



QUARTERLY STATEMENT

AS OF JUNE 30, 2014
OF THE CONDITION AND AFFAIRS OF THE

CoventryCares of Michigan, Inc.

NAIC Group Code 00001 (Current Period) , 00001 (Prior Period) NAIC Company Code 12193 Employer's ID Number 20-1052897

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

Country of Domicile United States

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

Incorporated/Organized 04/22/2004 Commenced Business 10/01/2004

Statutory Home Office 1333 Gratiot, Ste 400 , Detroit, MI, US 48207
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office 1333 Gratiot, Ste 400 Detroit, MI, US 48207 313-465-1519
(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address 1333 Gratiot, Ste 400 Detroit, MI, US 48207
(Street and Number or P.O. Box) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 1333 Gratiot, Ste 400 Detroit, MI, US 48207 313-465-1519
(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.CoventryCaresMI.com

Statutory Statement Contact Kenyata J. Rogers 313-465-1519
(Name) (Area Code) (Telephone Number) (Extension)
Kjrogers@cvty.com 313-465-1604
(E-Mail Address) (FAX Number)

OFFICERS

Name	Title	Name	Title
<u>Pamela Sue Sedmak #</u>	<u>President and Chief Executive Officer</u>	<u>Elaine Rose Cofrancesco</u>	<u>Vice President and Treasurer</u>
<u>Robert M. Kessler #</u>	<u>Vice President and Secretary</u>	<u>Debra J. Bacon #</u>	<u>Chief Financial Officer</u>

OTHER OFFICERS

<u>Kevin J. Casey</u>	<u>Senior Investment Officer</u>		
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DIRECTORS OR TRUSTEES

<u>Beverly Ann Allen</u>	<u>Ernestine Romero</u>	<u>Michael J. Burgoyne</u>	<u>Pamela S. Sedmak</u>
<u>Harvey Turner</u>			

State ofMichigan.....

ss

County ofWayne.....

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.

Pamela Sue Sedmak
President and Chief Executive Officer

Elaine Rose Cofrancesco
Vice President and Treasurer

Robert M. Kessler
Vice President and Secretary

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 _____

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

STATEMENT AS OF JUNE 30, 2014 OF THE CoventryCares of Michigan, Inc.

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	17,598,901		17,598,901	17,803,954
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
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 (\$ 18,629,406), cash equivalents (\$ 11,939,817) and short-term investments (\$ 596)	30,569,820		30,569,820	22,702,874
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets	0		0	0
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	48,168,721	0	48,168,721	40,506,828
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	162,457		162,457	159,138
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection			0	0
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	0		0	0
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans			0	0
18.1 Current federal and foreign income tax recoverable and interest thereon	956,882		956,882	0
18.2 Net deferred tax asset	369,832	21,583	348,249	348,249
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software			0	0
21. Furniture and equipment, including health care delivery assets (\$)	9,496	9,496	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates			0	0
24. Health care (\$ 16,866) and other amounts receivable	447,620		447,620	892,877
25. Aggregate write-ins for other-than-invested assets	0	0	0	32,752
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	50,115,008	31,079	50,083,929	41,939,844
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	50,115,008	31,079	50,083,929	41,939,844
DETAILS OF WRITE-INS				
1101.			0	0
1102.			0	0
1103.			0	0
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Tax Refund Receivable	0	0	0	32,752
2502.			0	0
2503.			0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	0	0	0	32,752

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$288,156 reinsurance ceded).....	17,545,250		17,545,250	15,995,805
2. Accrued medical incentive pool and bonus amounts	864,681		864,681	650,709
3. Unpaid claims adjustment expenses	162,799		162,799	135,947
4. Aggregate health policy reserves including the liability of \$ for medical loss ratio rebate per the Public Health Service Act			0	0
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance			0	1,351,571
9. General expenses due or accrued	2,925,414		2,925,414	1,160,162
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))			0	656,085
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	21,805
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	3,980,107		3,980,107	193,559
16. Derivatives			0	0
17. Payable for securities			0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers, \$ unauthorized reinsurers and \$ certified reinsurers)			0	0
20. Reinsurance in unauthorized and certified (\$) companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans			0	0
23. Aggregate write-ins for other liabilities (including \$799,014 current)	799,014	0	799,014	0
24. Total liabilities (Lines 1 to 23).....	26,277,265	0	26,277,265	20,165,643
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	10	10
27. Preferred capital stock	XXX	XXX	0	0
28. Gross paid in and contributed surplus	XXX	XXX	16,600,990	16,600,990
29. Surplus notes	XXX	XXX	0	0
30. Aggregate write-ins for other-than-special surplus funds	XXX	XXX	1,702,000	0
31. Unassigned funds (surplus)	XXX	XXX	5,503,664	5,173,201
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX	0	0
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX	0	0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	23,806,664	21,774,201
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	50,083,929	41,939,844
DETAILS OF WRITE-INS				
2301. PCP IPP.....	799,014		799,014	0
2302.			0	0
2303.			0	0
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	799,014	0	799,014	0
2501.	XXX	XXX		0
2502.	XXX	XXX		0
2503.	XXX	XXX		0
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001. Estimated 2015 Health Insurer Fee Accrual.....	XXX	XXX	1,702,000	0
3002.	XXX	XXX		0
3003.	XXX	XXX		0
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	1,702,000	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	249,037	245,441	484,486
2. Net premium income (including \$ non-health premium income).....	XXX	82,526,977	82,351,424	163,629,952
3. Change in unearned premium reserves and reserve for rate credits	XXX		0	0
4. Fee-for-service (net of \$ medical expenses)	XXX		0	0
5. Risk revenue	XXX		0	0
6. Aggregate write-ins for other health care related revenues	XXX	30,249	45,718	102,562
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	82,557,226	82,397,142	163,732,514
Hospital and Medical:				
9. Hospital/medical benefits		48,743,520	54,451,721	105,461,506
10. Other professional services		3,505,977	3,045,683	6,484,947
11. Outside referrals			0	0
12. Emergency room and out-of-area		5,557,892	5,072,858	11,224,270
13. Prescription drugs		10,180,440	9,269,284	18,266,738
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts		858,749	475,705	1,480,209
16. Subtotal (Lines 9 to 15)	0	68,846,578	72,315,251	142,917,670
Less:				
17. Net reinsurance recoveries		73,508	8,546	74,263
18. Total hospital and medical (Lines 16 minus 17)	0	68,773,070	72,306,705	142,843,407
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ cost containment expenses.....		870,051	780,062	1,740,102
21. General administrative expenses.....		9,244,040	6,493,058	13,205,599
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	78,887,161	79,579,825	157,789,108
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	3,670,065	2,817,317	5,943,406
25. Net investment income earned		216,207	259,582	460,774
26. Net realized capital gains (losses) less capital gains tax of \$ (202)		(488)	251,908	236,330
27. Net investment gains (losses) (Lines 25 plus 26)	0	215,719	511,490	697,104
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]			0	0
29. Aggregate write-ins for other income or expenses	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	3,885,784	3,328,807	6,640,510
31. Federal and foreign income taxes incurred	XXX	1,885,625	786,093	2,248,415
32. Net income (loss) (Lines 30 minus 31)	XXX	2,000,159	2,542,714	4,392,095
DETAILS OF WRITE-INS				
0601.	XXX		0	0
0602. Other Revenue.....	XXX	30,249	45,718	102,562
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	30,249	45,718	102,562
0701.	XXX		0	0
0702.	XXX		0	0
0703.	XXX		0	0
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	0	0
1401.			0	0
1402.			0	0
1403.			0	0
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	0	0
2901.			0	0
2902.			0	0
2903.			0	0
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	21,774,201	24,253,445	24,253,445
34. Net income or (loss) from Line 32	2,000,159	2,542,714	4,392,095
35. Change in valuation basis of aggregate policy and claim reserves		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$		0	0
37. Change in net unrealized foreign exchange capital gain or (loss)		0	0
38. Change in net deferred income tax		0	45,683
39. Change in nonadmitted assets	32,304	(113,831)	82,978
40. Change in unauthorized and certified reinsurance	0	0	0
41. Change in treasury stock		0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles		0	0
44. Capital Changes:			
44.1 Paid in		0	0
44.2 Transferred from surplus (Stock Dividend)		0	0
44.3 Transferred to surplus		0	0
45. Surplus adjustments:			
45.1 Paid in		0	0
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital		0	0
46. Dividends to stockholders		(7,000,000)	(7,000,000)
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital and surplus (Lines 34 to 47)	2,032,463	(4,571,117)	(2,479,244)
49. Capital and surplus end of reporting period (Line 33 plus 48)	23,806,664	19,682,328	21,774,201
DETAILS OF WRITE-INS			
4701.		0	0
4702.		0	0
4703.		0	0
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance.....	81,175,406	82,351,424	164,831,431
2. Net investment income	298,758	409,622	664,378
3. Miscellaneous income	799,163	104,582	592,025
4. Total (Lines 1 to 3)	82,273,327	82,865,628	166,087,834
5. Benefit and loss related payments	67,333,310	74,125,205	146,363,770
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....		0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	8,321,987	7,288,519	15,059,534
8. Dividends paid to policyholders		0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses).....	3,498,390	1,368,113	2,299,103
10. Total (Lines 5 through 9)	79,153,687	82,781,837	163,722,407
11. Net cash from operations (Line 4 minus Line 10)	3,119,640	83,791	2,365,427
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	118,492	10,351,245	11,722,151
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	12
12.7 Miscellaneous proceeds	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	118,492	10,351,245	11,722,163
13. Cost of investments acquired (long-term only):			
13.1 Bonds	0	2,756,354	10,792,216
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	0	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	0	2,756,354	10,792,216
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	118,492	7,594,891	929,947
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	7,000,000	7,000,000
16.6 Other cash provided (applied).....	4,628,814	2,029,957	2,266,234
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	4,628,814	(4,970,043)	(4,733,766)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	7,866,946	2,708,639	(1,438,392)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	22,702,874	24,141,266	24,141,266
19.2 End of period (Line 18 plus Line 19.1)	30,569,820	26,849,905	22,702,874

STATEMENT AS OF JUNE 30, 2014 OF THE CoventryCares of Michigan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefits Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	39,599	1,423	.0	.0	.0	.0	.0	.0	38,176	.0
2. First Quarter	40,051	1,295	.0	.0	.0	.0	.0	.0	38,756	.0
3. Second Quarter	45,268	1,532	.0	.0	.0	.0	.0	.0	43,736	.0
4. Third Quarter0									
5. Current Year	0									
6. Current Year Member Months	249,037	8,234							240,803	
Total Member Ambulatory Encounters for Period:										
7. Physician	203,348	3,247							200,101	
8. Non-Physician	34,203	358							33,845	
9. Total	237,551	3,605	0	0	0	0	0	0	233,946	0
10. Hospital Patient Days Incurred	12,255	44							12,211	
11. Number of Inpatient Admissions	2,744	13							2,731	
12. Health Premiums Written (a).....	82,817,987	1,094,309							81,723,678	
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written0									
15. Health Premiums Earned	82,817,987	1,094,309							81,723,678	
16. Property/Casualty Premiums Earned0									
17. Amount Paid for Provision of Health Care Services	67,009,653	410,960							66,598,693	
18. Amount Incurred for Provision of Health Care Services	68,846,578	517,897							68,328,681	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$

STATEMENT AS OF JUNE 30, 2014 OF THE CoventryCares of Michigan, Inc.

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

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1	2	3	4		
	On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec. 31 of Prior Year	On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	53,712	357,248	543	95,825	54,255	31,811
2. Medicare Supplement					0	0
3. Dental only					0	0
4. Vision only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare					0	0
7. Title XIX - Medicaid	12,062,112	53,891,803	1,645,090	15,803,792	13,707,202	15,963,990
8. Other health					0	0
9. Health subtotal (Lines 1 to 8).....	12,115,824	54,249,051	1,645,633	15,899,617	13,761,457	15,995,801
10. Health care receivables (a)					0	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts	360,273	284,505	0	864,681	360,273	650,709
13. Totals (Lines 9-10+11+12)	12,476,097	54,533,556	1,645,633	16,764,298	14,121,730	16,646,510

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

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

The accompanying statutory financial statements of CoventryCares of Michigan ("the Company"), a wholly-owned subsidiary of Aetna Health Holdings, LLC, whose ultimate parent is Aetna Inc. ("Aetna"), have been prepared in accordance with the accounting practices prescribed or permitted by the Michigan Department of Insurance and Financial Services (DIFS).

DIFS recognizes only statutory accounting practices prescribed or permitted by the State of Michigan for determining and reporting the financial condition and results of operations of an insurance company, which include accounting practices and procedures adopted by the National Association of Insurance Commissioners (NAIC). The State of Michigan has adopted prescribed accounting practices that differ from those found in NAIC SAP, in that provider advances are not allowed, and thus must be non-admitted.

NAIC SAP vary from U.S. Generally Accepted Accounting Principles ("GAAP").

The primary differences include:

- Certain assets, designated as nonadmitted assets (in part, uncollected premiums are nonadmitted in accordance with Statements of Statutory Accounting Principles ("SSAP") No. 6, *Uncollected Premium Balances, Bills Receivable for Premiums, and Amounts Due From Agents and Brokers*) are not recorded as assets, but are charged to surplus. Thus, nonadmitting uncollected premiums eliminates the need for a separate allowance for doubtful accounts, which is utilized under GAAP;
- Certain assets, designated as nonadmitted assets (other receivables and prepaid capitation, which are nonadmitted in accordance with SSAP No. 4, *Assets and Nonadmitted Assets*) are not recorded as assets, but are charged to surplus. Assets having economic value other than those which can be used to fulfill policyholder obligations, or those assets which are unavailable due to encumbrances or other third party interests should not be recognized on the balance sheet, and are, therefore, considered nonadmitted;
- Bonds are recorded at amortized cost except for those with an NAIC designation of 3 through 6, which are reported at the lower of amortized cost or fair value. Therefore, changes in unrealized gains and losses for those securities held at amortized cost are not reflected in the financial statements. Under GAAP, bonds classified as available for sale are recorded at fair value, and related changes in unrealized gains and losses are recorded as a component of equity, net of deferred Federal income taxes; and
- Deferred tax assets and liabilities are determined and admitted in accordance with SSAP No. 101, *Income Taxes – A Replacement of SSAP No. 10R and SSAP No. 10* ("SSAP 101"). SSAP 101 became authoritative guidance for accounting and reporting of income taxes beginning January 1, 2012 and replaced SSAP No. 10R, *Income Taxes – Revised, A Temporary Replacement of SSAP 10* ("SSAP 10R"). Changes in net deferred tax assets and liabilities are reflected as changes in surplus. Under GAAP, changes in such assets and liabilities are reflected in net income. In addition, statutory accounting requires an admissibility test for deferred tax assets, which is not required under U.S. GAAP.

Below is a reconciliation of the Company's net income and capital and surplus between NAIC SAP and practices prescribed and permitted by DIFS as of June 30, 2014:

	<u>State of</u> <u>Domicile</u>	<u>2014</u>	<u>2013</u>
NET INCOME			
(1) Company state basis (Page 4, Line 32, Columns 2 & 3)	MI	\$ 2,000,159	\$ 4,392,095
(4) NAIC SAP (1-2-3=4)	MI	\$ 2,000,159	\$ 4,392,095
SURPLUS			
(5) Company state basis (Page 3, Line 33, Columns 3 & 4)	MI	\$ 23,806,664	\$ 21,774,201
(8) NAIC SAP (5-6-7=8)	MI	\$ 23,806,664	\$ 21,774,201

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

The Preparation of these financial statements in conformity with NAIC SAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and revenues and expenses. Actual results could differ from those estimates.

C. Accounting Policy

NO CHANGE

2. Accounting Changes and Corrections of Errors

Effective January 1, 2014, Statement of Statutory Accounting Principles No. 35 – Revised, Guaranty Fund and Other Assessments ("SSAP No. 35R") was revised to adopt ASU 2011-06: Other Expenses – Fees Paid to the Federal Government by Health Insurers ("ASU 2011-06") with modifications. ASU 2011-

NOTES TO FINANCIAL STATEMENTS

06 provides specific guidance related to the assessment of the annual fee (“health insurer fee”) mandated to be paid to the federal government by health insurers under Section 9010 of the Affordable Care Act (“ACA”). Beginning January 1, 2014, the revision to SSAP No. 35R requires (1) that the health insurer fee be recognized in full on January 1 of the fee year (the calendar year in which the assessment must be paid to the federal government), in the operating expense category of insurance taxes, licenses and fees, excluding federal income taxes and (2) that in each data year preceding a fee year a reporting entity pro-ratably accrue by reclassing from unassigned funds (surplus) to aggregate write-ins for special surplus funds an amount equal to its estimated subsequent fee year assessment. This reclassification has no impact on total capital and surplus and is reversed in full on January 1 of the fee year beginning with fee years starting on January 1, 2015 and after. As of June 30, 2014, the Company estimates its portion of the health insurer fee payable on September 30, 2014 to be \$2,410,000 and the amount reclassified from unassigned funds (surplus) to aggregate write-ins for special surplus was estimated to be \$1,702,000.

3. Business Combinations and Goodwill

A. Statutory Purchased Method
NONE

B. Statutory Merger Method
NONE

C. Assumption Reinsurance
NONE

D. Impairment Losses
NONE

4. Discontinued Operations
NONE

5. Investments

A. Mortgage Loans, including Mezzanine Real Estate Loans
NONE

B. Debt Restructuring
NONE

C. Reverse Mortgages
NONE

D. Loan-Backed Securities

1. Prepayment assumptions for single class and multi-class mortgage backed/asset backed securities were obtained from industry market sources.

2. The Company had no other-than-temporary impairment (“OTTI”) losses during the 2nd quarter of 2014 on loan-backed and structured securities in which the Company had the (1) intent to sell, (2) did not have the intent and ability to retain for a period of time sufficient to recover the amortized cost basis or (3) present value of cash flows expected to be collected is less than the amortized cost basis of the securities in accordance with SSAP No. 43R, Loan-Backed and Structured Securities.

3. The Company had no recognized OTTI on loan backed and structured securities currently held, in which the present value of cash flows expected to be collected is less than the amortized cost basis, at June 30, 2014.

4. The Company had no unrealized loss position on loan-backed and structured securities held by the Company at June 30, 2014.

5. NONE.

E. Repurchase Agreements and/or Securities Lending Transactions
NONE

F. Real Estate
NONE

NOTES TO FINANCIAL STATEMENTS

G. Investments in low-income housing credits
NONE

H. Restricted Assets

Restricted Asset Category	1	2	3	4	5	6
Restricted Asset Category	Total Gross Restricted from Current Year	Total Gross Restricted From Prior Year	Increase/ (Decrease) (1 minus 2)	Total Current Year Admitted Restricted	Percentage Gross Restricted to Total Assets	Percentage Admitted Restricted to Total Admitted Assets
a. Subject to contractual obligation for which liability is not shown	\$	\$	\$	\$	%	%
b. Collateral held under security lending agreements						
c. Subject to repurchase agreements						
d. Subject to reverse repurchase agreements						
e. Subject to dollar repurchase agreements						
f. Subject to dollar reverse repurchase agreements						
g. Placed under option contracts						
h. Letter stock or securities restricted as to sale – excluding FHLB capital						
i. FHLB capital stock						
j. On deposit with states	\$1,050,055	\$1,050,220	\$165	\$1,050,055	2.1%	2.1%
k. On deposit with other regulatory bodies						
l. Pledged as collateral to FHLB (including assets backing funding agreements)						
m. Pledged as collateral not captured in other categories						
n. Other restricted assets						
o. Total Restricted Assets	\$1,050,287	\$ 1,050,220	\$67	\$ 1,050,287	2.1 %	2.1 %

I. Working Capital Finance Investments

The Company did not have any working capital finance investments at June 30, 2014

6. Joint Ventures, Partnerships and Limited Liability Companies
NONE

7. Investment Income
No Significant Change

8. Derivative Instruments
NONE

9. Income Taxes
No Significant Change

10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

No Significant Change

11. Debt

A. The company did not have any items related to debt, including capital notes at June 30, 2014.

B. The company did not have any Federal Home Loan Bank agreements at June 30, 2014.

12. Retirement Plans, Deferred Compensation, Post-employment Benefits and Compensated Absences and Other Post-retirement Benefit Plans.

NOTES TO FINANCIAL STATEMENTS

A. The Company did not have a retirement plan, deferred compensation on plan or other post retirement benefit plan at June 30, 2014.

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

No Significant Change

14. Contingencies

No Significant Change

15. Leases

No Significant Change

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

NONE

17. Sale, Transfers and Servicing of Financial Assets and Extinguishment of Liabilities

NONE

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

NONE

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

NONE

20. Fair Value Measurements

A. and B. The Company had no material assets of liabilities measured and reported at fair value at June 30, 2014.

C.

Certain of the Company's financial instruments are measured at fair value in our balance sheets. The fair values of these instruments are based on valuations that include inputs that can be classified within one of three levels of a hierarchy established by GAAP. The following are the levels of the hierarchy and a brief description of the type of valuation information ("inputs") that qualifies a financial asset or liability for each level:

- **Level 1** – Unadjusted quoted prices for identical assets or liabilities in active markets.
- **Level 2** – Inputs other than Level 1 that are based on observable market data. These include: quoted prices for similar assets in active markets, quoted prices for identical assets in inactive markets, inputs that are observable that are not prices (such as interest rates and credit risks) and inputs that are derived from or corroborated by observable markets.
- **Level 3** – Developed from unobservable data, reflecting our own assumptions.

Financial assets and liabilities are classified based upon the lowest level of input that is significant to the valuation. When quoted prices in active markets for identical assets and liabilities are available, we use these quoted market prices to determine the fair value of financial assets and liabilities and classify these assets and liabilities as Level 1. In other cases where a quoted market price for identical assets and liabilities in an active market is either not available or not observable, we estimate fair value using valuation methodologies based on available and observable market information or by using a matrix pricing model. These financial assets and liabilities would then be classified as Level 2. If quoted market prices are not available, we determine fair value using broker quotes or an internal analysis of each investment's financial performance and cash flow projections. Thus, financial assets and liabilities may be classified in Level 3 even though there may be some significant inputs that may be observable.

The carrying values and estimated fair values of the Company's financial instruments at June 30, 2014 were as follows:

A.

(1) Fair Value Measurements at Reporting Date

Description for each class of asset or liability	(Level 1)	(Level 2)	(Level 3)	Total
--	-----------	-----------	-----------	-------

a. Assets at fair value

NOTES TO FINANCIAL STATEMENTS

a. Assets at fair value

Bonds, short term, and cash equivalent	\$ 1,050,287	\$ 28,780,376	\$	\$ 29,830,663
Total assets at fair value	\$ 1,050,287	\$ 28,780,376	\$	\$ 29,830,663

(2) Fair Value Measurements in (Level 3) of the Fair Value Hierarchy

There were no material realized and unrealized capital gains, purchases, sales, settlements, or transfers into or out of the Company's Level 3 financial assets during the period ending June 30, 2014.

In evaluating the Company's management of interest rate and liquidity risk and currency exposures, the fair values of all assets and liabilities should be taken into consideration, not only those presented above.

21. Other Items

A.-G. NO CHANGE

H. The Company did not have any offsetting and netting of assets or liabilities at June 30, 2014.

I.-J. NONE

22. Events Subsequent

On January 1, 2014, the Company is subject to an annual fee under section 9010 of the Affordable Care Act ("ACA"). This annual fee will be allocated to individual health insurers based on the ratio of the amount of the entity's net premiums written during the preceding calendar year to the amount of health insurance for any U.S. health risk that is written during the preceding calendar year. A health insurance entity's portion of the annual fee becomes payable once the entity provides health insurance for any U.S. health risk for each calendar year beginning on or after January 1, 2014. As of December 31, 2013, the Company has written health insurance subject to the ACA assessment, expects to conduct health insurance business in 2014, and estimates their portion of the annual health insurance industry fee to be payable on September 30, 2014 to be \$2,410,000. This assessment is expected to impact risk based capital by 11%.

23. Reinsurance

No Significant Changes

24. Respectively Rated Contracts and Contracts Subject to Redetermination.

No Significant Changes

25. Change in Incurred Losses and Loss Adjustment Expenses

Reserves as of December 31, 2013 were \$16,782,461. As of June 30, 2014, \$12,582,979 has been paid for incurred losses and loss adjustment expenses attributable to insured events of prior years. Reserves remaining for prior year are now \$1,663,628 as a result of re-estimation of unpaid losses and loss adjustment expenses. Therefore, there has been \$2,535,854 favorable prior year development since December 31, 2013 to June 30, 2014. The resulting development does not consider health care receivables. This decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased as additional information becomes known regarding individual claims. There are no retrospectively rated contracts subject to redetermination. However, the business to which it relates is subject to premium adjustments.

26. Intercompany Pooling Arrangements

NONE

27. Structured Settlements

NONE

28. Health Care Receivables

A. Pharmaceutical Rebates Receivables
NONE

B. Risk Sharing Receivables

NOTES TO FINANCIAL STATEMENTS

NONE

29. Participating Policies

NONE

30. Premium Deficiency Reserves

NO CHANGE

31. Anticipated Salvage and Subrogation

NO CHANGE

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]
- 1.2 If yes, has the report been filed with the domiciliary state? Yes [] No [X]
- 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 [X]
- 2.2 If yes, date of change:
- 3.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes [X] No []
If yes, complete Schedule Y, Parts 1 and 1A.
- 3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]
- 3.3 If the response to 3.2 is yes, provide a brief description of those changes.
.....
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [X] No [] NA []
If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made.12/31/2013
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.12/31/2009
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).09/30/2010
- 6.4 By what department or departments?
Department of Insurance and Financial Services.....
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [] No [] NA [X]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] NA []
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]
- 7.2 If yes, give full information:
.....
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?..... Yes [] No [X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
.....
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms?..... Yes [] No [X]
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

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

GENERAL INTERROGATORIES

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

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

- 9.2 Has the code of ethics for senior managers been amended? Yes No

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).

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

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

FINANCIAL

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

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

INVESTMENT

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

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

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

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

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

14.2 If yes, please complete the following:

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

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

- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes No

If no, attach a description with this statement.

GENERAL INTERROGATORIES

- 16 For the reporting entity's security lending program, state the amount of the following as of the current statement date:
- | | |
|--|-----------|
| 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 | \$0 |
| 16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 | \$0 |
| 16.3 Total payable for securities lending reported on the liability page | \$0 |

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

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

1 Name of Custodian(s)	2 Custodian Address
State Street Bank and Trust.....	225 Franklin Street, Boston, MA 02110.....

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

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

17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? Yes No

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

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

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

1 Central Registration Depository	2 Name(s)	3 Address

18.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed? Yes No

18.2 If no, list exceptions:
.....

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:	
1.1 A&H loss percent.....	83.3 %
1.2 A&H cost containment percent	0.0 %
1.3 A&H expense percent excluding cost containment expenses.....	13.5 %
2.1 Do you act as a custodian for health savings accounts?.....	Yes [] No [X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.....	\$ _____
2.3 Do you act as an administrator for health savings accounts?.....	Yes [] No [X]
2.4 If yes, please provide the balance of the funds administered as of the reporting date.....	\$ _____

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Type of Reinsurer	8 Certified Reinsurer Rating (1 through 6)	9 Effective Date of Certified Reinsurer Rating
NONE								

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

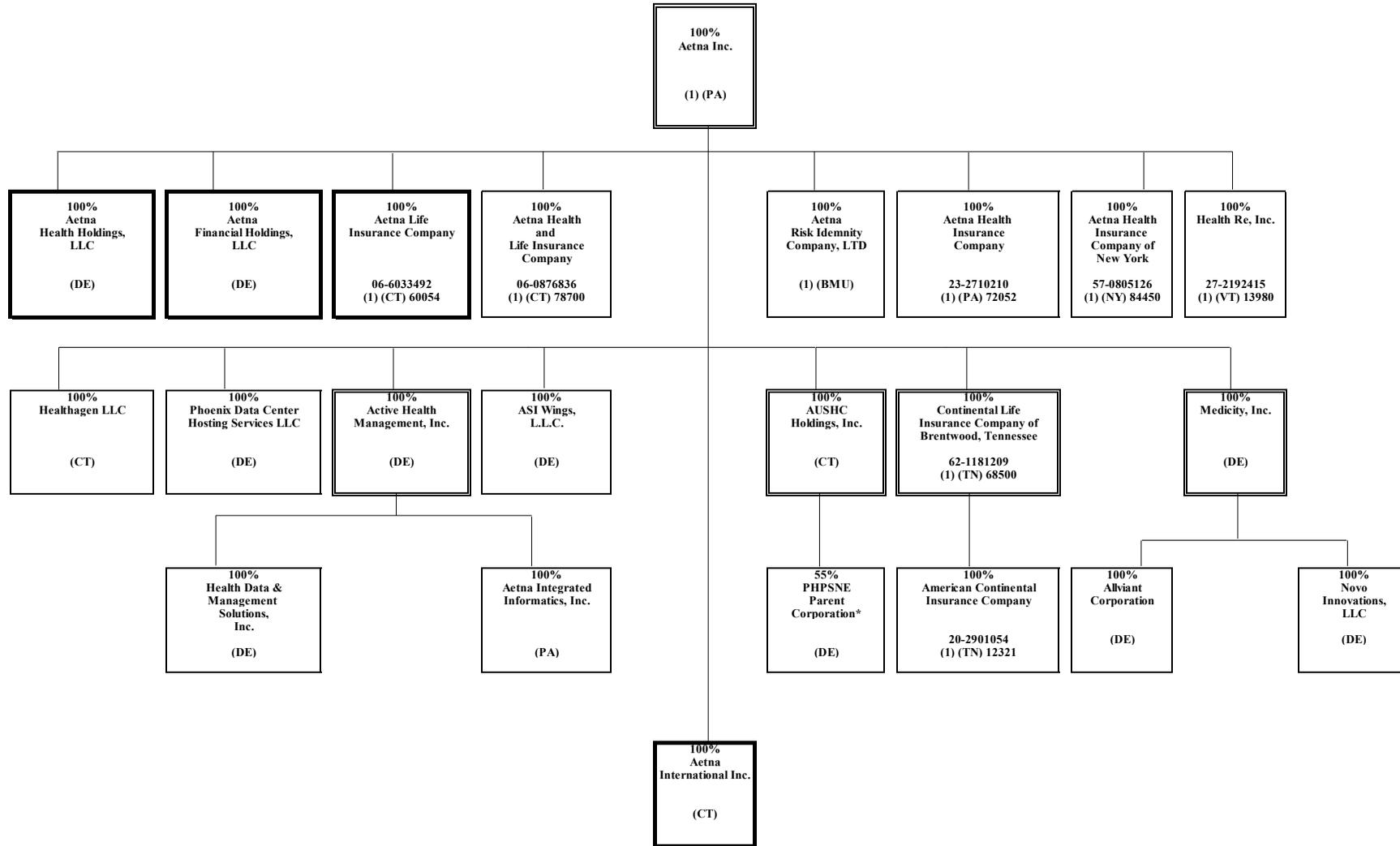
States, Etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts	
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7		
1. Alabama	AL	N							0	
2. Alaska	AK	N							0	
3. Arizona	AZ	N							0	
4. Arkansas	AR	N							0	
5. California	CA	N							0	
6. Colorado	CO	N							0	
7. Connecticut	CT	N							0	
8. Delaware	DE	N							0	
9. Dist. Columbia	DC	N							0	
10. Florida	FL	N							0	
11. Georgia	GA	N							0	
12. Hawaii	HI	N							0	
13. Idaho	ID	N							0	
14. Illinois	IL	N							0	
15. Indiana	IN	N							0	
16. Iowa	IA	N							0	
17. Kansas	KS	N							0	
18. Kentucky	KY	N							0	
19. Louisiana	LA	N							0	
20. Maine	ME	N							0	
21. Maryland	MD	N							0	
22. Massachusetts	MA	N							0	
23. Michigan	MI	L	1,094,309		81,723,678				82,817,987	
24. Minnesota	MN	N							0	
25. Mississippi	MS	N							0	
26. Missouri	MO	N							0	
27. Montana	MT	N							0	
28. Nebraska	NE	N							0	
29. Nevada	NV	N							0	
30. New Hampshire	NH	N							0	
31. New Jersey	NJ	N							0	
32. New Mexico	NM	N							0	
33. New York	NY	N							0	
34. North Carolina	NC	N							0	
35. North Dakota	ND	N							0	
36. Ohio	OH	N							0	
37. Oklahoma	OK	N							0	
38. Oregon	OR	N							0	
39. Pennsylvania	PA	N							0	
40. Rhode Island	RI	N							0	
41. South Carolina	SC	N							0	
42. South Dakota	SD	N							0	
43. Tennessee	TN	N							0	
44. Texas	TX	N							0	
45. Utah	UT	N							0	
46. Vermont	VT	N							0	
47. Virginia	VA	N							0	
48. Washington	WA	N							0	
49. West Virginia	WV	N							0	
50. Wisconsin	WI	N							0	
51. Wyoming	WY	N							0	
52. American Samoa	AS	N							0	
53. Guam	GU	N							0	
54. Puerto Rico	PR	N							0	
55. U.S. Virgin Islands	VI	N							0	
56. Northern Mariana Islands	MP	N							0	
57. Canada	CAN	N							0	
58. Aggregate other alien	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX		1,094,309	0	81,723,678	0	0	0	82,817,987	0
60. Reporting entity contributions for Employee Benefit Plans	XXX								0	
61. Total (Direct Business)	(a) 1		1,094,309	0	81,723,678	0	0	0	82,817,987	0
DETAILS OF WRITE-INS										
58001	XXX									
58002	XXX									
58003	XXX									
58998 Summary of remaining write-ins for Line 58 from overflow page	XXX		0	0	0	0	0	0	0	0
58999 Totals (Lines 58001 through 58003 plus 58998) (Line 58 above)	XXX		0	0	0	0	0	0	0	0

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

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

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURANCE MEMBERS OF A HOLDING COMPANY GROUP

PART 1- ORGANIZATIONAL CHART

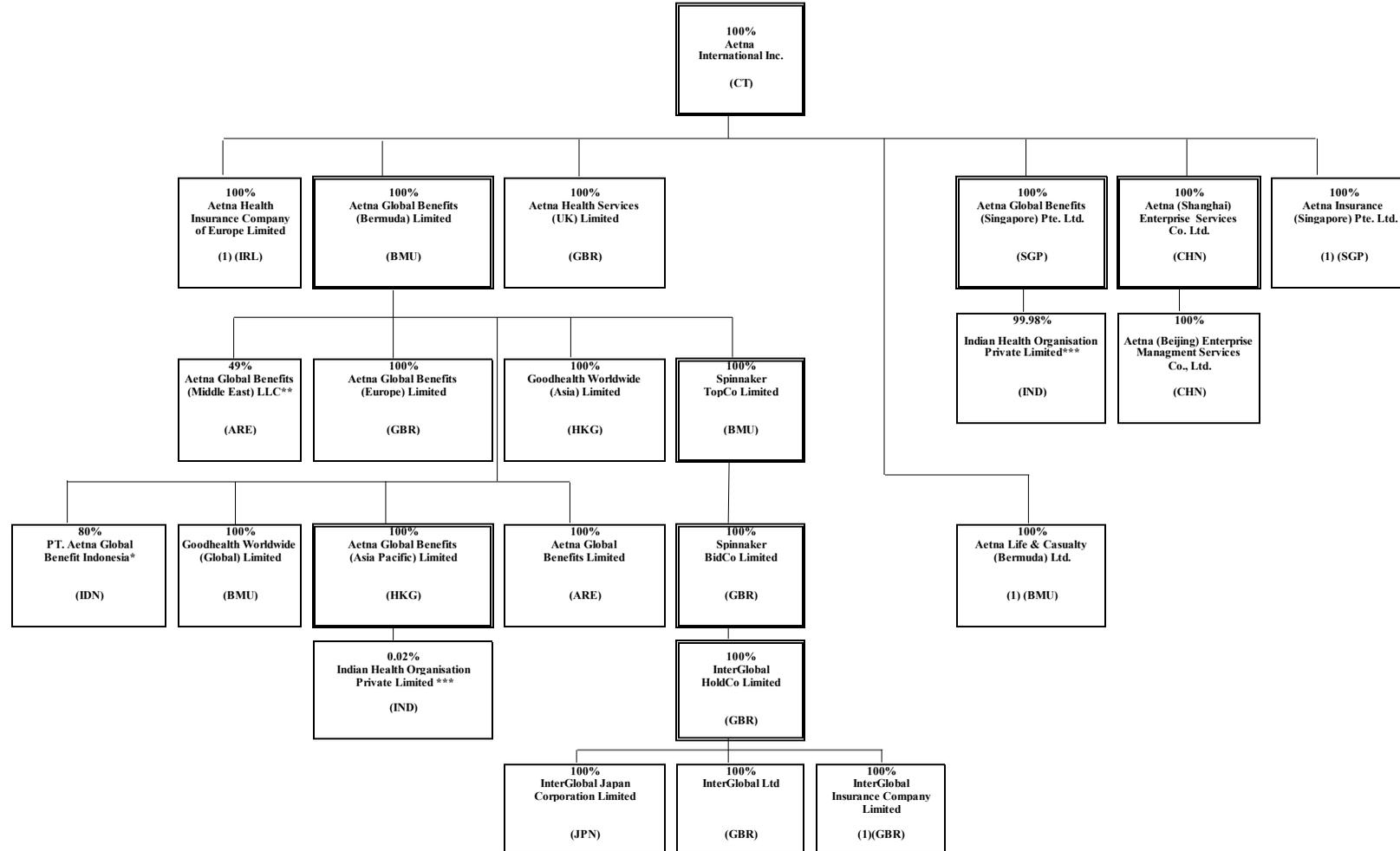


(1) Insurers/HMO's
 Percentages are rounded to the nearest whole percent and based on ownership of voting rights.
 Double borders indicate entity has subsidiaries shown on the same page.
 Bold borders indicate entity has subsidiaries shown on a separate page.

*55% is owned by AUSHC Holdings, Inc. and 45% is owned by third parties.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURANCE MEMBERS OF A HOLDING COMPANY GROUP

PART 1- ORGANIZATIONAL CHART



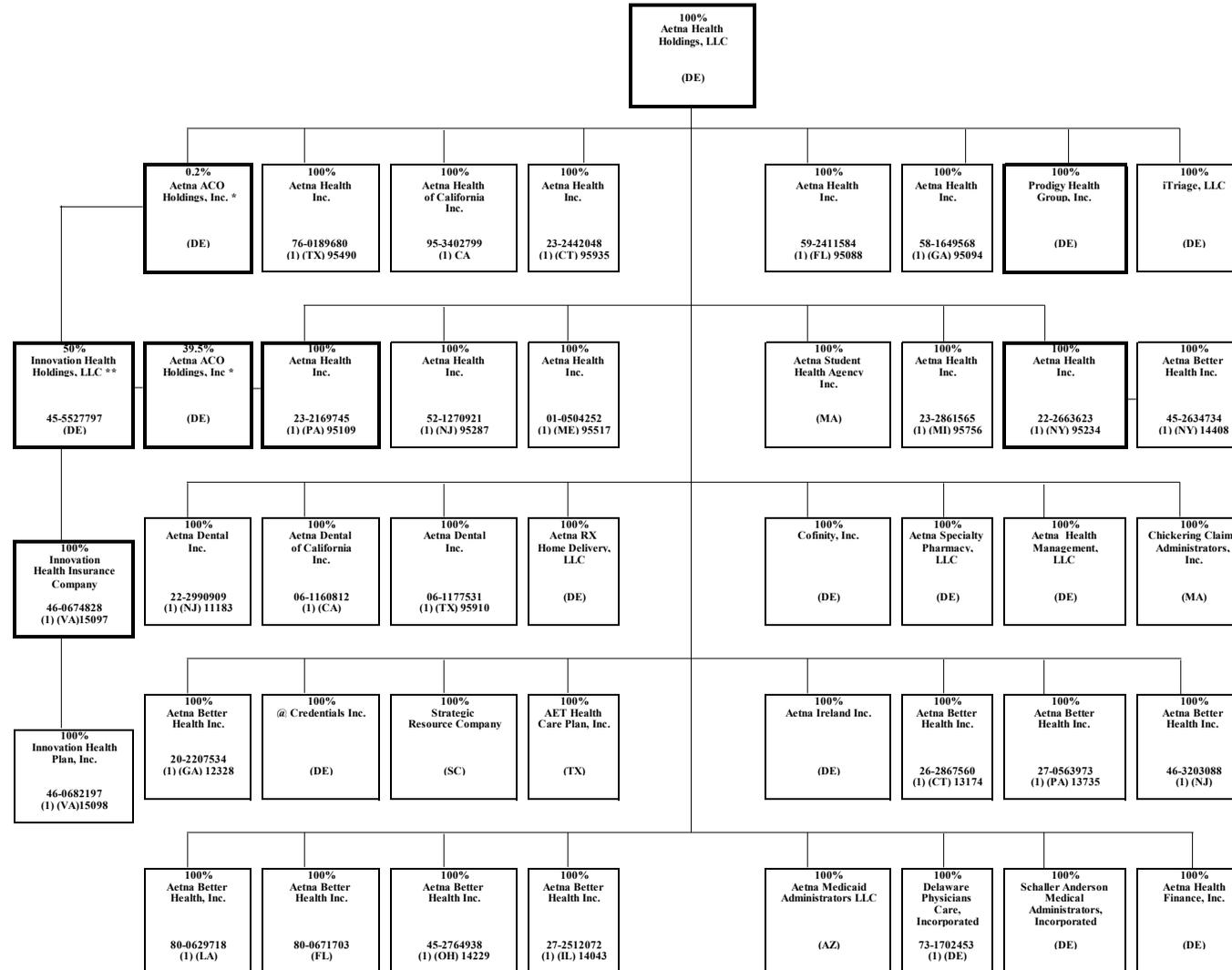
*Aetna Global Benefits (Bermuda) Limited owns 80% and 20% is owned by Suhatsyah Rivai, Aetna's Nominee.

** Aetna Global Benefits (Bermuda) Limited owns 49% and 51% is owned by Euro Gulf LLC, Aetna's Nominee.

*** Aetna Global Benefits (Asia Pacific) Limited owns 0.019857% of Indian Health Organization Private Limited and Aetna Global Benefits (Singapore) Pte. Ltd. owns 99.980143%.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURANCE MEMBERS OF A HOLDING COMPANY GROUP

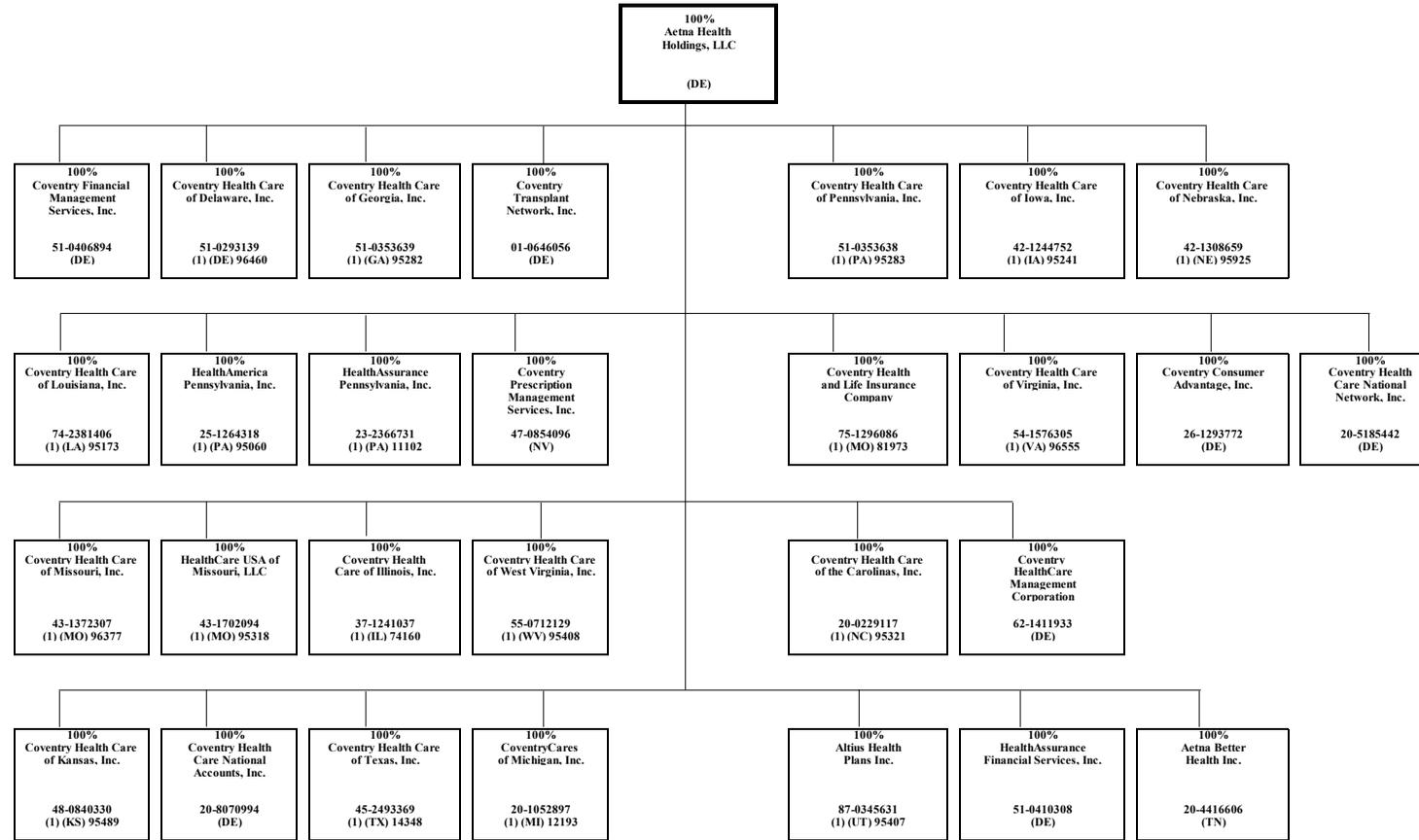
PART 1- ORGANIZATIONAL CHART



*Aetna ACO Holdings, Inc. is owned by Aetna Life Insurance Company(60%), Aetna Health Inc. (PA) (39%) and Aetna Health Holdings, LLC (1%).
 ** Innovation Health Holdings, LLC is 50% owned by Aetna ACO Holdings, Inc. and 50% owned by Inova Health System Foundation, an unaffiliated company.

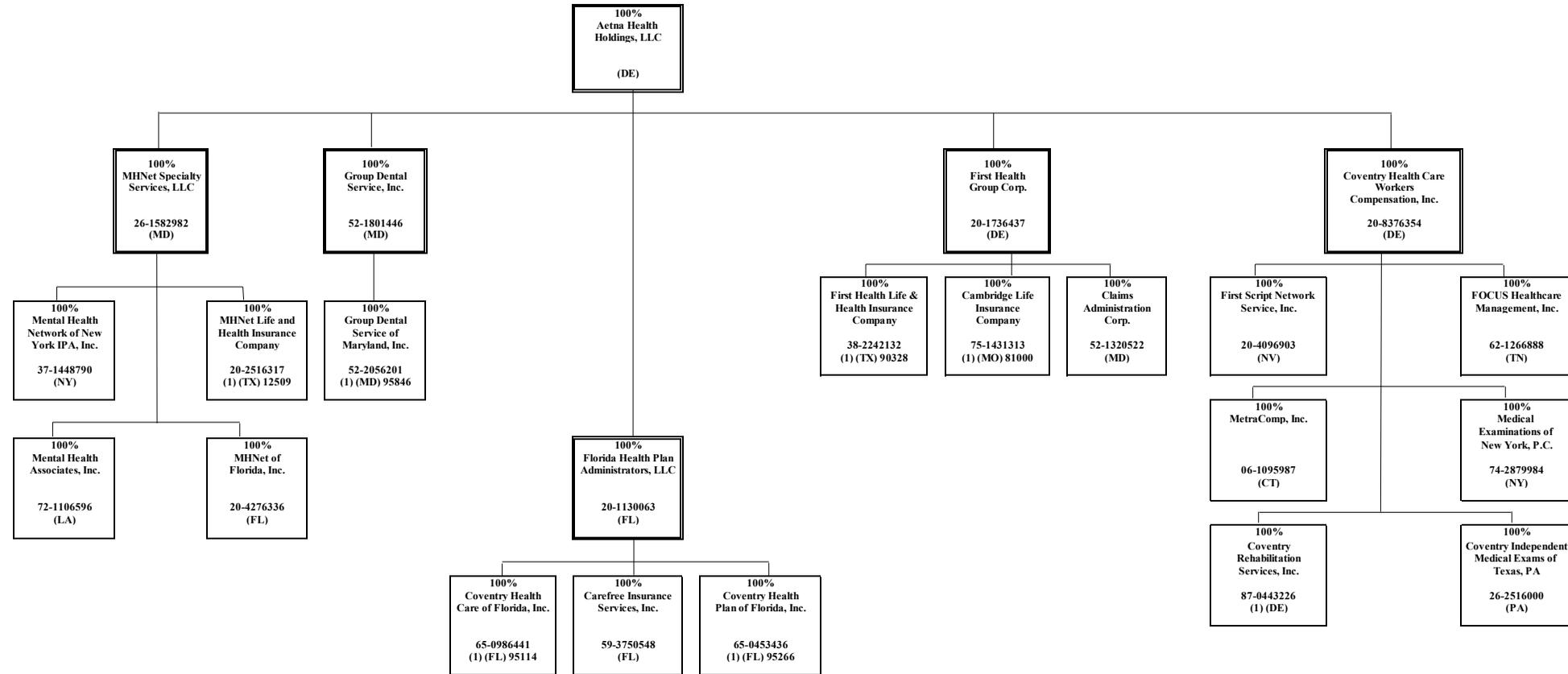
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURANCE MEMBERS OF A HOLDING COMPANY GROUP

PART 1- ORGANIZATIONAL CHART



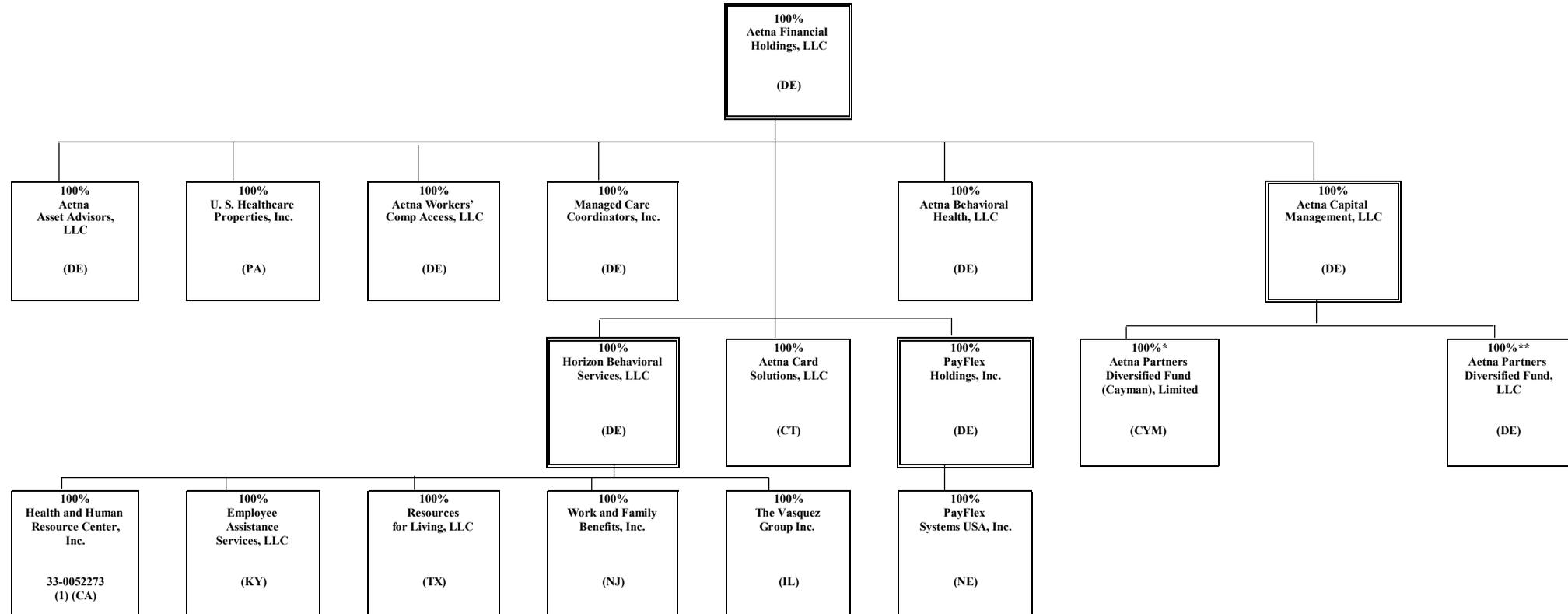
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURANCE MEMBERS OF A HOLDING COMPANY GROUP

PART 1- ORGANIZATIONAL CHART



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURANCE MEMBERS OF A HOLDING COMPANY GROUP

PART 1- ORGANIZATIONAL CHART

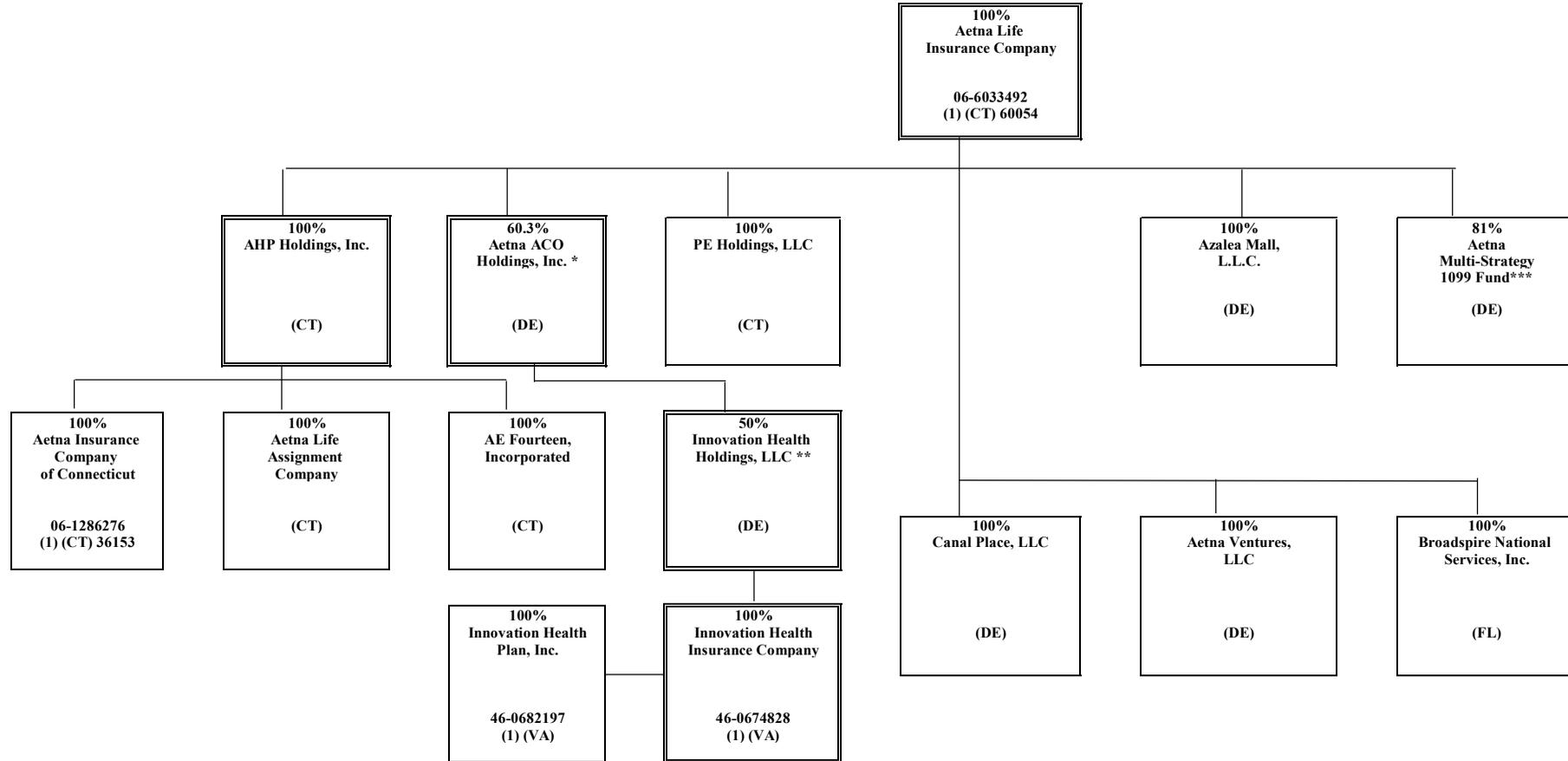


* Aetna Life Insurance Company owns the Class C participating shares of Aetna Partners Diversified Fund (Cayman), Limited.

** Aetna Life Insurance Company and Aetna Health and Life Insurance Company own substantially all of the non-managing member interests of Aetna Partners Diversified Fund, LLC.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURANCE MEMBERS OF A HOLDING COMPANY GROUP

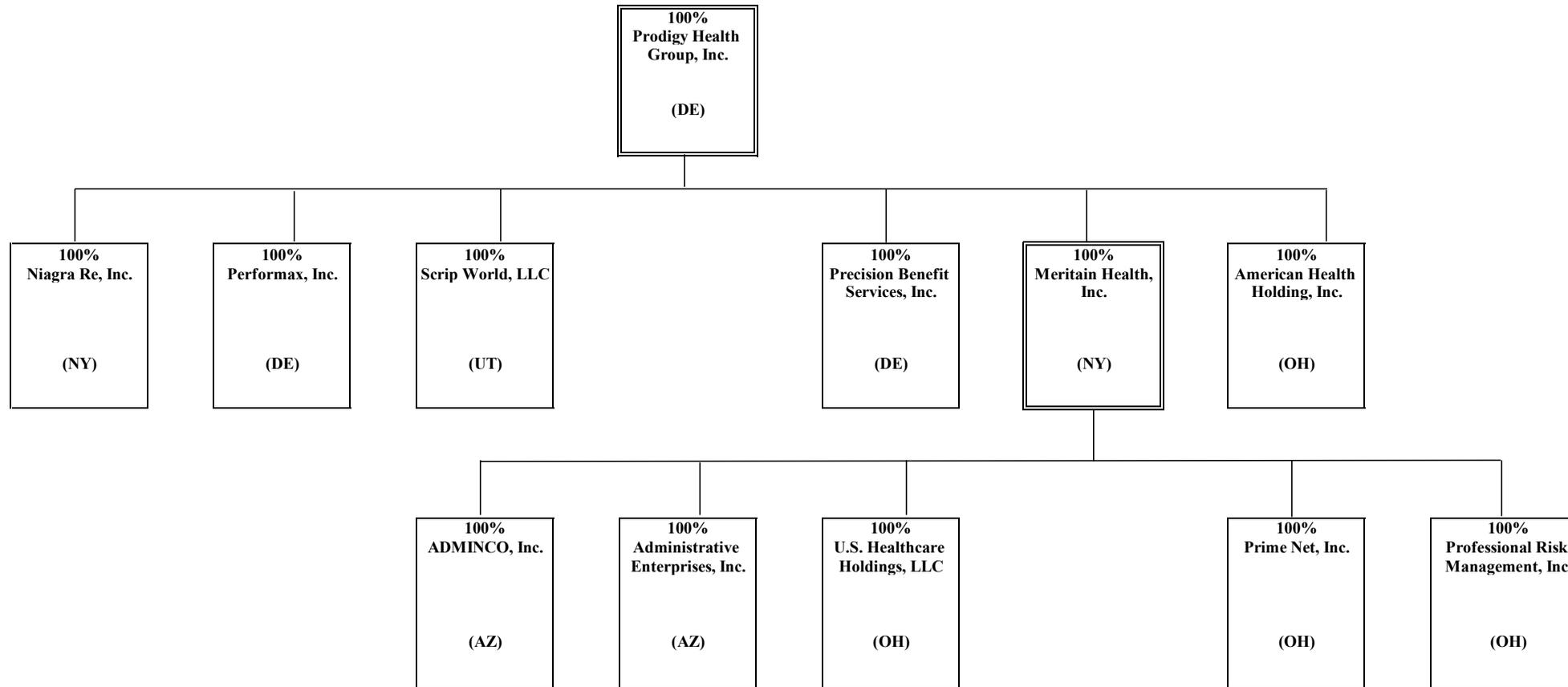
PART 1- ORGANIZATIONAL CHART



* Aetna Life Insurance Company owns 302 shares, Aetna Health Inc. (PA) owns 198 shares and Aetna Health Holdings, LLC owns 1 share.
 ** Innovation Health Holdings, LLC is 50% owned by Aetna ACO Holdings, Inc. and 50% owned by Inova Health System Foundation, an unaffiliated company.
 ***81% is invested and owned by Aetna Life Insurance Company and 19% is invested and owned by external accredited investors.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURANCE MEMBERS OF A HOLDING COMPANY GROUP

PART 1- ORGANIZATIONAL CHART



STATEMENT AS OF JUNE 30, 2014 OF THE CoventryCares of Michigan, Inc.

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00001	AETNA INC	00000	23-2229683	3060706	0001122304	N	Aetna Inc	PA	UIP					
00001	AETNA INC	00000	30-0123754				Aetna Health Holdings, LLC	DE	NIA	Aetna Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	45-4901541				Aetna ACO Holdings, Inc	DE	NIA	Aetna Health Holdings, LLC	Ownership	0.2	Aetna Inc	4
00001	AETNA INC	00000	45-5527797				Innovation Health Holdings, LLC	DE	IA	Aetna ACO Holdings, Inc	Ownership	50.0	Aetna Inc	7
00001	AETNA INC	00000	95-3402799				Aetna Health of California Inc	CA	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	95935	23-2442048				Aetna Health Inc	CT	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	95088	59-2411584				Aetna Health Inc	FL	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	95094	58-1649568				Aetna Health Inc	GA	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	95517	01-0504252				Aetna Health Inc	ME	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	95756	23-2861565				Aetna Health Inc	MI	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	95287	52-1270921				Aetna Health Inc	NJ	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	95234	22-2663623				Aetna Health Inc	NY	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	14408	45-2634734				Aetna Better Health Inc	NY	IA	Aetna Health Inc (NY)	Ownership	100.0	Aetna Inc	
00001	AETNA INC	95109	23-2169745				Aetna Health Inc	PA	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	45-4901541				Aetna ACO Holdings, Inc	DE	NIA	Aetna Health Inc (PA)	Ownership	39.5	Aetna Inc	4
00001	AETNA INC	95490	76-0189680				Aetna Health Inc	TX	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	95040	74-1844335				AET Health Care Plan, Inc	TX	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	12328	20-2207534				Aetna Better Health Inc	GA	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	06-1160812				Aetna Dental of California Inc	CA	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	11183	22-2990909				Aetna Dental Inc	NJ	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	95910	06-1177531				Aetna Dental Inc	TX	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	30-0123760				Aetna Rx Home Delivery, LLC	DE	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	13-3670795				Aetna Health Management, LLC	DE	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	22-3187443				Aetna Ireland Inc	DE	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	04-3134551				Chickering Claims Administrators, Inc	MA	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	57-1209768				Aetna Specialty Pharmacy, LLC	DE	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	20-1274723				Cofinity, Inc	DE	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	23-2671370				@Credentials Inc	DE	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	57-0640344				Strategic Resource Company	SC	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	13735	27-0563973				Aetna Better Health Inc	PA	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	13174	26-2867560				Aetna Better Health Inc	CT	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	14043	27-2512072				Aetna Better Health Inc	IL	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	80-0629718				Aetna Better Health, Inc	LA	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	80-0671703				Aetna Better Health Inc	FL	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	14229	45-2764938				Aetna Better Health Inc	OH	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	46-3203088				Aetna Better Health Inc	NJ	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	04-2708160				Aetna Student Health Agency Inc	MA	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	73-1702453				Delaware Physicians Care, Incorporated	DE	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	01-0826783				Schaller Anderson Medical Administrators, Incorporated	DE	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	86-0842559				Aetna Medicaid Administrators LLC	AZ	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	45-2944270				iTriage, LLC	DE	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	16-1471176				Prodigy Health Group, Inc	DE	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	20-0438576				Niagara Re, Inc	NY	NIA	Prodigy Health Group, Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	52-2200070				Performax, Inc	DE	NIA	Prodigy Health Group, Inc	Ownership	100.0	Aetna Inc	

STATEMENT AS OF JUNE 30, 2014 OF THE CoventryCares of Michigan, Inc.

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00001	AETNA INC	00000	87-0632355				Scrip World, LLC	UT	NIA	Prodigy Health Group, Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	27-1760756				Precision Benefit Services, Inc	DE	NIA	Prodigy Health Group, Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	31-1368946				American Health Holding, Inc	OH	NIA	Prodigy Health Group, Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	16-1264154				Meritain Health, Inc	NY	NIA	Prodigy Health Group, Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	86-0537707				ADMINCO, Inc	AZ	NIA	Meritain Health, Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	86-0527428				Administrative Enterprises, Inc	AZ	NIA	Meritain Health, Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	16-1684061				U.S. Healthcare Holdings, LLC	OH	NIA	Meritain Health, Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	34-1670299				Prime Net, Inc	OH	NIA	Meritain Health, Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	34-1348032				Professional Risk Management, Inc	OH	NIA	Meritain Health, Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	68500	62-1181209				Continental Life Insurance Company of Brentwood, Tennessee	TN	IA	Aetna Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	12321	20-2901054				American Continental Insurance Company	TN	IA	Continental Life Insurance Company of Brentwood, Tennessee	Ownership	100.0	Aetna Inc	
00001	AETNA INC	60054	06-6033492				Aetna Life Insurance Company	CT	UIP	Aetna Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	45-4901541				Aetna ACO Holdings, Inc	DE	NIA	Aetna Life Insurance Company	Ownership	60.3	Aetna Inc	4
00001	AETNA INC	00000	06-1270755				AHP Holdings, Inc	CT	UDP	Aetna Life Insurance Company	Ownership	100.0	Aetna Inc	
00001	AETNA INC	36153	06-1286276				Aetna Insurance Company of Connecticut	CT		AHP Holdings, Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	06-1028469				AE Fourteen, Incorporated	CT	NIA	AHP Holdings, Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	06-1373153				Aetna Life Assignment Company	CT	NIA	AHP Holdings, Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	20-3678339				PE Holdings, LLC	CT	NIA	Aetna Life Insurance Company	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	06-1423207				Azalea Mall, L.L.C	DE	NIA	Aetna Life Insurance Company	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	00000				Canal Place, LLC	DE	NIA	Aetna Life Insurance Company	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	20-3180700				Aetna Ventures, LLC	DE	NIA	Aetna Life Insurance Company	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	81-0579372				Phoenix Data Center Hosting Services LLC	DE	NIA	Aetna Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	59-2108747				Broadspire National Services, Inc	FL	NIA	Aetna Life Insurance Company	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	41-2035961				Aetna Financial Holdings, LLC	DE	NIA	Aetna Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	26-2030792				Aetna Asset Advisors, LLC	DE	NIA	Aetna Financial Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	23-2354500				U.S. Healthcare Properties, Inc	PA	NIA	Aetna Financial Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	38-3704481				Aetna Capital Management, LLC	DE	NIA	Aetna Financial Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	11-3667142		0001314522		Aetna Partners Diversified Fund, LLC	DE	NIA	Aetna Capital Management, LLC	Ownership	100.0	Aetna Inc	1
00001	AETNA INC	00000	00000		0001460020		Aetna Partners Diversified Fund (Cayman), Limited	CYM	NIA	Aetna Capital Management, LLC	Ownership	100.0	Aetna Inc	2
00001	AETNA INC	00000	20-0446676				Aetna Workers' Comp Access, LLC	DE	NIA	Aetna Financial Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	20-0446713				Aetna Behavioral Health, LLC	DE	NIA	Aetna Financial Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	23-2670015				Managed Care Coordinators, Inc	DE	NIA	Aetna Financial Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	59-3269144				Horizon Behavioral Services, LLC	DE	NIA	Aetna Financial Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	61-1193498				Employee Assistance Services, LLC	KY	NIA	Horizon Behavioral Services, LLC	Ownership	100.0	Aetna Inc	

STATEMENT AS OF JUNE 30, 2014 OF THE CoventryCares of Michigan, Inc.

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00001	AETNA INC	00000	33-0052273				Health and Human Resource Center, Inc.	CA	IA	Horizon Behavioral Services, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	75-2420973				Resources for Living, LLC	TX	NIA	Horizon Behavioral Services, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	36-3681261				The Vasquez Group Inc	IL	NIA	Horizon Behavioral Services, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	22-3178125				Work and Family Benefits, Inc	NJ	NIA	Horizon Behavioral Services, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	27-1773021				Aetna Card Solutions, LLC	CT	NIA	Aetna Financial Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	20-5216478				PayFlex Holdings, Inc	DE	NIA	Aetna Financial Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	91-1774434				PayFlex Systems USA, Inc	NE	NIA	PayFlex Holdings, Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	78700	06-0876836				Aetna Health and Life Insurance Company	CT	IA	Aetna Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	72052	23-2710210				Aetna Health Insurance Company	PA	IA	Aetna Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	84450	57-0805126				Aetna Health Insurance Company of New York	NY	IA	Aetna Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	98-0166872				Aetna Risk Indemnity Company, LTD	BMU	IA	Aetna Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	06-1571642				Aetna International Inc	CT	NIA	Aetna Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	98-0211470				Aetna Life & Casualty (Bermuda) Ltd	BMU	IA	Aetna International Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000					Aetna Health Services (UK) Limited	GBR	NIA	Aetna International Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000					Aetna Insurance (Singapore) Pte. Ltd	SGP	IA	Aetna International Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000					Aetna Global Benefits (Bermuda) Limited	BMU	NIA	Aetna International Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000					Goodhealth Worldwide (Global) Limited	BMU	NIA	Aetna Global Benefits (Bermuda) Limited	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000					Aetna Global Benefits (Europe) Limited	BGR	NIA	Aetna Global Benefits (Bermuda) Limited	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000					Goodhealth Worldwide (Asia) Limited	HKG	NIA	Aetna Global Benefits (Bermuda) Limited	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000					Aetna Global Benefits Limited	ARE	NIA	Aetna Global Benefits (Bermuda) Limited	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000					PT. Aetna Global Benefits Indonesia	IDN	NIA	Aetna Global Benefits (Bermuda) Limited	Ownership	80.0	Aetna Inc	5
00001	AETNA INC	00000					Aetna Global Benefits (Middle East) LLC	ARE	NIA	Aetna Global Benefits (Bermuda) Limited	Ownership	49.0	Aetna Inc	6
00001	AETNA INC	00000					Aetna Global Benefits (Asia Pacific) Limited	HKG	NIA	Aetna Global Benefits (Bermuda) Limited	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000					Indian Health Organisation Private Limited	IND	NIA	Aetna Global Benefits (Asia Pacific) Limited	Ownership	0.0	Aetna Inc	3
00001	AETNA INC	00000					Aetna Health Insurance Company of Europe Limited	IRL	IA	Aetna International Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000					Aetna (Shanghai) Enterprise Services Co. Ltd	CHN	NIA	Aetna International Inc	Ownership	100.0	Aetna Inc	

16.2

STATEMENT AS OF JUNE 30, 2014 OF THE CoventryCares of Michigan, Inc.

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00001	AETNA INC	00000					Aetna (Beijing) Enterprise Management Services Co., Ltd.	CHN	NIA	Aetna (Shanghai) Enterprise Services Co. Ltd	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000					Aetna Global Benefits (Singapore) Pte. Ltd	SGP	NIA	Aetna International Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000					Indian Health Organisation Private Limited	IND	NIA	Aetna Global Benefits (Singapore) Pte. Ltd	Ownership	100.0	Aetna Inc	3
00001	AETNA INC	00000	22-2578985				AUSHC Holdings, Inc	CT	NIA	Aetna Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	06-1182176				PHPSNE Parent Corporation	DE	NIA	AUSHC Holdings, Inc	Ownership	55.0	Aetna Inc	8
00001	AETNA INC	00000	52-2182411				Active Health Management, Inc	DE	NIA	Aetna Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	23-3009341				Health Data & Management Solutions, Inc	DE	NIA	Active Health Management, Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	23-2604867				Aetna Integrated Informatics, Inc	PA	NIA	Active Health Management, Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	13980	27-2192415				Health Re, Inc	VT	IA	Aetna Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	51-0029326				ASI Wings, L.L.C.	DE	NIA	Aetna Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	33-0807547				Medicity, Inc	DE	NIA	Aetna Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	27-0259978				Novo Innovations, LLC	DE	NIA	Medicity Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	27-1170966				Allivant Corporation	DE	NIA	Medicity Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	15097	46-0674828				Innovation Health Insurance Company	VA	IA	Innovation Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	15098	46-0682197				Innovation Health Plan, Inc	VA	IA	Innovation Health Insurance Company	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000					Aetna Multi-Strategy 1099 Fund	DE	NIA	Aetna Life Insurance Company	Ownership	81.0	Aetna Inc	9
00001	AETNA INC	81973	75-1296086				Coventry Health and Life Insurance Company	MO	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	51-0406894				Coventry Financial Management Services, Inc	DE	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	96460	51-0293139				Coventry Health Care of Delaware, Inc	DE	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	95282	51-0353639				Coventry Health Care of Georgia, Inc	GA	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	52-1801446				Group Dental Service, Inc	MD	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	95283	51-0353638				Coventry Health Care of Pennsylvania, Inc	PA	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	95241	42-1244752				Coventry Health Care of Iowa, Inc	IA	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	95925	42-1308659				Coventry Health Care of Nebraska, Inc	NE	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	95173	74-2381406				Coventry Health Care of Louisiana, Inc	LA	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	95060	25-1264318				HealthAmerica Pennsylvania, Inc	PA	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	11102	23-2366731				HealthAssurance Pennsylvania, Inc	PA	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	47-0854096				Coventry Prescription Management Services, Inc	NV	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	96555	54-1576305				Coventry Health Care of Virginia, Inc	VA	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	

STATEMENT AS OF JUNE 30, 2014 OF THE CoventryCares of Michigan, Inc.

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00001	AETNA INC	00000	01-0646056				Coventry Transplant Network, Inc	DE	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	96377	43-1372307				Coventry Health Care of Missouri, Inc	MO	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	95318	43-1702094				HealthCare USA of Missouri, LLC	MO	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	95408	55-0712129				Coventry Health Care of West Virginia, Inc	WV	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	95321	20-0229117				Coventry Health Care of the Carolinas, Inc	NC	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	62-1411933				Coventry HealthCare Management Corporation	DE	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	14348	45-2493369				Coventry Health Care of Texas, Inc	TX	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	95489	48-0840330				Coventry Health Care of Kansas, Inc	KS	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	20-1736437				First Health Group Corp	DE	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	26-1582982				MHNet Specialty Services, LLC	MD	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	12193	20-1052897				CoventryCares of Michigan, Inc	MI	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	95407	87-0345631				Altius Health Plans Inc	UT	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	51-0410308				HealthAssurance Financial Services, Inc	DE	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	20-4416606				Aetna Better Health Inc	TN	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	74160	37-1241037				Coventry Health Care of Illinois, Inc	IL	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	20-8070994				Coventry Health Care National Accounts, Inc	DE	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	20-5185442				Coventry Health Care National Network, Inc	DE	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	20-8376354				Coventry Health Care Workers' Compensation, Inc	DE	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	20-1130063				Florida Health Plan Administrators, LLC	FL	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	26-1293772				Coventry Consumer Advantage, Inc	DE	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	20-4096903				First Script Network Service, Inc	NV	NIA	Coventry Health Care Workers Compensation, Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	06-1095987				MetraComp, Inc	CT	NIA	Coventry Health Care Workers Compensation, Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	74-2879984				Medical Examinations of New York, P.C	NY	NIA	Coventry Health Care Workers Compensation, Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	62-1266888				FOCUS Healthcare Management, Inc	TN	NIA	Coventry Health Care Workers Compensation, Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	26-2516000				Coventry Independent Medical Exam of Texas, PA	TX	NIA	Coventry Health Care Workers Compensation, Inc	Ownership	100.0	Aetna Inc	
00001	AETNA INC	90328	38-2242132				First Health Life & Health Insurance Company	TX	IA	First Health Group Corp	Ownership	100.0	Aetna Inc	
00001	AETNA INC	00000	87-0443226				Coventry Rehabilitation Services, Inc	DE	NIA	Coventry Health Care Workers Compensation, Inc	Ownership	100.0	Aetna Inc	

STATEMENT AS OF JUNE 30, 2014 OF THE CoventryCares of Michigan, Inc.

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00001	AETNA INC	00000	52-1320522				Claims Administration Corp.	MD	NIA	First Health Group Corp.	Ownership	100.0	Aetna Inc.	
00001	AETNA INC	81000	75-1431313				Cambridge Life Insurance Company	MO	IA	First Health Group Corp.	Ownership	100.0	Aetna Inc.	
00001	AETNA INC	95114	65-0986441				Coventry Health Care of Florida, Inc.	FL	IA	Florida Health Plan Administrators, LLC.	Ownership	100.0	Aetna Inc.	
00001	AETNA INC	95266	65-0453436				Coventry Health Plan of Florida, Inc.	FL	IA	Florida Health Plan Administrators, LLC.	Ownership	100.0	Aetna Inc.	
00001	AETNA INC	00000	59-3750548				Carefree Insurance Services, Inc.	FL	NIA	Florida Health Plan Administrators, LLC.	Ownership	100.0	Aetna Inc.	
00001	AETNA INC	95846	52-2056201				Group Dental Services of Maryland, Inc.	MD	IA	Group Dental Service, Inc.	Ownership	100.0	Aetna Inc.	
00001	AETNA INC	00000	37-1448790				Mental Health Network of New York IPA, Inc.	NY	NIA	MHNet Specialty Services, LLC	Ownership	100.0	Aetna Inc.	
00001	AETNA INC	12509	20-2516317				MHNet Life and Health Insurance Company	TX	IA	MHNet Specialty Services, LLC	Ownership	100.0	Aetna Inc.	
00001	AETNA INC	00000	72-1106596				Mental Health Associates, Inc.	LA	NIA	MHNet Specialty Services, LLC	Ownership	100.0	Aetna Inc.	
00001	AETNA INC	00000	46-2469464				Healthagen LLC	CT	NIA	Aetna Inc.	Ownership	100.0	Aetna Inc.	
00001	AETNA INC	00000	20-4276336				MHNet of Florida, Inc.	FL	NIA	MHNet Specialty Services, LLC	Ownership	100.0	Aetna Inc.	
00001	AETNA INC	00000	46-4325463				Aetna Health Finance, Inc.	DE	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc.	
00001	AETNA INC	00001					Spinnaker TopCo Limited	BMU	NIA	Aetna Global Benefits (Bermuda) Limited	Ownership	100.0	Aetna Inc.	
00001	AETNA INC	00002					Spinnaker BidCo Limited	GBR	NIA	Spinnaker TopCo Limited	Ownership	100.0	Aetna Inc.	
00001	AETNA INC	00003					InterGlobal HoldCo Limited	GBR	NIA	Spinnaker BidCo Limited	Ownership	100.0	Aetna Inc.	
00001	AETNA INC	00004					InterGlobal Japan Corporation Limited	JPN	NIA	InterGlobal HoldCo Limited	Ownership	100.0	Aetna Inc.	
00001	AETNA INC	00005					InterGlobal Limited	GBR	NIA	InterGlobal HoldCo Limited	Ownership	100.0	Aetna Inc.	
00001	AETNA INC	00006					InterGlobal Insurance Company Limited	GBR	IA	InterGlobal HoldCo Limited	Ownership	100.0	Aetna Inc.	

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Asterisk	Explanation
	Aetna Life Insurance Company and Aetna Health and Life Insurance Company own substantially all of the non-managing membership interests
	Aetna Life Insurance Company owns the Class C participating shares
	Aetna Global Benefits (Asia Pacific) Limited owns 0.019857% of Indian Health Organization Private Limited and Aetna Global Benefits (Singapore) Pte. Ltd. owns 99.980143%
	Aetna ACO Holdings, Inc. is owned by Aetna Life Insurance Company(60%), Aetna Health Inc. (PA) (39%) and Aetna Health Holdings, LLC (1%)
	Aetna Global Benefits (Bermuda) Limited owns 80% and 20% is owned by Suhatsyah Rivai, Aetna's Nominee
	Aetna Global Benefits (Bermuda) Limited owns 49% and 51% is owned by Euro Gulf LLC, Aetna's Nominee
	Aetna ACO Holdings Inc. owns 50% and 50% is owned by Innovation Health System Foundation, an unaffiliated company
	55% is owned by AUSHC Holdings, Inc. The remaining 45% is owned by thirteen different hospitals (non-affiliates) which are shareholders with varying degrees of ownership
	81% is invested and owned by Aetna Life Insurance Company and 19% is invested and owned by external accredited investors

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

RESPONSE

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

.....YES.....

Explanation:

Bar Code:

OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A – VERIFICATION

Real Estate

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	0	0
2.2 Additional investment made after acquisition	0	0
3. Current year change in encumbrances	NONE	0
4. Total gain (loss) on disposals	0	0
5. Deduct amounts received on disposals	0	0
6. Total foreign exchange change in book/adjusted carrying value	0	0
7. Deduct current year's other-than-temporary impairment recognized	0	0
8. Deduct current year's depreciation	0	0
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	0	0
10. Deduct total nonadmitted amounts	0	0
11. Statement value at end of current period (Line 9 minus Line 10)	0	0

SCHEDULE B – VERIFICATION

Mortgage Loans

	1 Year To Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	0	0
2.2 Additional investment made after acquisition	0	0
3. Capitalized deferred interest and other	0	0
4. Accrual of discount	0	0
5. Unrealized valuation increase (decrease)	NONE	0
6. Total gain (loss) on disposals	0	0
7. Deduct amounts received on disposals	0	0
8. Deduct amortization of premium and mortgage interest points and commitment fees	0	0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest	0	0
10. Deduct current year's other-than-temporary impairment recognized	0	0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Total valuation allowance	0	0
13. Subtotal (Line 11 plus Line 12)	0	0
14. Deduct total nonadmitted amounts	0	0
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	0	0
2.2 Additional investment made after acquisition	0	0
3. Capitalized deferred interest and other	NONE	0
4. Accrual of discount	0	0
5. Unrealized valuation increase (decrease)	0	0
6. Total gain (loss) on disposals	0	0
7. Deduct amounts received on disposals	0	0
8. Deduct amortization of premium and depreciation	0	0
9. Total foreign exchange change in book/adjusted carrying value	0	0
10. Deduct current year's other-than-temporary impairment recognized	0	0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7+8+9-10)	0	0
12. Deduct total nonadmitted amounts	0	0
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	17,803,957	18,504,636
2. Cost of bonds and stocks acquired	0	10,792,217
3. Accrual of discount	1,845	13,784
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	(690)	363,079
6. Deduct consideration for bonds and stocks disposed of	118,492	11,722,147
7. Deduct amortization of premium	87,718	147,612
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other-than-temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	17,598,902	17,803,957
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	17,598,902	17,803,957

STATEMENT AS OF JUNE 30, 2014 OF THE CoventryCares of Michigan, Inc.

SCHEDULE D - PART 1B

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

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a).....	25,064,348	52,588,228	51,470,075	479,713	25,064,349	26,662,214	0	21,421,662
2. NAIC 2 (a).....	3,391,246	0	0	(514,144)	3,391,246	2,877,102	0	3,405,457
3. NAIC 3 (a).....	0	0	0	0	0	0	0	0
4. NAIC 4 (a).....	0	0	0	0	0	0	0	0
5. NAIC 5 (a).....	0	0	0	0	0	0	0	0
6. NAIC 6 (a).....	0	0	0	0	0	0	0	0
7. Total Bonds	28,455,594	52,588,228	51,470,075	(34,431)	28,455,595	29,539,316	0	24,827,119
PREFERRED STOCK								
8. NAIC 1.....	0	0	0	0	0	0	0	0
9. NAIC 2.....	0	0	0	0	0	0	0	0
10. NAIC 3.....	0	0	0	0	0	0	0	0
11. NAIC 4.....	0	0	0	0	0	0	0	0
12. NAIC 5.....	0	0	0	0	0	0	0	0
13. NAIC 6.....	0	0	0	0	0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	28,455,594	52,588,228	51,470,075	(34,431)	28,455,595	29,539,316	0	24,827,119

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$11,940,413 ; NAIC 2 \$0 ;
NAIC 3 \$0 ; NAIC 4 \$0 ; NAIC 5 \$0 ; NAIC 6 \$0

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SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	596	XXX	596	0	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	54,632	0
2. Cost of short-term investments acquired	188,485	34,960,311
3. Accrual of discount	0	0
4. Unrealized valuation increase (decrease).....	0	0
5. Total gain (loss) on disposals	0	0
6. Deduct consideration received on disposals	242,521	34,905,679
7. Deduct amortization of premium.....	0	0
8. Total foreign exchange change in book/adjusted carrying value.....	0	0
9. Deduct current year's other-than-temporary impairment recognized.....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	596	54,632
11. Deduct total nonadmitted amounts.....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	596	54,632

Schedule DB - Part A - Verification

NONE

Schedule DB - Part B - Verification

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part C - Section 2

NONE

Schedule DB - Verification

NONE

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	6,968,528	7,418,552
2. Cost of cash equivalents acquired	94,837,444	115,569,196
3. Accrual of discount	13,845	18,117
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals.....	0	12
6. Deduct consideration received on disposals	89,880,000	116,037,349
7. Deduct amortization of premium	0	0
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	11,939,817	6,968,528
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	11,939,817	6,968,528

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

Schedule BA - Part 2

NONE

Schedule BA - Part 3

NONE

Schedule D - Part 3

NONE

STATEMENT AS OF JUNE 30, 2014 OF THE CoventryCares of Michigan, Inc.

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)	
Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																						
31297P-Z2-0...	FED HOME LOAN MTGE CORP GOLD POOL NO 5		06/01/2014	Paydown		2,171	2,171	2,197	2,196	0	(24)	0	(24)	0	2,171	0	0	0	59	05/01/2035	1	
31306Y-R3-7...	FREDDIE MAC GOLD POOL CONVENTIONAL 15 YE		06/01/2014	Paydown		8,003	8,003	8,354	8,335	0	(332)	0	(332)	0	8,003	0	0	0	83	12/01/2027	1	
31326U-H9-8...	FED HOME LOAN MTGE CORP GOLD POOL NO 3		06/01/2014	Paydown		9,307	9,307	9,627	9,619	0	(312)	0	(312)	0	9,307	0	0	0	116	06/01/2042	1	
3132HL-F4-0...	FED HOME LOAN MTGE CORP GOLD POOL NO 3		06/01/2014	Paydown		2,867	2,867	3,024	3,020	0	(153)	0	(153)	0	2,867	0	0	0	42	08/01/2042	1	
31407H-3F-1...	FED NATL MTGE ASSN POOL NO 6.000% 07/0		06/01/2014	Paydown		3,950	3,950	3,893	3,894	0	55	0	55	0	3,950	0	0	0	105	07/01/2036	1	
31407T-JK-7...	FED NATL MTGE ASSN POOL NO 6.000% 10/0		06/01/2014	Paydown		169	169	170	170	0	(1)	0	(1)	0	169	0	0	0	4	10/01/2035	1	
3199999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions						26,467	26,467	27,265	27,234	0	(767)	0	(767)	0	26,467	0	0	0	409	XXX	XXX	
8399997 - Subtotals - Bonds - Part 4						26,467	26,467	27,265	27,234	0	(767)	0	(767)	0	26,467	0	0	0	0	409	XXX	XXX
8399999 - Subtotals - Bonds						26,467	26,467	27,265	27,234	0	(767)	0	(767)	0	26,467	0	0	0	0	409	XXX	XXX
9999999 Totals						26,467	XXX	27,265	27,234	0	(767)	0	(767)	0	26,467	0	0	0	0	409	XXX	XXX

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

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part D - Section 1

NONE

Schedule DB - Part D - Section 2

NONE

Schedule DL - Part 1

NONE

Schedule DL - Part 2

NONE



**SUPPLEMENT FOR THE QUARTER ENDING JUNE 30, 2014 OF THE CoventryCares of Michigan, Inc.
 MEDICARE PART D COVERAGE SUPPLEMENT**

(Net of Reinsurance)

NAIC Group Code.....1137

NAIC Company Code.....12193

	Individual Coverage		Group Coverage		5 Total Cash
	1 Insured	2 Uninsured	3 Insured	4 Uninsured	
1. Premiums Collected.....		XXX		XXX	.0
2. Earned Premiums		XXX		XXX	XXX
3. Claims Paid.....		XXX		XXX	.0
4. Claims Incurred.....		XXX		XXX	XXX
5. Reinsurance Coverage and Low Income Cost Sharing – Claims Paid Net of Reimbursements Applied (a)	XXX	NONE			.0
6. Aggregate Policy Reserves - Change.....		XXX		XXX	XXX
7. Expenses Paid.....		XXX		XXX	.0
8. Expenses Incurred.....		XXX		XXX	XXX
9. Underwriting Gain or Loss.....	.0	XXX	.0	XXX	XXX
10. Cash Flow Result	XXX	XXX	XXX	XXX	0

(a) Uninsured Receivable/Payable with CMS at End of Quarter: \$ due from CMS or \$ due to CMS