the custodian(s) identified in 23.01 during the current year?

Yes [] No []

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

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

23.05 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 Number(s)	2 Name	2 Address
7144.....	Wellington Management.....	75 State Street, Boston Mass 02109.....

24.1 Does the reporting entity have any diversified mutual funds reported in Schedule D, Part 2 (diversified according to the Securities and Exchange Commission (SEC) in the Investment Company Act of 1940 [Section 5 (b) (1)])?.....

Yes [] No []

24.2 If yes, complete the following schedule:

1 CUSIP #	2 Name of Mutual Fund	3 Book/Adjusted Carrying Value
9999999. TOTAL		0

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

1 Name of Mutual Fund (from above table)	2 Name of Significant Holding Of the Mutual Fund	3 Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to the Holding	4 Date of Valuation

GENERAL INTERROGATORIES

INVESTMENT

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

	1 Statement (Admitted) Value	2 Fair Value	3 Excess of Statement over Fair Value (-) or Fair Value over Statement (+)
25.1 Bonds.....	68,068,454		(68,068,454)
25.2 Preferred stocks.....	0		0
25.3 Totals	68,068,454	0	(68,068,454)

25.4 Describe the sources or methods utilized in determining fair values:

NAIC Market Value when available, otherwise external source is used.....

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

26.2 If no, list the exceptions:

OTHER

27.1 Amount of payments to Trade Associations, Service Organizations and Statistical or Rating Bureaus, if any?.....\$49,219

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

1 Name	2 Amount Paid
Michigan Assoc of Health Plans.....	46,027

28.1 Amount of payments for legal expenses, if any?.....\$58,447

28.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payments for legal expenses during the period covered by this statement.

1 Name	2 Amount Paid
Pepper Hamilton.....	6,258
Dykema Gossett.....	52,039

29.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or departments of government, if any?.....\$

29.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with matters before legislative bodies, officers or departments of government during the period covered by this statement.

1 Name	2 Amount Paid
.....	
.....	

GENERAL INTERROGATORIES

PART 2 - HEALTH INTERROGATORIES

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

2. Health Test:

	1 Current Year		2 Prior Year	
2.1 Premium Numerator	\$	210,332,974	\$	186,058,331
2.2 Premium Denominator	\$	210,332,974	\$	186,058,331
2.3 Premium Ratio (2.1/2.2)		1.000		1.000
2.4 Reserve Numerator	\$	20,766,800	\$	0
2.5 Reserve Denominator	\$	20,766,800	\$	20,331,785
2.6 Reserve Ratio (2.4/2.5)		1.000		0.000

- 3.1 Has the reporting entity received any endowment or gift from contracting hospitals, physicians, dentists, or others that is agreed will be returned when, as and if the earnings of the reporting entity permits? Yes [] No [X]
- 3.2 If yes, give particulars:
- 4.1 Have copies of all agreements stating the period and nature of hospitals', physicians', and dentists' care offered to subscribers and dependents been filed with the appropriate regulatory agency? Yes [X] No []
- 4.2 If not previously filed, furnish herewith a copy(ies) of such agreement(s). Do these agreements include additional benefits offered? Yes [] No []
- 5.1 Does the reporting entity have stop-loss reinsurance? Yes [X] No []
- 5.2 If no, explain:
- 5.3 Maximum retained risk (see instructions)
- 5.31 Comprehensive Medical \$
- 5.32 Medical Only \$
- 5.33 Medicare Supplement \$
- 5.34 Dental \$
- 5.35 Other Limited Benefit Plan \$
- 5.36 Other \$
6. Describe arrangement which the reporting entity may have to protect subscribers and their dependents against the risk of insolvency including hold harmless provisions, conversion privileges with other carriers, agreements with providers to continue rendering services, and any other agreements:
member hold Harmless provision and continuation of service in provider agreements
- 7.1 Does the reporting entity set up its claim liability for provider services on a service data base? Yes [X] No []
- 7.2 If no, give details:
8. Provide the following Information regarding participating providers:
- 8.1 Number of providers at start of reporting year 3,911
- 8.2 Number of providers at end of reporting year 4,711
- 9.1 Does the reporting entity have business subject to premium rate guarantees? Yes [] No [X]
- 9.2 If yes, direct premium earned:
- 9.21 Business with rate guarantees between 15-36 months
- 9.22 Business with rate guarantees over 36 months

GENERAL INTERROGATORIES

PART 2 - HEALTH INTERROGATORIES

- 10.1 Does the reporting entity have Incentive Pool, Withhold or Bonus Arrangements in its provider contract? Yes [] No []
- 10.2 If yes:
- 10.21 Maximum amount payable bonuses \$.....
- 10.22 Amount actually paid for year bonuses \$.....
- 10.23 Maximum amount payable withholds \$.....35,000
- 10.24 Amount actually paid for year withholds \$.....
- 11.1 Is the reporting entity organized as:
- 11.12 A Medical Group/Staff Model, Yes [] No []
- 11.13 An Individual Practice Association (IPA), or, Yes [] No []
- 11.14 A Mixed Model (combination of above) ? Yes [] No []
- 11.2 Is the reporting entity subject to Minimum Net Worth Requirements? Yes [] No []
- 11.3 If yes, show the name of the state requiring such net worth. Michigan
- 11.4 If yes, show the amount required. \$.....14,266,548
- 11.5 Is this amount included as part of a contingency reserve in stockholders equity? Yes [] No []
- 11.6 If the amount is calculated, show the calculation.
12. List service areas in which reporting entity is licensed to operate:

1 Name of Service Area
Arenac county, MI
.....
Berrien County, MI.....
Calhoun County, MI.....
Cass County, MI.....
Hillsdale County, MI.....
Huron County, MI.....
Jackson County, MI
.....
Lapeer County, MI.....
Lenawee County, MI.....
Oakland County, MI.....
Maccomb County, MI.....
Saginaw County, MI.....
Sanilac County, MI.....
St. Clair County, MI.....
Tuscola County, MI.....
Van Buren County, MI.....
Wayne County, MI.....
.....

FIVE-YEAR HISTORICAL DATA

	1 2004	2 2003	3 2002	4 2001	5 2000
BALANCE SHEET ITEMS (Pages 2 and 3)					
1. Total admitted assets (Page 2, Line 26)	75,249,884	31,194,695	8,445,744	26,083,224	22,657,867
2. Total liabilities (Page 3, Line 22)	35,221,415	25,096,178	20,715,764	20,020,217	18,525,112
3. Statutory surplus		(13,055,722)	(23,117,944)	(4,186,993)	(6,117,245)
4. Total capital and surplus (Page 3, Line 30)	40,028,470	6,098,517	(12,270,020)	6,063,007	4,132,755
INCOME STATEMENT ITEMS (Page 4)					
5. Total revenues (Line 8)	197,998,066	178,727,686	163,223,524	143,697,068	127,040,758
6. Total medical and hospital expenses (Line 18)	164,434,699	149,754,864	153,637,196	118,760,505	103,662,624
7. Claims adjustment expenses (Line 20)	3,861,152	4,129,000			
8. Total administrative expenses (Line 21)	21,672,651	14,340,699	16,837,926	12,509,657	16,173,218
9. Net underwriting gain (loss) (Line 24)	8,029,565	10,503,123	(12,160,527)	5,343,828	6,781,332
10. Net investment gain (loss) (Line 27)	554,733	104,827	177,354	338,534	423,584
11. Total other income (Lines 28 plus 29)	0	0	0	98,005	0
12. Net income (loss) (Line 32)	6,220,299	10,414,712	(11,834,531)	5,753,581	7,044,916
RISK - BASED CAPITAL ANALYSIS					
13. Total adjusted capital.....	40,028,470	6,098,517	(12,270,020)	6,038,843	4,132,755
14. Authorized control level risk-based capital.....	7,135,472	5,543,704	6,129,717	3,959,659	4,049,608
ENROLLMENT (Exhibit 1)					
15. Total members at end of period (Column 5, Line 7)	107,564	96,299	92,553	82,404	67,217
16. Total member months (Column 6, Line 7)	1,205,712	1,153,051	1,068,784	908,785	814,360
OPERATING PERCENTAGE (Page 4)					
(Item divided by Page 4, sum of Lines 2, 3 and 5) x 100.0					
17. Premiums earned (Lines 2 plus 3)	100.0	100.0	100.0	100.0	100.0
18. Total hospital and medical (Line 18)	78.2	80.5	94.1	82.6	81.9
19. Cost containment expenses	1	XXX	XXX	XXX	XXX
20. Other claims adjustment expenses	1				
21. Total underwriting deductions (Line 23)	90.3	90.4	107.5	96.3	0.0
22. Total underwriting gain (loss) (Line 24)	3.8	5.6	(7.5)	3.7	0.0
UNPAID CLAIMS ANALYSIS					
(U&I Exhibit, Part 2B)					
23. Total claims incurred for prior years (Line 12, Col. 5)	18,584,500	15,636,768	21,350,165	14,130,701	16,628,275
24. Estimated liability of unpaid claims – [prior year (Line 12, Col. 6)]	20,331,786	18,593,735	16,402,789	16,705,979	27,261,025
INVESTMENTS IN PARENT, SUBSIDIARIES AND AFFILIATES					
25. Affiliated bonds (Sch. D Summary, Line 25, Col. 1)	0	0	0	0	0
26. Affiliated preferred stocks (Sch. D Summary, Line 39, Col. 1)	0	0	0	0	0
27. Affiliated common stocks (Sch. D Summary, Line 53, Col. 2)	0	0	0	0	0
28. Affiliated short-term investments (subtotal included in Sch. DA, Part 2, Col. 5, Line 11)	0	0	0	0	0
29. Affiliated mortgage loans on real estate	0	0	0	0	0
30. All other affiliated	0	0	0	0	0
31. Total of above Lines 25 to 30	0	0	0	0	0

SCHEDULE D - SUMMARY BY COUNTRY

Long-Term Bonds and Stocks OWNED December 31 of Current Year

Description		1 Book/Adjusted Carrying Value	2 Fair Value	3 Actual Cost	4 Par Value of Bonds
BONDS					
Governments (Including all obligations guaranteed by governments)	1. United States	0	0	0	0
	2. Canada				
	3. Other Countries				
	4. Totals	0	0	0	0
States, Territories and Possessions (Direct and guaranteed)	5. United States				
	6. Canada				
	7. Other Countries				
	8. Totals	0	0	0	0
Political Subdivisions of States, Territories and Possessions (Direct and guaranteed)	9. United States				
	10. Canada				
	11. Other Countries				
	12. Totals	0	0	0	0
Special revenue and special assessment obligations and all non-guaranteed obligations of agencies and authorities of governments and their political subdivisions	13. United States				
	14. Canada				
	15. Other Countries				
	16. Totals	0	0	0	0
Public Utilities (unaffiliated)	17. United States				
	18. Canada				
	19. Other Countries				
	20. Totals	0	0	0	0
Industrial and Miscellaneous and Credit Tenant Loans (unaffiliated)	21. United States	1,000,000	1,006,700	1,000,000	1,000,000
	22. Canada				
	23. Other Countries				
	24. Totals	1,000,000	1,006,700	1,000,000	1,000,000
Parent, Subsidiaries and Affiliates	25. Totals	0	0	0	0
	26. Total Bonds	1,000,000	1,006,700	1,000,000	1,000,000
PREFERRED STOCKS					
Public Utilities (unaffiliated)	27. United States				
	28. Canada				
	29. Other Countries				
	30. Totals	0	0	0	0
Banks, Trust and Insurance Companies (unaffiliated)	31. United States				
	32. Canada				
	33. Other Countries				
	34. Totals	0	0	0	0
Industrial and Miscellaneous (unaffiliated)	35. United States				
	36. Canada				
	37. Other Countries				
	38. Totals	0	0	0	0
Parent, Subsidiaries and Affiliates	39. Totals	0	0	0	0
	40. Total Preferred Stocks	0	0	0	0
COMMON STOCKS					
Public Utilities (unaffiliated)	41. United States				
	42. Canada				
	43. Other Countries				
	44. Totals	0	0	0	0
Banks, Trust and Insurance Companies (unaffiliated)	45. United States				
	46. Canada				
	47. Other Countries				
	48. Totals	0	0	0	0
Industrial and Miscellaneous (unaffiliated)	49. United States				
	50. Canada				
	51. Other Countries				
	52. Totals	0	0	0	0
Parent, Subsidiaries and Affiliates	53. Totals	0	0	0	0
	54. Total Common Stocks	0	0	0	0
	55. Total Stocks	0	0	0	0
	56. Total Bonds and Stocks	1,000,000	1,006,700	1,000,000	

SCHEDULE D - VERIFICATION BETWEEN YEARS

1. Book/adjusted carrying value of bonds and stocks, prior year	1,000,000	6. Foreign Exchange Adjustment:	
2. Cost of bonds and stocks acquired, Column 7, Part 3	0	6.1 Column 15, Part 1	0
3. Increase (decrease) by adjustment:		6.2 Column 19, Part 2, Sec. 1	0
3.1 Columns 12 + 13 - 14, Part 1	0	6.3 Column 16, Part 2, Sec. 2	0
3.2 Column 18, Part 2, Sec. 1	0	6.4 Column 15, Part 4	0
3.3 Column 15, Part 2, Sec. 2	0	7. Book/adjusted carrying value at end of current period	1,000,000
3.4 Column 14, Part 4	0	8. Total valuation allowance	
4. Total gain (loss), Col. 19, Part 4	0	9. Subtotal (Lines 7 plus 8)	1,000,000
5. Deduct consideration for bonds and stocks disposed of Column 7, Part 4	0	10. Total nonadmitted amounts	
		11. Statement value of bonds and stocks, current period	1,000,000

SCHEDULE T PREMIUMS AND OTHER CONSIDERATIONS

Allocated by States and Territories

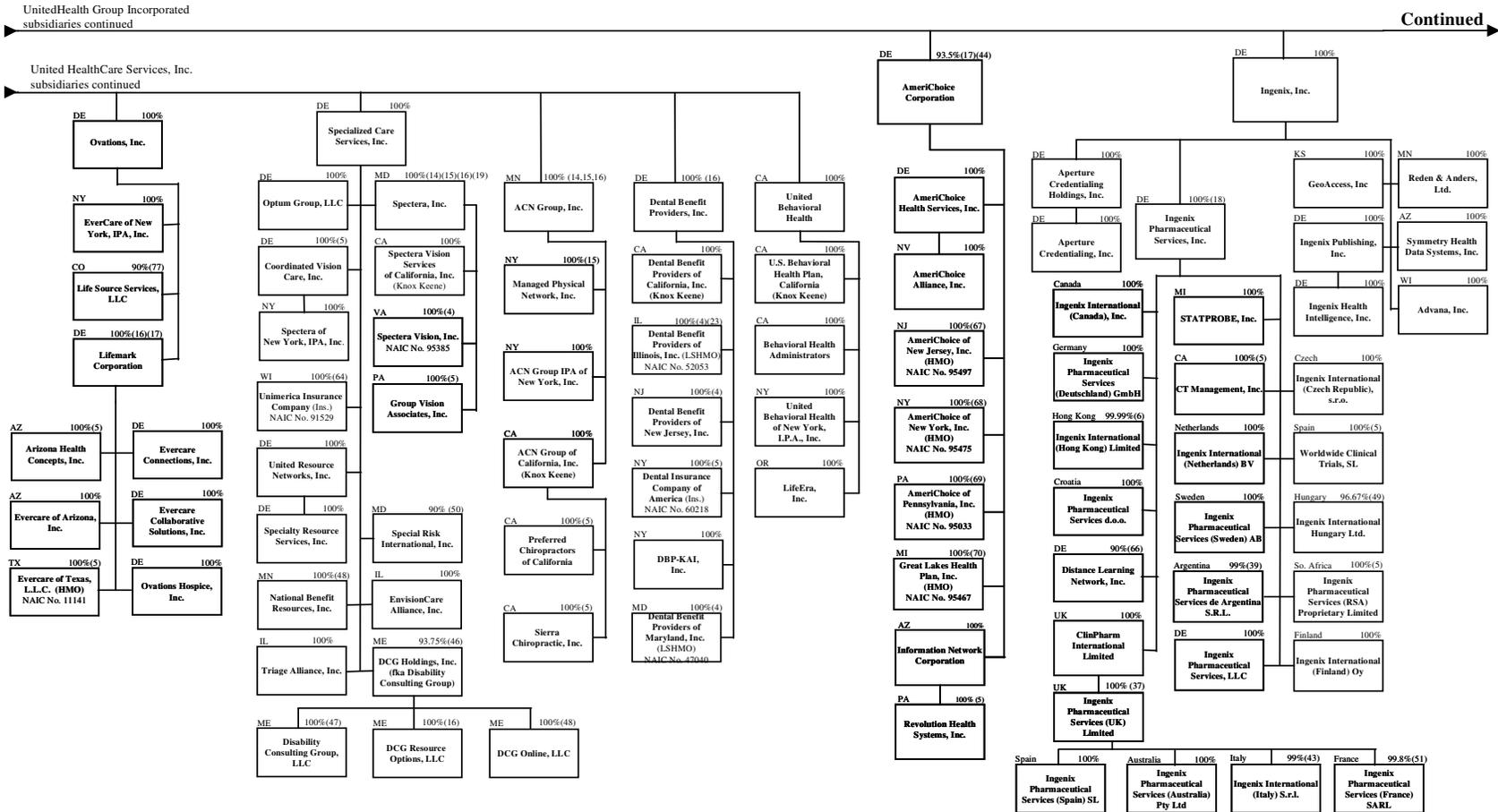
States, Etc.	1 Guaranty Fund (Yes or No)	2 Is Insurer Licensed? (Yes or No)	Direct Business Only					
			3 Premiums	4 Medicare Title XVIII	5 Medicaid Title XIX	6 Federal Employees Health Benefits Program Premiums	7 Life & Annuity Premiums & Deposit Type Contract Funds	8 Property/ Casualty Premiums
1. 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			211,132,136			
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	0	0	211,132,136	0	0	0
DETAILS OF WRITE-INS								
5701.	XXX	XXX						
5702.	XXX	XXX						
5703.	XXX	XXX						
5798. Summary of remaining write-ins for Line 57 from overflow page	XXX	XXX	0	0	0	0	0	0
5799. Totals (Lines 5701 thru 5703 plus 5798) (Line 57 above)	XXX	XXX	0	0	0	0	0	0

Explanation of basis of allocation by states, premiums by state, etc.:

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

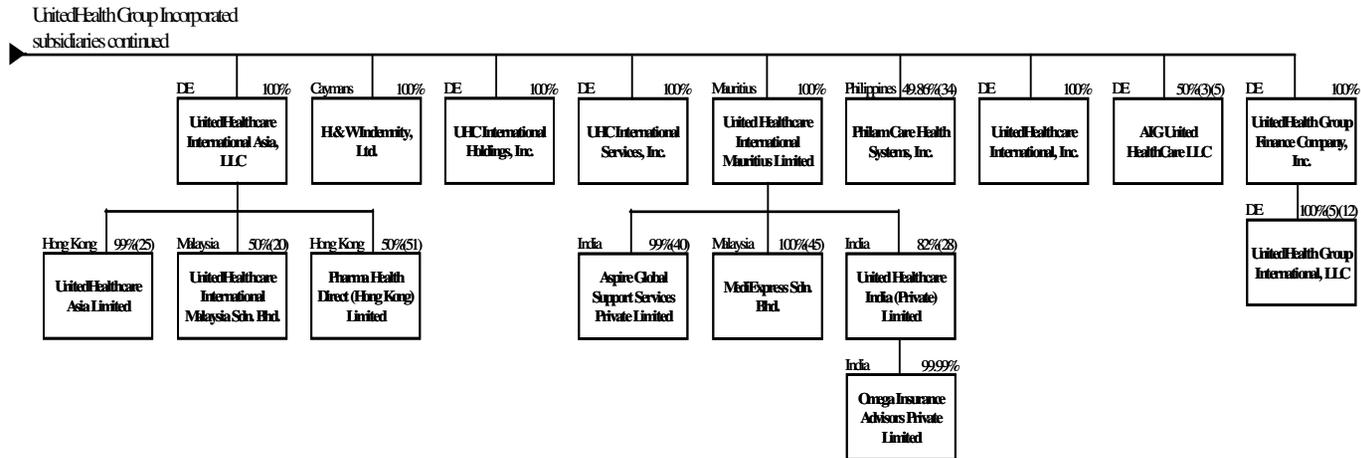
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER AND HMO MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



51.1

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



UnitedHealth Group Incorporated (“UHG”) (d/b/a UnitedHealth Group) is a Minnesota corporation whose shares of common stock are listed on the NYSE (i.e., it is publicly held). Name was changed from United HealthCare Corporation on March 6, 2000. It only does business in MN. It is the ultimate parent company of all the other UnitedHealth Group entities. It is not licensed as anything, i.e., it is not an HMO, insurance company, TPA, PPO, etc. It is a holding company. It should not be the party to any contract except for certain limited situations. This is not the entity that (i) manages or directly owns the HMOs (that is, for the most part, United HealthCare Services, Inc. “UHS” for management and UHS or UnitedHealthcare, Inc. for ownership), or (ii) offers the PPO or other products (that is United HealthCare Insurance Company).

- (2) d/b/a: Western Ohio Health Care Corporation; also licensed in Kentucky.
- (3) 50% is held by American International Group, Inc.
- (4) Limited or single service health Plan (“LSHMO”). Spectera Vision, Inc. is licensed as LSHMO in VA and IN.
- (5) This entity will dissolve or merge with another UHG legal entity, subject to any required regulatory approval.
- (6) Ingenix, Inc. owns .01%. Established a representative office in Beijing, China.
- (7) United HealthCare of Illinois, Inc. (DE domicile) merged into UnitedHealthcare (Newco), Inc. (IL domicile) in order to redomesticate to IL and changed its name to UnitedHealthcare of Illinois, Inc. effective 5/31/02. Also licensed in Indiana.
- (8) Licensed in Iowa and Nebraska.
- (9) Licensed in Rhode Island and Massachusetts.
- (10) UnitedHealthcare of Minnesota, Inc. merged into UnitedHealthcare Alliance LLC effective 12/31/02. This LLC holds the intangible assets of UnitedHealthcare and is the employer of its top management.
- (11) Licensed in Missouri, Illinois and Kansas.
- (12) Withdrew from Hong Kong in 2004 and closed its UK branch.

51.2

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER AND HMO MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

- (13) **United HealthCare Services, Inc.** (“UHS”) (formerly UHC Management Company, Inc. and before that Charter Med, Inc.) is a Minnesota corporation and wholly owned subsidiary of UnitedHealth Group. It is the technical employing entity (i.e., it files the payroll taxes in the 50 states) for substantially all UnitedHealth Group personnel. It is qualified to do business in all 50 states, the District of Columbia and Puerto Rico. It is not licensed as an HMO or an insurance company but is licensed in several states as a TPA or UR agent. It is the management company for almost all the health plans and the insurance companies. It owns most of the assets (i.e., desks, computers etc.) used by all employees. It rents most of the space used by all UnitedHealth Group entities and people. Many of the specialty businesses, i.e., Evercare, URN, Optum, Uniprise, Healthmarc, etc., are divisions of UHS, rather than separate legal entities (though there may be a shell bearing a similar name). UHS is the entity that should be the party to the facilities, supply or other contracts that are for UnitedHealth Group generally. See p. 5 for UHS’ assumed/fictitious names.
- (14) Licensed as a PPO or MCO in one or more states.
- (15) Licensed as a UR Agent in one or more states.
- (16) Licensed as a TPA in one or more states. (Called “independent adjuster” in New York.)
- (17) “AmeriChoice” is being filed as an assumed name for Lifemark Corporation in California, Indiana, and Michigan. See next page for its UHS filings.
- (18) Also has dba of: i3 Research
- (19) Also has dba of: Care Programs
- (20) Other 50% is owned by UnitedHealthcare Asia Limited currently, but UnitedHealthcare International Asia, LLC will own 99% and UnitedHealthcare Asia Limited will own 1% after additional shares are issued.
- (21) Also licensed in Virginia and the District of Columbia. United HealthCare of Virginia, Inc. merged into it effective 12/31/01 on approval of VA BOI, MIA, & MD DAT (later filing by VA Corp.Comm.).
- (22) Licensed as a life and health insurance company in AL, AK, AZ, AR, CA, CO, CT, DE, DC, FL, GA, GU, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, MT, NE, NV, NH, NJ, NM, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VT, VA, WA, WV, WI, & WY.
- (23) d/b/a: DICA, Inc. in Texas.
- (24) General partnership interest held by UHS and Commonwealth Physician Services Corporation. UHS also holds over 99% of the limited partnership interests – only one outside limited partnership unit left. Licensed as an HMO in Kentucky and Indiana. Has to use the name United HealthCare of Kentucky, L.P. in Indiana.
- (25) A Hong Kong “private” limited liability company owned 99% by UnitedHealthcare International Asia, LLC and 1% by UnitedHealthcare International, Inc.
- (26) d/b/a: UnitedHealthcare, Inc., a Corporation of Delaware (obtained for use in Oklahoma).
- (27) Licensed as a life and health insurance company in AK, AR, CO, DE, DC, FL, GA, ID, IL, IN, IA, KS, KY, LA, MD, MI, MS, MT, NE, ND, OH, OK, OR, PA, SC, SD, TN, TX, WV, WI & WY.
- (28) 18% owned by Nimish Parekh, a resident of India.
- (29) UHG is the sole member of the United Health Foundation, a MN non-profit organization.
- (30) **United HealthCare Insurance Company** (“UHI”) is a Connecticut domestic life & health insurance company that is licensed as an insurance company in 49 states (not New York), District of Columbia, Puerto Rico, Guam and the Virgin Islands. This entity offers a variety of products including EPO, PPO, ASO/self-funded and indemnity.
- (31) Licensed in Ohio only.
- (32) Licensed in New York and the District of Columbia.
- (33) Licensed in Illinois only. Voluntarily surrendered COA in Florida.
- (34) PhilamCare Health Systems, Inc. is 49.86% owned by PhilamLife and .28% owned by various individuals.
- (35) Formerly known as R.W. Houser, Inc.
- (36) Licensed in NY for life, annuities, and accident & health. Formerly named United HealthCare Life Insurance Company of New York.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER AND HMO MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

- (37) Branches in Republic of South Africa and Germany. Withdrew from Sweden on April 19, 2002, Hungary on Jan. 2, 2001, and the Netherlands on December 31, 2003.
- (38) Assumed names for UnitedHealth Networks, Inc. that must be used in the states listed below: NH (UHN UnitedHealth Networks), TX (UHN UnitedHealth Networks, Inc.), NY (United Networks), OH & OR (UnitedHealth Network, Inc., a Corporation of Delaware)
- (39) Ingenix Pharmaceutical Services (UK) Limited owns 1%.
- (40) UnitedHealthcare International, Inc. owns remaining 1%.
- (41) BMJ Publishing Group Limited owns 50%.
- (42) Licensed as a life and health insurance company in CA & IL.
- (43) One percent owned by ClinPharm International Ltd.
- (44) Around 6.5% of the shares are owned by AmeriChoice management, which United will acquire after five years from Sept. 2002 acquisition, subject to certain acceleration events. AmeriChoice has the following inactive affiliate that will be merged or dissolved as soon as practicable: AmeriChoice Behavioral Healthcare, Inc.
- (45) 49% owned directly and 51% controlled through individual nominee shareholders from whom we have powers of attorney.
- (46) 6.25% owned by Pamela J. Saunders (subject to redemption rights by SCS, which will soon be exercised)
- (47) Licensed as a reinsurance intermediary in some states
- (48) Licensed as a producer in most states.
- (49) 3.33% held by Ingenix Pharmaceutical Services, Inc.
- (50) 10% owned by various members of the Koch family
- (51) The remaining 50% is owned by Micah Zimmerman, a U.S. citizen
- (52) Mid Atlantic Medical Services, Inc. merged into Mid Atlantic Medical Services, LLC (formerly MU Acquisition LLC) upon acquisition by UnitedHealth Group, with Mid Atlantic Medical Services, LLC as the survivor. It also has the Homecall Hospice Services Foundation, Inc.
- (53) Licensed as an HMO in DC, DE, MD, VA, & WV
- (54) Licensed as an HMO in NC & SC
- (55) Licensed as a Collection Agency in several states
- (56) Licensed as a Life, Accident & Health Insurance Company in AL, AR, AZ, CO, DC, DE, GA, HI, ID, IL, IN, KS, KY, LA, MD, MS, MO, NE, NV, NM, NC, ND, OK, PA, SC, SD, TN, TX, UT, VA, & WV
- (57) Licensed as a PPO in MD
- (58) Licensed as a Producer in several states
- (59) Licensed as a Hospice in MD & VA
- (60) Licensed as a Pharmacy in many states
- (61) JCAHCO; Medicare certification; licensed in MD for nursing, home health aides, physical, occupational & speech therapy, medical social work, home health, & laboratory
- (62) JCAHCO, licensed in MD for residential service, agency skilled nursing & aides, and home health services
- (63) 23.3% owned by Mid Atlantic Medical Services, LLC. Licensed as an HMO in DC, MD, & VA
- (64) Licensed as a Life, Accident & Health Insurance Company countrywide, except in NH (expect in 1st Quarter 2005), NY (Unimerica Life Insurance Company of New York is licensed instead), & TN
- (65) Former name was Unimerica, Inc.
- (66) 10% owned by Eric Porterfield, Mark Shelow, and Anthony Cepullio
- (67) Licensed as an HMO in NJ
- (68) Licensed as an HMO in NY
- (69) Licensed as an HMO in PA

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER AND HMO MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

(70) Licensed as an HMO in MI

(71) Licensed as a life, accident & health insurance company in AK, AR, AZ, CO, DE, IA, ID, IL, IN, KS, KY, LA, MI, MN, MO, MS, ND, NE, NM, NV, OH, OK, OR, SC, SD, TX, UT, WA, & WI

(72) Licensed as an accident & health insurance company in DC, MD (health only), & PA

(73) Survivor of merger with Oxford Health Plans, Inc. Former name was Ruby Acquisition, LLC. NAIC Group Code of regulated subsidiaries was 1182 prior to acquisition. Three non-stock Political Action Committees: Oxford Health Plans, Inc. Committee for Quality Health Care, Inc., Oxford Health Plans, Inc. (CT) Committee for Quality Health Care, Inc., and Oxford Health Plans, Inc. (NY) Committee for Quality Health Care, Inc., all DE corps.

(74) Licensed in 47 states and the District of Columbia. Not licensed in CT, NY, or VT.

(75) Licensed as a Health Care Center (HMO) in CT with a Limited License for less than 5,000 members in RI.

(76) Licensed as an insurance company in CT, NH, NJ, NY, & PA.

(77) 5% owned by Jay Analovitch Trust and 5% owned by Donna Analovitch Trust

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER AND HMO MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

(78) United HealthCare Services, Inc.'s filed assumed names/dbas include (continuation of footnote 13):

- AmeriChoice (FL, IL, MD, NE, RI)
- Center for Health Care Policy and Evaluation (MN)
- Charter HealthCare, Inc. (NM, RI)
- Employee Performance Design (IL, KY, MN, NE, OR)
- EverCare (AZ, CA, CO, FL, GA, IL, IN, MD, MA, MI, MN, OH, PA)
- GenCare PPO (IL, MO)
- Health Professionals Review (ME)
- HealthCare Evaluation Services (MN)
- Healthmarc (AZ, CA, GA, IN, IA, KY, ME, MD, MI, MN, MO, NV, NH, NJ, NC, RI, TN, TX, VA)
- Healthmarc, Inc. (WV)
- HealthPro (AK, CT, IL, KY, MA, OH)
- Institute for Human Resources (FL, OR, WA)
- Managed Care for the Aged (MN)
- Optum (MN, CA)
- Personal Decision Services (MN)
- UHC Management & Administrators (CA)
- UHC Management (VT)
- UHC Management Company (AK, MA, NH, UT, WV)
- UHC Management Company, Inc. (AL, AZ, AR, CA, CO, CT, DE, FL, GA, ID, IL, IN, IA, KY, LA, ME, MD, MA, MI, MN, MO, MT, NE, NJ, ND, OH, OR, PA, RI, SD, TN, TX, VA, WA)
- UHC of Illinois Inc. (IL)
- UHC of Missouri and United HealthCare of Missouri (MO)
- UMC Management Company, Inc. (OH)
- United HealthCare (MA, UT)
- United HealthCare Corporation (AZ, AR, CA, CO, CT, DE, FL, GA, ID, IN, IA, KY, LA, ME, MD, MO, MT, NC, ND, NE, NJ, OH, OR, RI, SD, TX, WA)
- United HealthCare Management (VT)
- United HealthCare Management Company, Inc. (IL, MI, OK, PA, TN, VA)
- United HealthCare Management Services (PA, NY)
- United HealthCare of Illinois, Inc. (IL)
- United HealthCare Services of Minnesota (NH)
- United HealthCare Services of Minnesota, Inc. (AR, FL, IL, OK, RI, SD, VT, WV)
- United Resource Networks (CA, GA, IL, IN, IA, MD, MI, MN, MO, NE, NY, NC, RI, UT)
- United Resource Networks, Inc. (CO, TN)
- UnitedHealth Group Incorporated (CA)

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