95814201420100103 2014 Document Code: 201

QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2014

OF THE CONDITION AND AFFAIRS OF THE

HAP Midwest Health Plan, Inc.

NAIC Group Code 1311 (Current Period), 1311 (Prior Period) NAIC Company Code 95814 Employer's ID Number 38-3123777

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

Country of Domicile United States of America

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

Incorporated/Organized 01/01/1994 Commenced Business 01/01/1994

Statutory Home Office 4700 Schaefer Road Ste. 340 (Street and Number), Dearborn, MI, 48126 (City or Town, State, Country and Zip Code)

Main Administrative Office 4700 Schaefer Road Ste. 340 (Street and Number)
Dearborn, MI, 48126 (City or Town, State, Country and Zip Code) (313)581-3700 (Area Code) (Telephone Number)

Mail Address 4700 Schaefer Road Ste. 340 (Street and Number or P.O. Box), Dearborn, MI, 48126 (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 4700 Schaefer Rd. Ste. 340 (Street and Number)
Dearborn, MI, 48126 (City or Town, State, Country and Zip Code) (313)581-3700 (Area Code) (Telephone Number)

Internet Web Site Address www.Hap.org\midwest

Statutory Statement Contact Paul E Stevenson, CPA (Name) (313)586-6067 (Area Code)(Telephone Number)(Extension)
pstevenson@midwesthealthplan.com (E-Mail Address) (313)429-5167 (Fax Number)

OFFICERS

Name	Title
James Connelly	Chairman of the Board
Mark Saffer	President
Dan Champney	Secretary
Mary Ann Tournoux	Treasurer

OTHERS

Allen A. Kessler CPA
Mark H. Tucker MD

DIRECTORS OR TRUSTEES

James Connelly
Dan Champney
John Lindsey
Mark Saffer
Mary Ann Tournoux
Tibbitha McCubbin

State of Michigan
County of Wayne ss

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

(Signature)	(Signature)	(Signature)
Mark Saffer	Dan Champney	Allen Kessler
(Printed Name)	(Printed Name)	(Printed Name)
1.	2.	3.
President	Secretary	VP & Chief Financial Officer
(Title)	(Title)	(Title)

Subscribed and sworn to before me this _____ day of _____, 2014

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

(Notary Public Signature)

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
1. Bonds	16,053,840		16,053,840	1,045,458
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks				
3. Mortgage loans on real estate:				
3.1 First liens				
3.2 Other than first liens				
4. Real estate:				
4.1 Properties occupied by the company (less $.....0 encumbrances)				
4.2 Properties held for the production of income (less $.....0 encumbrances)				
4.3 Properties held for sale (less $.....0 encumbrances)				
5. Cash ($.....17,140,899), cash equivalents ($.....0) and short-term investments ($.....59,812,263)	76,953,162		76,953,162	75,232,175
6. Contract loans (including $.....0 premium notes)				
7. Derivatives				
8. Other invested assets				
9. Receivables for securities				
10. Securities lending reinvested collateral assets				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	93,007,002		93,007,002	76,277,634
13. Title plants less $.....0 charged off (for Title insurers only)				
14. Investment income due and accrued	90,152		90,152	2,768
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection				
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $.....0 earned but unbilled premiums)				
15.3 Accrued retrospective premiums				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	901,518		901,518	198,003
16.2 Funds held by or deposited with reinsured companies				
16.3 Other amounts receivable under reinsurance contracts				
17. Amounts receivable relating to uninsured plans				
18.1 Current federal and foreign income tax recoverable and interest thereon				47,497
18.2 Net deferred tax asset	2,760,435	254,607	2,505,828	3,365,228
19. Guaranty funds receivable or on deposit				
20. Electronic data processing equipment and software	434,164	434,164		
21. Furniture and equipment, including health care delivery assets ($.....0)	104,595	104,595		
22. Net adjustments in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates				
24. Health care ($.....1,525,000) and other amounts receivable	15,250,477		15,250,477	2,165,090
25. Aggregate write-ins for other than invested assets	631,318	631,318		
26. TOTAL assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	113,179,661	1,424,684	111,754,976	82,056,220
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. TOTAL (Lines 26 and 27)	113,179,661	1,424,684	111,754,976	82,056,220
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page				
1199. TOTALS (Lines 1101 through 1103 plus 1198) (Line 11 above)				
2501. Prepaid Assets	631,318	631,318		
2502.				
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page				
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	631,318	631,318		

LIABILITIES, CAPITAL AND SURPLUS

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less $.....0 reinsurance ceded)	53,138,218		53,138,218	37,042,412
2.	Accrued medical incentive pool and bonus amounts	657,632		657,632	860,377
3.	Unpaid claims adjustment expenses	993,127		993,127	958,626
4.	Aggregate health policy reserves, including the liability of $.....0 for medical loss ratio rebate per the Public Health Service Act				
5.	Aggregate life policy reserves				
6.	Property/casualty unearned premium reserve				
7.	Aggregate health claim reserves				
8.	Premiums received in advance				
9.	General expenses due or accrued	3,825,922		3,825,922	2,040,895
10.1	Current federal and foreign income tax payable and interest thereon (including $.....0 on realized gains (losses))	183,161		183,161	
10.2	Net deferred tax liability				
11.	Ceded reinsurance premiums payable				
12.	Amounts withheld or retained for the account of others				
13.	Remittances and items not allocated				
14.	Borrowed money (including $.....0 current) and interest thereon $.....0 (including $.....0 current)				
15.	Amounts due to parent, subsidiaries and affiliates	93,821		93,821	125,665
16.	Derivatives				
17.	Payable for securities	191,112		191,112	
18.	Payable for securities lending				
19.	Funds held under reinsurance treaties with ($.....0 authorized reinsurers, $.....0 unauthorized reinsurers and $.....0 certified reinsurers)				
20.	Reinsurance in unauthorized and certified ($.....0) companies				
21.	Net adjustments in assets and liabilities due to foreign exchange rates				
22.	Liability for amounts held under uninsured plans	231,000		231,000	231,000
23.	Aggregate write-ins for other liabilities (including $.....0 current)	6,506,161		6,506,161	9,396,663
24.	Total liabilities (Lines 1 to 23)	65,820,153		65,820,153	50,655,639
25.	Aggregate write-ins for special surplus funds	XXX	XXX	5,571,623	
26.	Common capital stock	XXX	XXX	186,230	186,230
27.	Preferred capital stock	XXX	XXX		
28.	Gross paid in and contributed surplus	XXX	XXX	33,770	33,770
29.	Surplus notes	XXX	XXX		
30.	Aggregate write-ins for other than special surplus funds	XXX	XXX		
31.	Unassigned funds (surplus)	XXX	XXX	40,143,200	31,180,581
32.	Less treasury stock, at cost:				
	32.1 .....0 shares common (value included in Line 26 $.....0)	XXX	XXX		
	32.2 .....0 shares preferred (value included in Line 27 $.....0)	XXX	XXX		
33.	Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	45,934,823	31,400,581
34.	Total Liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	111,754,976	82,056,220
DETAILS OF WRITE-INS					
2301.	Liability - State Tax Refunds	6,506,161		6,506,161	9,396,663
2302.					
2303.					
2398.	Summary of remaining write-ins for Line 23 from overflow page				
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)	6,506,161		6,506,161	9,396,663
2501.	Health Insurance Providers Fee 2015 Reserve	XXX	XXX	5,571,623	
2502.		XXX	XXX		
2503.		XXX	XXX		
2598.	Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX		
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	5,571,623	
3001.		XXX	XXX		
3002.		XXX	XXX		
3003.		XXX	XXX		
3098.	Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX		
3099.	TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX		

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	781,696	720,914	959,982
2.	Net premium income (including $.....0 non-health premium income)	XXX	276,327,265	220,035,523	295,160,840
3.	Change in unearned premium reserves and reserves for rate credits	XXX			
4.	Fee-for-service (net of $.....0 medical expenses)	XXX			
5.	Risk revenue	XXX			
6.	Aggregate write-ins for other health care related revenues	XXX	(311,117)	(442,428)	(580,645)
7.	Aggregate write-ins for other non-health revenues	XXX			
8.	Total revenues (Lines 2 to 7)	XXX	276,016,147	219,593,095	294,580,195
Hospital and Medical:					
9.	Hospital/medical benefits		158,423,364	139,630,837	186,597,573
10.	Other professional services		16,029,164	12,554,513	16,653,205
11.	Outside referrals		2,768,340	2,802,030	3,491,915
12.	Emergency room and out-of-area		14,635,244	13,156,770	17,208,425
13.	Prescription drugs		29,584,919	24,376,357	33,185,508
14.	Aggregate write-ins for other hospital and medical				
15.	Incentive pool, withhold adjustments and bonus amounts		1,909,000	2,374,000	2,583,355
16.	Subtotal (Lines 9 to 15)		223,350,031	194,894,506	259,719,979
Less:					
17.	Net reinsurance recoveries		703,515	218,868	297,799
18.	Total hospital and medical (Lines 16 minus 17)		222,646,515	194,675,637	259,422,180
19.	Non-health claims (net)				
20.	Claims adjustment expenses, including $.....1,480,468 cost containment expenses		3,246,860	2,924,725	3,657,902
21.	General administrative expenses		26,089,649	11,463,391	15,200,497
22.	Increase in reserves for life and accident and health contracts (including $.....0 increase in reserves for life only)				
23.	Total underwriting deductions (Lines 18 through 22)		251,983,024	209,063,753	278,280,579
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	24,033,123	10,529,342	16,299,616
25.	Net investment income earned		204,866	21,574	24,723
26.	Net realized capital gains (losses) less capital gains tax of $.....0				
27.	Net investment gains or (losses) (Lines 25 plus 26)		204,866	21,574	24,723
28.	Net gain or (loss) from agents' or premium balances charged off [(amount recovered $.....0) (amount charged off $.....0)]				
29.	Aggregate write-ins for other income or expenses				
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	24,237,989	10,550,916	16,324,339
31.	Federal and foreign income taxes incurred	XXX	8,930,659	3,851,084	6,884,407
32.	Net income (loss) (Lines 30 minus 31)	XXX	15,307,331	6,699,832	9,439,932
DETAILS OF WRITE-INS					
0601.	Revenue-Other	XXX	283,577	197,845	253,793
0602.	Management Fee Income	XXX	352,500	352,500	491,388
0603.	Child & Adolescent Health Center Fee	XXX	(947,194)	(992,773)	(1,325,827)
0698.	Summary of remaining write-ins for Line 6 from overflow page	XXX			
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	(311,117)	(442,428)	(580,645)
0701.		XXX			
0702.		XXX			
0703.		XXX			
0798.	Summary of remaining write-ins for Line 7 from overflow page	XXX			
0799.	TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX			
1401.					
1402.					
1403.					
1498.	Summary of remaining write-ins for Line 14 from overflow page				
1499.	TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above)				
2901.					
2902.					
2903.					
2998.	Summary of remaining write-ins for Line 29 from overflow page				
2999.	TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above)				

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
	CAPITAL & SURPLUS ACCOUNT			
33.	Capital and surplus prior reporting year	31,400,581	26,822,417	26,822,417
34.	Net income or (loss) from Line 32	15,307,331	6,699,832	9,439,932
35.	Change in valuation basis of aggregate policy and claim reserves			
36.	Change in net unrealized capital gains (losses) less capital gains tax of $.....0			
37.	Change in net unrealized foreign exchange capital gain or (loss)			
38.	Change in net deferred income tax	(1,651,859)		1,700,850
39.	Change in nonadmitted assets	878,770	(345,163)	541,383
40.	Change in unauthorized and certified reinsurance			
41.	Change in treasury stock			
42.	Change in surplus notes			
43.	Cumulative effect of changes in accounting principles			
44.	Capital Changes:			
	44.1 Paid in			
	44.2 Transferred from surplus (Stock Dividend)			
	44.3 Transferred to surplus			
45.	Surplus adjustments:			
	45.1 Paid in			
	45.2 Transferred to capital (Stock Dividend)			
	45.3 Transferred from capital			
46.	Dividends to stockholders			(7,104,000)
47.	Aggregate write-ins for gains or (losses) in surplus			
48.	Net change in capital and surplus (Lines 34 to 47)	14,534,242	6,354,669	4,578,165
49.	Capital and surplus end of reporting period (Line 33 plus 48)	45,934,823	33,177,085	31,400,581
DETAILS OF WRITE-INS				
4701.				
4702.				
4703.				
4798.	Summary of remaining write-ins for Line 47 from overflow page			
4799.	TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above)			

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	276,327,265	221,487,942	296,262,738
2.	Net investment income	191,717	24,562	29,353
3.	Miscellaneous income	(311,117)	(442,428)	(580,645)
4.	TOTAL (Lines 1 to 3)	276,207,864	221,070,076	295,711,446
5.	Benefit and loss related payments	207,456,970	191,483,500	254,078,387
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	27,314,282	14,224,333	18,677,498
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of $.....0 tax on capital gains (losses)	8,700,000	4,712,967	6,180,076
10.	TOTAL (Lines 5 through 9)	243,471,251	210,420,800	278,935,961
11.	Net cash from operations (Line 4 minus Line 10)	32,736,613	10,649,275	16,775,485
	Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds	14,414,867		1,025,000
	12.2 Stocks			
	12.3 Mortgage loans			
	12.4 Real estate			
	12.5 Other invested assets			
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments			
	12.7 Miscellaneous proceeds	203,387		
	12.8 TOTAL investment proceeds (Lines 12.1 to 12.7)	14,618,254		1,025,000
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds	29,509,758		1,047,991
	13.2 Stocks			
	13.3 Mortgage loans			
	13.4 Real estate			
	13.5 Other invested assets			
	13.6 Miscellaneous applications			
	13.7 TOTAL investments acquired (Lines 13.1 to 13.6)	29,509,758		1,047,991
14.	Net increase (or decrease) in contract loans and premium notes			
15.	Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(14,891,504)		(22,991)
	Cash from Financing and Miscellaneous Sources			
16.	Cash provided (applied):			
	16.1 Surplus notes, capital notes			
	16.2 Capital and paid in surplus, less treasury stock			
	16.3 Borrowed funds			
	16.4 Net deposits on deposit-type contracts and other insurance liabilities			
	16.5 Dividends to stockholders			7,104,000
	16.6 Other cash provided (applied)	(16,124,122)	5,360,607	5,130,154
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(16,124,122)	5,360,607	(1,973,846)
	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)	1,720,987	16,009,882	14,778,648
19.	Cash, cash equivalents and short-term investments:			
	19.1 Beginning of year	75,232,175	60,453,527	60,453,527
	19.2 End of period (Line 18 plus Line 19.1)	76,953,162	76,463,409	75,232,175

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

20.0001				

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	79,419	2,310						843	76,266	
2. First Quarter	80,728	2,050						944	77,734	
3. Second Quarter	92,556	1,829						1,050	89,677	
4. Third Quarter	90,597	1,969						1,184	87,444	
5. Current Year										
6. Current Year Member Months	781,696	17,903						9,215	754,578	
Total Member Ambulatory Encounters for Period:										
7. Physician	381,050	4,934						11,306	364,810	
8. Non-Physician	303,680	2,364						8,821	292,495	
9. Total	684,730	7,298						20,127	657,305	
10. Hospital Patient Days Incurred	26,338	44						1,532	24,762	
11. Number of Inpatient Admissions	6,184	13						267	5,904	
12. Health Premiums Written (a)	277,349,714	2,419,367						9,199,579	265,730,768	
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	277,349,714	2,419,367						9,199,579	265,730,768	
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	206,753,455	1,244,626						7,906,446	197,602,383	
18. Amount Incurred for Provision of Health Care Services	222,646,515	1,363,875						8,473,024	212,809,617	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $.....9,199,579.

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 days	6 Over 120 Days	7 Total
Individually Listed Claims Unpaid						
HRA/GME/SNAF	11,819,400					11,819,400
Pharmacy Benefit Manager	1,910,325					1,910,325
PCP-IPP Enhanced Payment	9,680,783					9,680,783
0199999 Individually Listed Claims Unpaid	23,410,509					23,410,509
0499999 Subtotals	23,410,509					23,410,509
0599999 Unreported claims and other claim reserves						29,727,709
0799999 Total Claims Unpaid						53,138,218
0899999 Accrued Medical Incentive Pool And Bonus Amounts						657,632

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1	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	Claims Incurred in Prior Years (Columns 1+3)	Estimated Claim Reserve and Claim Liability Dec 31 of Prior Year
1. Comprehensive (hospital & medical)	133,006	1,096,430	32,619	375,194	165,625	292,375
2. Medicare Supplement						
3. Dental only						
4. Vision only						
5. Federal Employees Health Benefits Plan						
6. Title XVIII - Medicare	1,294,769	6,587,945	151,953	2,064,642	1,446,721	1,626,285
7. Title XIX - Medicaid	28,078,958	167,450,601	905,912	49,607,897	28,984,870	35,123,752
8. Other health						
9. Health subtotal (Lines 1 to 8)	29,506,732	175,134,977	1,090,484	52,047,734	30,597,216	37,042,412
10. Healthcare receivables (a)						
11. Other non-health						
12. Medical incentive pools and bonus amounts	539,506	1,572,240		657,632	539,506	860,377
13. Totals (Lines 9 - 10 + 11 + 12)	30,046,238	176,707,217	1,090,484	52,705,366	31,136,722	37,902,789

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

Notes to Financial Statement

1. Summary of Significant Accounting Policies

A. Accounting Practices

The accompanying financial statements of Midwest Health Plan, Inc. (Plan) have been prepared in accordance with the *NAIC Accounting Practices and Procedures Manual (NAPPM)* and the NAIC Annual Statement Instructions (NASI) to the extent that these accounting practices, procedures and reporting standards are not modified by accounting practices prescribed or permitted by the State of Michigan Department of Insurance and Financial Services (DIFS).

DIFS recognizes only statutory accounting practices prescribed or permitted by the State of Michigan for determining the financial condition and results of operation of an insurance company. The *NAPPM* has been adopted as a component of prescribed or permitted practices by DIFS.

A reconciliation of the Plan's net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the State of Michigan is shown below:

		State of Domicile	2014	2013
NET INCOME				
(1)	MHP State Basis (Page 4, Line 32, Columns 2 & 3)	Michigan	$15,307,331	$9,439,932
(2)	State Prescribed Practices that increase/(decrease) NAIC SAP: NONE	Michigan		
(3)	State Permitted Practices that increase/(decrease) NAIC SAP: NONE	Michigan		
(4)	NAIC SAP (1-2-3=4)	Michigan	$15,307,331	$9,439,932
SURPLUS				
(5)	MHP State Basis (Page 3, Line 33, Columns 3&4)	Michigan	$45,824,851	$31,400,581
(6)	State Prescribed Practices that increase/(decrease) NAIC SAP: NONE	Michigan		
(7)	State Permitted Practices that increase/(decrease) NAIC SAP: NONE	Michigan		
(8)	NAIC SAP (5-6-7=8)	Michigan	$45,824,851	$31,400,581

Financial statements prepared on the statutory basis vary in some respects from those prepared in accordance with accounting principles generally accepted in the United States of America (GAAP), and in some cases, those differences may be material. The significant accounting principles, as outlined above, were followed in the preparation of the statutory basis financial statements. Had the financial statements been prepared in accordance with the accounting principles generally accepted in the United States of America, the following differences would have been noted:

- Certain assets are "non-admitted" and are charged against surplus, such as prepaid expenses, electronic data processing equipment and software, furniture and deferred tax assets.

- Purchase Price Accounting (Goodwill and Other Intangibles) Assets, amortization and associated Deferred Taxes are recorded on the acquired company's GAAP financial statements. Our parent corporation, HAP, has accounted for its investment in the Plan in accordance with Statement of Statutory Accounting Principles (SSAP) No 68, *Business Combinations and Goodwill*.

- Deferred income taxes are admitted in accordance with Statement of Statutory Accounting Principle (SSAP) No. 101, Income Taxes, a Replacement of SSAP No. 10R and SSAP No. 10 effective January 1, 2012. Changes in deferred income taxes are credited or charged directly to unassigned surplus as opposed to income tax expense.

- The classification of items included in the Statements of Cash Flows - statutory basis differs from GAAP.

- The disclosures required by the statutory basis differ from GAAP.

B. Use of Estimates - No significant change

C. Accounting Policy

The Plan operates under a capitated Medicaid contract and a MiChild contract with the Michigan Department of Community Health (MDCH). In addition, the Plan has a contract with the Centers for Medicare and Medicaid Services (CMS) for Medicare beneficiaries. For 2014 and 2013, these contracts provided the majority of the Plan's operating revenues. Revenue is recognized during the month in which coverage for enrolled members is in effect. Amounts receivable or payable as a result of the contract reconciliation process are recorded in the year known or a reasonable estimate is determinable

1. Short–term investments – No significant change
2. Bonds – No significant change
3. Common Stocks – Not applicable
4. Preferred Stocks – Not applicable
5. Mortgage Loans – Not applicable

Notes to Financial Statement

6. Loan–backed securities- Loan-backed securities are stated at amortized cost or the lower of amortized cost or fair value based on the NAIC designation of the underlying security. The retrospective method is used to value all securities. Amortized cost is determined utilizing the scientific interest method.

7. Investments in Subsidiaries, controlled and affiliated companies – Not applicable

8. Investments in Joint Ventures, partnerships and limited liability companies – Not applicable

9. Derivatives – Not applicable

10. The Company was not required to record a premium deficiency reserve at December 31, 2013.

11. The Plan's method of estimating liabilities for unpaid medical claims – No significant change

12. Capitalization policy – No modification of capitalization policy

13. Pharmaceutical/Rebates Receivable – No significant change

2. Accounting Change and Correction of Errors

Not applicable

3. Business Combination and Goodwill

A. Statutory Purchase Method- Not applicable

B. Statutory Merger- Not applicable

C. Assumption Reinsurance- Not applicable

D. Impairment Loss- Not applicable

4. Discontinued Operations

Not applicable

5. Investments

A. Mortgage Loans – Not applicable

B. Debt Restructuring – Not applicable
C. Reverse Mortgages – Not applicable

D. Loan-Backed Securities–

(1) Prepayment assumptions for loan-backed and asset backed securities are obtained from broker dealer survey values.

(2) – (3) Securities with a recognized other-than-temporary-impairment (OTTI): The Plan has not recognized any OTTI.

(4) Securities for which an OTTI has not been recognized in earnings as a realized loss:

a. The aggregate amount of unrealized losses:
   1. Less than 12 months $15,090
   2. 12 months or longer $0

b. The aggregate related fair value of securities with unrealized losses:
   1. Less than 12 months $1,400,944
   2. 12 months or longer $0

(5) In considering whether an investment is other-than-temporarily-impaired, management considers its ability and intent to hold the investment, the severity of the decline in fair value and the duration of the impairment, among other factors. Management has determined that it has the ability and intent to hold indefinitely its investment in loan-backed securities and that the severity and duration of any impairment are insufficient to indicate an OTTI.

E. Repurchase Agreements – Not applicable

F. Real Estate – Not applicable

G. Investment in Low-Income Housing Tax Credits – Not applicable

H. Restricted Assets- No significant change

6. Joint Ventures, Partnerships and Limited Liability Companies

A. The Plan has no investments in Joint Ventures, Partnerships, or limited Liability Companies that exceed 10% of its admitted assets

B. The Plan did not recognize any impairment write down for investments in Joint Ventures, Partnerships and, Limited Liability Companies during the Statement Periods.

7. Investment Income

Not applicable

Notes to Financial Statement

8. Derivative Instruments

Not applicable

9. Income Taxes

No Change in the Admitted and Non-Admitted Deferred Tax Asset methodology.
$8,930,659 is the estimated Federal Income Tax for the nine months ended September 30, 2014.

10. Information Concerning Parent, Subsidiaries and Affiliates

No significant change

11. Debt

Not applicable

12. Employee Benefit Plan

A. Defined Benefit Plan - Not applicable

B. Investment Policies and Strategies – Not applicable

C. Fair Value of Each Class of Plan Assets – Not applicable

D. Basis to determine the overall expected long-term rate of return on assets assumptions – Not applicable

E. Defined Contribution Plan – No significant change

F. Multiemployer Plans – Not applicable

G. Consolidated/Holding Company Plans– Not applicable

H. Post-employment Benefits and Compensated Absences – Not applicable

I. Impact of Medicare Modernization Act on Postretirement Benefits – Not applicable

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

1. Capital stock – No significant change
2. Preferred stock – Not applicable
3. Dividend Restrictions - No significant change
4. Dates and amounts of dividends paid - No significant change
5. Dividend Restrictions Based on Profits - No significant change
6. Restrictions on Unassigned Funds (Surplus) – Not applicable
7. Advances to Surplus not Repaid – Not applicable.
8. Stock held for Special Purposes – Not applicable.
9. Changes in special Surplus funds – MHP has recorded one quarter of the 2015 estimated Health Insurance Provider Fee to the surplus in the Special Surplus Funds.
10. There are no cumulative unrealized gains and losses that reduce Unassigned funds (Surplus)
11. Surplus Notes – Not applicable
12. Impact of a Restatement Due to a Quasi-reorganization – Not applicable
13. The Effective Date(s) of a Quasi-Reorganization for the Prior Ten Years – Not applicable

14. Commitments and Contingencies

A. Contingent Commitments - Not applicable

B. Guaranty fund and other assessments - Not applicable

C. Gain Contingencies - Not applicable

D. Claims Related Extra Contractual Obligation and Bad, Faith Losses Stemming from Lawsuits - Not applicable

E. All Other Contingencies - Not applicable

Notes to Financial Statement

15. Leases

A. Lessee Operating Lease

1 A general description of the lessee's leasing arrangements – No significant change
2 Leases having initial or remaining noncancelable lease terms in excess of one year – No significant change
3 For sale-leaseback transactions – Not applicable

B. Lessor Leases – Not applicable

C. Leveraged Leases – Not applicable

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

Not applicable

17. Sales, Transfer and Servicing of Financial Assets and Extinguishment of Liabilities

Not applicable

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

A. ASO Plans – Not applicable

B. ASC Plans – Not applicable

C. Medicare or Other Similarly Structured Cost Based Reimbursement Contract –

1. Major components of revenue by payor – Not applicable

2. Receivables from payors with account balances the greater of 10% of amounts receivable relating to uninsured accident and health plans of $10,000 – Not applicable

3. Recorded allowances and reserves for adjustment of recorded revenues – No significant change

4. Adjustments to revenue resulting from audit of receivables related to revenues recorded in the prior period – Not applicable

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

No significant change

20. Fair Value Measurements

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				
Perpetual Preferred stock				
Industrial and Misc.	$ 0	$0	$0	$ 0
Parent, Subsidiaries and Affiliates	0	0	0	0
Total Perpetual Preferred Stocks	$ 0	$0	$0	$ 0
Bonds				
U.S. Governments	$ 0	5,516,963	$0	$5,516,963
U.S. State	$ 0	332,944	$0	332,944
Industrial and Misc	59,539,858	10,525,316	0	70,065,173
Hybrid Securities	0	0	0	0
Parent, Subsidiaries and Affiliates	0	0	0	0
Total Bonds	$59,539,858	$16,375,223	$0	$ 75,915,081
Common Stock				
Industrial and Misc	$ 0	$0	$0	$ 0
Parent, Subsidiaries and Affiliares	0	0	0	0
Total Common Stocks	$ 0	$0	$0	$ 0
Derivative assets				
Interest rate contracts	$ 0	$0	$0	$ 0
Foreign exchange contracts	0	0	0	0
Credit contracts	0	0	0	0
Commodity futures contracts	0	0	0	0
Commodity forward contracts	0	0	0	0

Notes to Financial Statement

Total Derivatives	$ 0	$0	$0	$ 0
Separate account assets	$ 0	$0	$0	$ 0
Total assets at fair value	$59,539,858	$16,375,223	$0	$ 75,915,081
b. Liabilities at fair value				
Derivative liabilities	$ 0	$0	$0	$ 0
Total Liabilities at Fair Value	$0	$0	$0	$0

Footnote:

(a) No transfers from Level 1 to Level 2.

(2) The Plan has no fair value measurements categorized within Level 3 of the fair value hierarchy.

(3) The Plan had no transfers between levels.

(4) The fair value measurements categorized within Level 2 of the fair value hierarchy reported by the Corporation are obtained primarily from independent pricing services and broker dealer quotes. Mortgage backed securities are submitted to the NAIC's Securities Valuation Office for valuation.

(5) Derivative assets and liabilities: Not applicable

B. Fair value information and information about other similar measurements disclosed under other accounting pronouncements combined with disclosures under SSAP No. 100, Fair Value Measurements – Not applicable

C. Aggregate fair values of all financial instruments and applicable levels within the fair value hierarchy

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets/ Liabilities	(Level 1)	(Level 2)	(Level 3)	Not Practicable Carrying Value
Bonds	75,915,081	75,866,102	59,539,858	16,375,223		
Common Stock						
Derivative Assets						
Derivative Liabilities						

D. Financial instruments or classes of financial instruments for which fair value measurements are not determinable – Not applicable

21. Other Items

A. Extraordinary Items – Not applicable

B. Troubled Debt Restructuring – Not applicable

C. Other Disclosures – Statutory Reserve – No significant change

D. Business Interruption Insurance Recoveries – Not applicable

E. State Transferable Tax Credits – Not applicable

F. Subprime Mortgage Related Risk Exposure – Not applicable

G. Retained Assets- Not Applicable

H. Offsetting and Netting of Assets and Liabilities- Not applicable

22. Events Subsequent

A. ACA fee assessment payable – $3,790,524

B. Assessment expected to impact RBC – (4.98)%

23. Reinsurance

No significant change

Notes to Financial Statement

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination.

Not applicable

25. Change in Incurred Claims and Claims Adjustment Expenses

Reserves as of September 30, 2014 were $53,138,218. As of September 30, 2014, $29,506,732 has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now $1,090,484 as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a $8,045,000 favorable prior-year development since December 31, 2013 to September 30, 2014. The increase (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.

26. Intercompany Pooling Arrangements

Not applicable

27. Structured Settlements

Not applicable

28. Health Care Receivables - Admitted

A. Pharmaceutical/Rebates Receivable – No significant change

B. Risk Sharing Receivable - No significant change

29. Participating Policies

Not applicable

30. Premium Deficiency Reserves

Not applicable

31. Anticipated Salvage and Subrogation

Not applicable

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[ ] N/A[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[ ] No[ ] N/A[X]
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. 12/31/2010
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. 12/31/2010
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). 06/26/2012
6.4 By what department or departments?
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[ ] N/A[X]
6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes[X] No[ ] N/A[ ]

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
		Yes[ ] No[X]	Yes[ ] No[X]	Yes[ ] No[X]	Yes[ ] No[X]

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[X] No[ ]
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.
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[X]
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[X]
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[X]
10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: $ 0

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

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: $ 0

13. Amount of real estate and mortgages held in short-term investments: $ 0

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

GENERAL INTERROGATORIES (Continued)

INVESTMENT

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	Mortgages Loans on Real Estate		
14.26	All Other		
14.27	Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)		
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[X]
15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes[ ] No[ ] N/A[X]
If no, attach a description with this statement.

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[X] 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
Comerica Bank	Detroit, Michigan
The Northern Trust Company	Chicago, Illinois

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

1 Central Registration Depository	2 Name(s)	3 Address
Not applicable	Brian Gamble	Detroit Michigan
104863	Income Research & Management	Boston Massachesetts

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

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:
   1.1 A&H loss percent 80.573%
   1.2 A&H cost containment percent 0.536%
   1.3 A&H expense percent excluding cost containment expenses 13.628%

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. $..... 0
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. $..... 0

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
Accident and Health - Non-affiliates								
93572	43-1235868	01/01/2014	RGA REINS CO	MO	SSL/L/I	Authorized		

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

			Direct Business Only							
		1	2	3	4	5	6	7	8	9
	State, Etc.	Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama (AL)	N								
2.	Alaska (AK)	N								
3.	Arizona (AZ)	N								
4.	Arkansas (AR)	N								
5.	California (CA)	N								
6.	Colorado (CO)	N								
7.	Connecticut (CT)	N								
8.	Delaware (DE)	N								
9.	District of Columbia (DC)	N								
10.	Florida (FL)	N								
11.	Georgia (GA)	N								
12.	Hawaii (HI)	N								
13.	Idaho (ID)	N								
14.	Illinois (IL)	N								
15.	Indiana (IN)	N								
16.	Iowa (IA)	N								
17.	Kansas (KS)	N								
18.	Kentucky (KY)	N								
19.	Louisiana (LA)	N								
20.	Maine (ME)	N								
21.	Maryland (MD)	N								
22.	Massachusetts (MA)	N								
23.	Michigan (MI)	L	2,419,367	9,199,579	264,969,812				276,588,758	
24.	Minnesota (MN)	N								
25.	Mississippi (MS)	N								
26.	Missouri (MO)	N								
27.	Montana (MT)	N								
28.	Nebraska (NE)	N								
29.	Nevada (NV)	N								
30.	New Hampshire (NH)	N								
31.	New Jersey (NJ)	N								
32.	New Mexico (NM)	N								
33.	New York (NY)	N								
34.	North Carolina (NC)	N								
35.	North Dakota (ND)	N								
36.	Ohio (OH)	N								
37.	Oklahoma (OK)	N								
38.	Oregon (OR)	N								
39.	Pennsylvania (PA)	N								
40.	Rhode Island (RI)	N								
41.	South Carolina (SC)	N								
42.	South Dakota (SD)	N								
43.	Tennessee (TN)	N								
44.	Texas (TX)	N								
45.	Utah (UT)	N								
46.	Vermont (VT)	N								
47.	Virginia (VA)	N								
48.	Washington (WA)	N								
49.	West Virginia (WV)	N								
50.	Wisconsin (WI)	N								
51.	Wyoming (WY)	N								
52.	American Samoa (AS)	N								
53.	Guam (GU)	N								
54.	Puerto Rico (PR)	N								
55.	U.S. Virgin Islands (VI)	N								
56.	Northern Mariana Islands (MP)	N								
57.	Canada (CAN)	N								
58.	Aggregate other alien (OT)	XXX								
59.	Subtotal	XXX	2,419,367	9,199,579	264,969,812				276,588,758	
60.	Reporting entity contributions for Employee Benefit Plans	XXX								
61.	Total (Direct Business)	(a) 1	2,419,367	9,199,579	264,969,812				276,588,758	
DETAILS OF WRITE-INS										
5801.		XXX								
5802.		XXX								
5803.		XXX								
5898.	Summary of remaining write-ins for Line 58 from overflow page	XXX								
5899.	TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX								

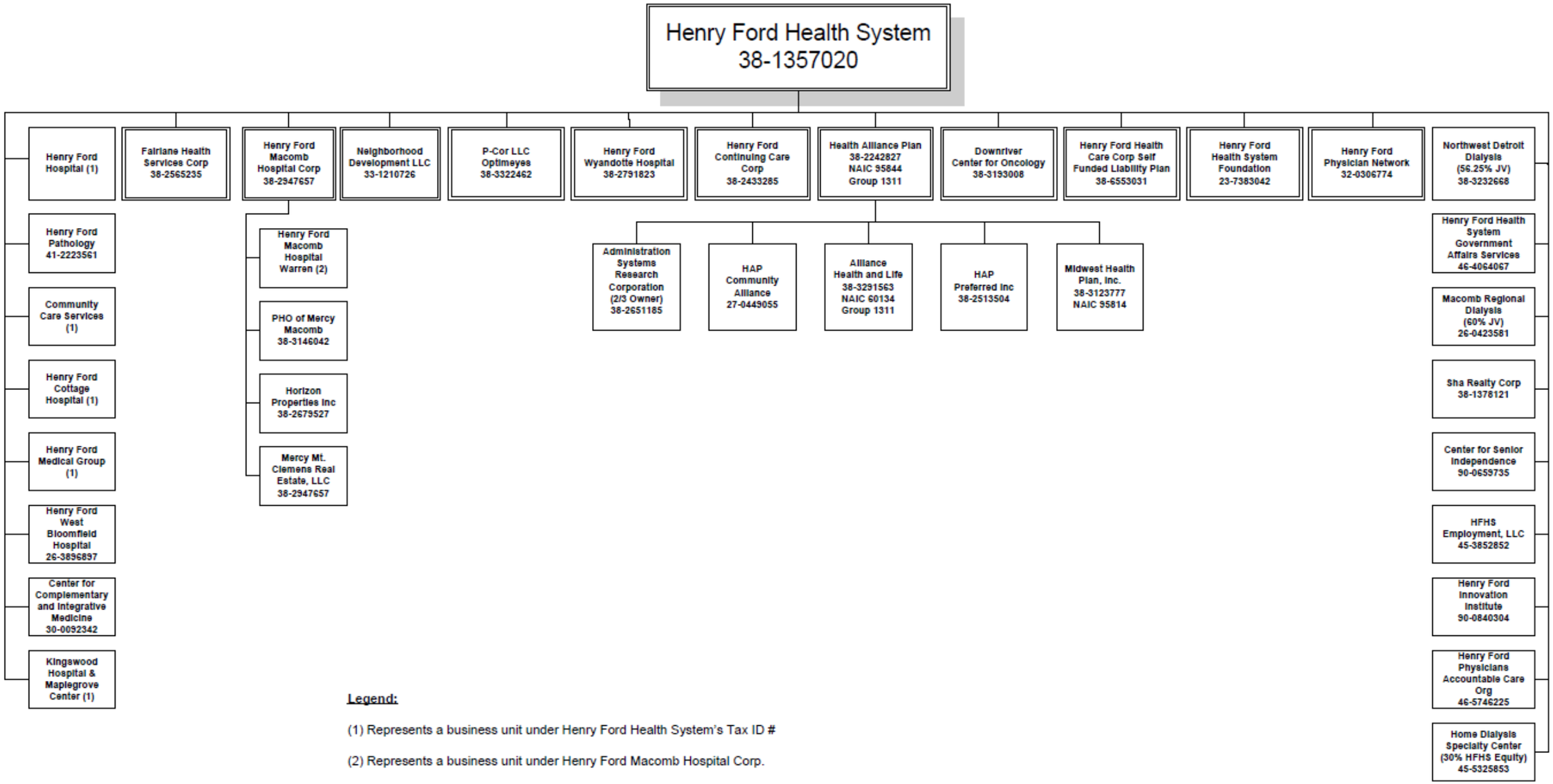
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business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

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

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



Legend:

(1) Represents a business unit under Henry Ford Health System's Tax ID #

(2) Represents a business unit under Henry Ford Macomb Hospital Corp.

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 FEDERAL RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries Or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity / Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies) / Person(s)	15 *
1311	Henry Ford Health System Group	95814	38-3123777				HAP Midwest Health Plan, Inc	MI	RE	Health Alliance Plan of Michigan		100.0	Henry Ford Health System	
1311	Henry Ford Health System Group	95844	382242827				Health Alliance Plan of Michigan	MI	UDP	Henry Ford Health System		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	382513504				HAP Preferred Inc		NIA	Health Alliance Plan of Michigan		100.0	Henry Ford Health System	
1311	Henry Ford Health System Group	60134	38-3291563				Alliance Health and Life Insurance Company	MI	IA	Health Alliance Plan of Michigan		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	38-2651185				Administration System Research Group		NIA	Health Alliance Plan of Michigan		66.7	Henry Ford Health System	
	Henry Ford Health System Group	00000	270449055				HAP Community Alliance		NIA	Health Alliance Plan of Michigan		100.0	Henry Ford Health System	
	Henry Ford Health System Group	0	45-3852852				Henry Ford Health System employment, LLC		NIA	Henry Ford Health System		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	38-1357020				Henry Ford Health System		UIP					
	Henry Ford Health System Group	00000	38-2791823				Henry Ford Wyandotte		NIA	Henry Ford Health System		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	38-2594841				First Optometry Vision Plans, Inc		NIA	Henry Ford Health System		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	38-2947657				Henry Ford Macomb Hospital		NIA	Henry Ford Health System		100.0	Henry Frod Health System	
	Henry Ford Health System Group	00000	38-3146042				PHO of Mercy Macomb		NIA	Henry Ford Health System		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	38-2679527				Horizon Properties Inc		NIA	Henry Ford Health System		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	38-2947657				Mercy Mt. Clemens Real Estate, LLC		NIA	Henry Ford Health System		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	38-2565235				Fairlane Health Services Corp		NIA	Henry Ford Health System		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	33-1210726				Neighborhood Development LLC		NIA	Henry Ford Health System		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	38-2433285				Henry Ford Continuing Care Corp		NIA	Henry Ford Health System		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	38-6553031				Henry Ford Health Care Corp Self Funded Liability Plan		NIA	Henry Ford Health System		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	23-7383042				Henry Ford Health System Foundation		NIA	Henry Ford Health System		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	32-0306774				Henry Ford Physician Network		NIA	Henry Ford Health System		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	38-3232668				Northwest Detroit Dialysis		NIA	Henry Ford Health System		56.3	Henry Ford Health System	
	Henry Ford Health System Group	00000	45-5325853				Home Dialysis specialty Center		NIA	Henry Ford Health System		30.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	26-0423581				Macomb Regional Dialysis		NIA	Henry Ford Health System		60.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	38-1378121				Sha Realty Corp		NIA	Henry Ford Health System		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	90-0659735				Center for Senior Independence		NIA	Henry Ford Health System		100.0	Henry Ford Health System	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 FEDERAL RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries Or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity / Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies) / Person(s)	15 *
	Henry Ford Health System Group	00000	38-3896897				Henry Ford West Bloomfield		NIA	Henry Ford Health System		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	38-3193008				Downriver Center for Oncology		NIA	Henry Ford Health System		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	38-3322462				P Cor, LLC		NIA	Henry Ford Health System		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	38-2299059				First Optometry Eye Care Centers, Inc		NIA	Henry Ford Health System		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	90-0840304				Henry Ford Innovation Insitute		NIA	Henry Ford Health System		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	41-2223561				Henry Ford Pathology		NIA	Henry Ford Health System		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	46-5746225				Henry Ford Physicians Accountable Care Organization, LLC		NIA	Henry Ford Health System		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	30-0092342				Center for Complementary and Integrative Medicine		NIA	Henry Ford Health System		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	46-4064067				Henry Ford Health System Government Affairs Services		NIA	Henry Ford Health System		100.0	Henry Ford Health System	

Asterisk	Explanation
0000001	

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?	No

Explanations:

Bar Codes:

Medicare Part D Coverage Supplement

95814201436500003 2014 Document Code: 365

OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A - VERIFICATION

Real Estate

NONE

		1 Year To Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year		
2.	Cost of acquired		
	2.1 Actual cost at time of acquisition		
	2.2 Additional investment made after acquisition		
3.	Current year change in encumbrances		
4.	Total gain (loss) on disposals		
5.	Deduct amounts received on disposals		
6.	Total foreign exchange change in book/adjusted carrying va		
7.	Deduct current year's other than temporary impairment recognized		
8.	Deduct current year's depreciation		
9.	Book/adjusted carrying value at the end of current period (Lines 1 + 2 + 3 + 4 - 5 + 6 - 7 - 8)		
10.	Deduct total nonadmitted amounts		
11.	Statement value at end of current period (Line 9 minus Line 10)		

SCHEDULE B - VERIFICATION

Mortgage Loans

NONE

		1 Year To Date	2 Prior Year Ended December 31
1.	Book value/recorded investment excluding accrued interest, December 31 of prior year		
2.	Cost of acquired:		
	2.1 Actual cost at time of acquisition		
	2.2 Additional investment made after acquisition		
3.	Capitalized deferred interest and other		
4.	Accrual of discount		
5.	Unrealized valuation increase (decrease)		
6.	Total gain (loss) on disposals		
7.	Deduct amounts received on disposals		
8.	Deduct amortization of premium and mortgage interest poin		
9.	Total foreign exchange change in book value/recorded inve		
10.	Deduct current year's other than temporary impairment recognized		
11.	Book value/recorded investment excluding accrued interest at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10)		
12.	Total valuation allowance		
13.	Subtotal (Line 11 plus Line 12)		
14.	Deduct total nonadmitted amounts		
15.	Statement value at end of current period (Line 13 minus Line 14)		

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

NONE

		1 Year To Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year		
2.	Cost of acquired:		
	2.1 Actual cost at time of acquisition		
	2.2 Additional investment made after acquisition		
3.	Capitalized deferred interest and other		
4.	Accrual of discount		
5.	Unrealized valuation increase (decrease)		
6.	Total gain (loss) on disposals		
7.	Deduct amounts received on disposals		
8.	Deduct amortization of premium and depreciation		
9.	Total foreign exchange change in book/adjusted carrying value		
10.	Deduct current year's other than temporary impairment recognized		
11.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10)		
12.	Deduct total nonadmitted amounts		
13.	Statement value at end of current period (Line 11 minus Line 12)		

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	1,045,458	1,026,834
2.	Cost of bonds and stocks acquired	29,509,758	1,047,991
3.	Accrual of discount	16,098	
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals	(12,275)	
6.	Deduct consideration for bonds and stocks disposed of	14,414,867	1,025,000
7.	Deduct amortization of premium	90,333	4,366
8.	Total foreign exchange change in book/adjusted carrying value		
9.	Deduct current year's other than temporary impairment recognized		
10.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	16,053,840	1,045,458
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	16,053,840	1,045,458

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)	56,529,454	18,856,594	2,631,488	360,168	57,855,006	56,529,454	73,114,728	59,580,723
2. NAIC 2 (a)	2,836,244	88,922		(395,394)	2,614,266	2,836,244	2,529,772	
3. NAIC 3 (a)	220,734		1,647	2,517	223,593	220,734	221,604	
4. NAIC 4 (a)								
5. NAIC 5 (a)								
6. NAIC 6 (a)								
7. Total Bonds	59,586,431	18,945,516	2,633,135	(32,709)	60,692,865	59,586,431	75,866,103	59,580,723
PREFERRED STOCK								
8. NAIC 1								
9. NAIC 2								
10. NAIC 3								
11. NAIC 4								
12. NAIC 5								
13. NAIC 6								
14. Total Preferred Stock								
15. Total Bonds & Preferred Stock	59,586,431	18,945,516	2,633,135	(32,709)	60,692,865	59,586,431	75,866,103	59,580,723

(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 $.....0; NAIC 2 $.....0; NAIC 3 $.....0; NAIC 4 $.....0; NAIC 5 $.....0; NAIC 6 $.....0

SCHEDULE DA - PART 1

Short - Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999. Totals	59,812,263	X X X	59,815,642	8,197	1,276

SCHEDULE DA - Verification

Short-Term Investments

		1 Year To Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year	58,535,265	45,010,827
2.	Cost of short-term investments acquired	19,271,635	18,524,437
3.	Accrual of discount	48	
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals	(26)	
6.	Deduct consideration received on disposals	17,991,280	5,000,000
7.	Deduct amortization of premium	3,379	
8.	Total foreign exchange change in book/adjusted carrying value		
9.	Deduct current year's other than temporary impairment recognized		
10.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	59,812,263	58,535,265
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	59,812,263	58,535,265

SI04 Schedule DB - Part A Verification . . . . . NONE

SI04 Schedule DB - Part B Verification . . . . . NONE

SI05 Schedule DB Part C Section 1 . . . . . NONE

SI06 Schedule DB Part C Section 2 . . . . . NONE

SI07 Schedule DB - Verification . . . . . NONE

SI08 Schedule E - Verification (Cash Equivalents) . . . . . NONE

E01 Schedule A Part 2 . . . . . NONE

E01 Schedule A Part 3 . . . . . NONE

E02 Schedule B Part 2 . . . . . NONE

E02 Schedule B Part 3 . . . . . NONE

E03 Schedule BA Part 2 . . . . . NONE

E03 Schedule BA Part 3 . . . . . NONE

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - U.S. Governments									
912828KQ2	UNITED STATES TREAS NTS		07/29/2014	MORGAN STANLEY	X X X	390,821	366,000	2,424	1
912828VG2	UNITED STATES TREAS NTS		08/04/2014	BARCLAY FINANCE	X X X	158,223	158,000	110	1
912828WL0	UNITED STATES TREAS NTS		09/30/2014	VARIOUS	X X X	1,065,288	1,073,000	3,775	1
0599999 Subtotal - Bonds - U.S. Governments					X X X	1,614,332	1,597,000	6,309	X X X
Bonds - U.S. Special Revenue, Special Assessment									
3136AKXS7	FNMA		08/13/2014	MORGAN STANLEY	X X X	257,548	255,000	290	1
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment					X X X	257,548	255,000	290	X X X
Bonds - Industrial and Miscellaneous (Unaffiliated)									
073902RU4	BEAR STEARNS		07/15/2014	MONTGOMERY SECURITIES	X X X	186,059	157,000	5,280	1FE
25746UBG3	DOMINION RESOURCES INC V		09/04/2014	BEAR STEARNS	X X X	80,074	63,000	839	2FE
421915EJ4	HEALTH CARE PPTY INVS INC		09/19/2014	WACHOVIA	X X X	8,848	8,000	72	2FE
73329AAD0	PORSCHE INNOVATIVE LEASE OWNER TR 2014-1		09/17/2014	VARIOUS	X X X	199,987	200,000		1FE
74256LAM1	PRINCIPAL LIFE GLOBAL FDG II GLOBAL MEDI		09/04/2014	ALEX BROWN	X X X	139,934	140,000		1FE
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					X X X	614,902	568,000	6,191	X X X
8399997 Subtotal - Bonds - Part 3					X X X	2,486,782	2,420,000	12,790	X X X
8399999 Subtotal - Bonds					X X X	2,486,782	2,420,000	12,790	X X X
9899999 Subtotal - Preferred and Common Stocks					X X X		X X X		X X X
9999999 Total - Bonds, Preferred and Common Stocks					X X X	2,486,782	X X X	12,790	X X X

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

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stocks 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. Governments																					
912828RF9	UNITED STATES TREAS		09/17/2014	BKAMER25	XXX	124,018	123,000	124,456			(202)		(202)		124,255		(236)	(236)	676	08/28/2016	1
912828UE8	UNITED STATES TREAS NTS		09/05/2014	GOLDMAN	XXX	150,094	152,000	150,124			249		249		150,374		(280)	(280)	787	12/30/2017	1
912828VG2	UNITED STATES TREAS NTS		09/04/2014	VARIOUS	XXX	333,515	333,000	333,128			10		10		333,138		377	377	730	06/15/2016	1
912828VQ0	UNITED STATES TREAS		08/05/2014	BARCLAYB	XXX	681,358	682,000	683,402			(129)		(129)		683,273		(1,915)	(1,915)	4,842	07/31/2018	1
912828VU1	UNITED STATES TREAS NTS		08/04/2014	VARIOUS	XXX	626,522	625,000	626,638			(459)		(459)		626,178		344	344	985	08/28/2015	1
0599999 Subtotal - Bonds - U.S. Governments					XXX	1,915,507	1,915,000	1,917,748			(531)		(531)		1,917,218		(1,710)	(1,710)	8,020	XXX	XXX
Bonds - U.S. Special Revenue, Special Assessment																					
3128S5XQ2	FEDERAL HOME LN MTG CORP		09/01/2014	PAYDOWN	XXX	4,705	4,705	5,007			(303)		(303)		4,705				25	06/01/2037	1
3138EMU90	FEDERAL NATL MTG ASSN GTD MTG		09/01/2014	PAYDOWN	XXX	6,370	6,370	6,774			(404)		(404)		6,370				49	12/01/2040	1
31398STH6	FNMA		09/01/2014	PAYDOWN	XXX	19,211	19,211	20,537			(1,327)		(1,327)		19,211				311	05/25/2038	1
83162CQB2	SMALL BUSINESS ADMIN GTD DEV PARTN CTF		08/01/2014	PAYDOWN	XXX	16,353	16,353	17,927			(1,574)		(1,574)		16,353					02/01/2026	1
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment					XXX	46,639	46,639	50,245			(3,608)		(3,608)		46,639				385	XXX	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
07387JAE6	BEAR STEARNS COML MTG SECS TR 2006-PWR12		09/01/2014	PAYDOWN	XXX	1,647	1,647	1,796			(150)		(150)		1,647				38	09/11/2038	3FM
20173MAE0	COMMERCIAL MTG TR 2006-GG7		09/01/2014	PAYDOWN	XXX	355	355	385			(30)		(30)		355				7	07/10/2038	1FE
23306DAA2	DBRR 2013-EZ3 TR		09/15/2014	PAYDOWN	XXX	10,589	10,589	10,649			(60)		(60)		10,589				88	12/18/2049	1FE
36830LAB9	GE EQUIP SMALL TICKET LLC SER 2013-1		09/24/2014	PAYDOWN	XXX	77,444	77,444	77,577			(133)		(133)		77,444				283	01/25/2016	1FE
46623EJY6	J P MORGAN CHASE & CO JPMORGAN CHASE SUB		07/15/2014	MONTGOME	XXX	179,347	179,000	179,811			(96)		(96)		179,716		(368)	(368)	1,007	02/15/2017	1FE
9297667G2	WACHOVIA BK COML MTG TR		09/01/2014	PAYDOWN	XXX	2,141	2,141	2,254			(113)		(113)		2,141				47	10/15/2044	1FM
92978MAE6	WACHOVIA BK COML MTG TR COML MTG PASS-TH		09/01/2014	PAYDOWN	XXX	814	814	890			(76)		(76)		814				19	10/15/2048	1FE
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					XXX	272,337	271,990	273,362			(658)		(658)		272,706		(368)	(368)	1,489	XXX	XXX
8399997 Subtotal - Bonds - Part 4					XXX	2,234,483	2,233,629	2,241,355			(4,797)		(4,797)		2,236,563		(2,078)	(2,078)	9,894	XXX	XXX
8399999 Subtotal - Bonds					XXX	2,234,483	2,233,629	2,241,355			(4,797)		(4,797)		2,236,563		(2,078)	(2,078)	9,894	XXX	XXX
9899999 Subtotal - Preferred and Common Stocks					XXX		XXX													XXX	XXX
9999999 Total - Bonds, Preferred and Common Stocks					XXX	2,234,483	XXX	2,241,355			(4,797)		(4,797)		2,236,563		(2,078)	(2,078)	9,894	XXX	XXX

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

E06 Schedule DB Part A Section 1 . . . . . NONE

E07 Schedule DB Part B Section 1 . . . . . NONE

E08 Schedule DB Part D Section 1 . . . . . NONE

E09 Schedule DB Part D Section 2 - Collateral Pledged By Reporting Entity . . . . . NONE

E09 Schedule DB Part D Section 2 - Collateral Pledged To Reporting Entity . . . . . NONE

E10 Schedule DL - Part 1 - Securities Lending Collateral Assets . . . . . NONE

E11 Schedule DL - Part 2 - Securities Lending Collateral Assets . . . . . NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1			2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
							6	7	8	
Depository			Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
open depositories										
Bank of America, N.A.	Troy, MI						16,662,571	21,812,287	14,427,424	X X X
Bank of America, N.A.	Troy, MI						480,686	606,236	784,237	X X X
Comerica Bank	Detroit, MI			0.150	158		417,398	417,444	417,488	X X X
Comerica Bank	Detroit, MI			0.010	67	21	3,901,898	8,228,227	1,511,749	X X X
0199998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - open depositories			X X X	X X X						X X X
0199999 Totals - Open Depositories			X X X	X X X	225	21	21,462,553	31,064,194	17,140,899	X X X
0299998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - suspended depositories			X X X	X X X						X X X
0299999 Totals - Suspended Depositories			X X X	X X X						X X X
0399999 Total Cash On Deposit			X X X	X X X	225	21	21,462,553	31,064,194	17,140,899	X X X
0499999 Cash in Company's Office			X X X	X X X	X X X	X X X				X X X
0599999 Total Cash			X X X	X X X	225	21	21,462,553	31,064,194	17,140,899	X X X

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
NONE							
8699999 Total - Cash Equivalents							

INDEX TO HEALTH QUARTERLY STATEMENT

Accounting Changes and Corrections of Errors; Q10, Note 2; Q11
Accounting Practices and Policies; Q5; Q10, Note 1
Admitted Assets; Q2
Bonds; Q2; Q6; Q11.1; Q11.2; QE04; QE05
Bonuses; Q3; Q4; Q8; Q9
Borrowed Funds; Q3; Q6
Business Combinations and Goodwill; Q10, Note 3
Capital Gains (Losses)
    Realized; Q4
    Unrealized; Q4; Q5
Capital Stock; Q3; Q10, Note 13
Capital Notes; Q6; Q10, Note 11
Caps; QE06; QSI04
Cash; Q2; Q6; QE12
Cash Equivalents; Q2; Q6; QE13
Claims; Q3; Q4; Q8; Q9
Collars; QE06; QSI04
Commissions; Q6
Common Stock; Q2; Q3; Q6; Q11.1; Q11.2
Cost Containment Expenses; Q4
Contingencies; Q10, Note 14
Counterparty Exposure; Q10, Note 8; QE06; QE08
Debt; Q10, Note 11
Deferred Compensation; Q10, Note 12
Derivative Instruments; Q10, Note 8; QSI04; QSI05; QSI06; QSI07; QE06; QE07; QE08
Discontinued Operations; Q10, Note 4
Electronic Data Processing Equipment; Q2
Encumbrances; Q2; QSI01; QE01
Emergency Room; Q4
Expenses; Q3; Q4; Q6
Extinguishment of Liabilities; Q10, Note 17
Extraordinary Item; Q10, Note 21
Fair Value; Q7, Note 20
Fee for Service; Q4
Foreign Exchange; Q2; Q3; Q5; QSI01; QSI03; QE01; QE02; QE03; QE05
Forwards; QE06; QSI04
Furniture, Equipment and Supplies; Q2
Guaranty Fund; Q2
Health Care Receivables; Q2; Q9; Q10, Note 28
Holding Company; Q16
Hospital/Medical Benefits; Q4
Incentive Pools; Q3; Q4; Q8; Q9
Income; Q4; Q5; Q6
Income Taxes; Q2; Q3; Q4; Q5; Q10, Note 9
Incurred Claims and Claim Adjustment Expenses; Q10, Note 25
Intercompany Pooling; Q10, Note 26
Investment Income; Q10, Note 7
    Accrued; Q2
    Earned; Q2; QSI03
    Received; Q6
Investments; Q10, Note 5; Q11.1; Q11.2; QE08
Joint Venture; Q10, Note 6
Leases; Q10, Note 15
Limited Liability Company (LLC); Q10, Note 6
Limited Partnership; Q10, Note 6
Long-Term Invested Assets; Q2; QE03
Managing General Agents; Q10, Note 19
Medicare Part D Coverage; QSupp1
Member Months; Q4; Q7
Mortgage Loans; Q2; Q6; Q11.1; QSI01; QE02
Nonadmitted Assets; Q2; Q5; QSI01; QSI03
Off-Balance Sheet Risk; Q10, Note 16
Options; QE06; QSI04
Organizational Chart; Q11; Q14
Out-of-Area; Q4
Outside Referrals; Q4
Parent, Subisidaries and Affiliates; Q2; Q3; Q10, Note 10; Q11.1
Participating Policies; Q10, Note 29
Pharmaceutical Rebates; Q10, Note 28
Policyholder Dividends; Q5; Q6
Postemployment Benefits; Q10, Note 12
Postretirement Benefits; Q10, Note 12
Preferred Stock; Q2; Q3; Q6; Q11.1; Q11.2

INDEX TO HEALTH QUARTERLY STATEMENT

Premium Deficiency Reserves; Q10, Note 30
Premiums and Considerations
- Advance; Q3
- Collected; Q6
- Deferred; Q2
- Direct; Q7; Q13
- Earned; Q7
- Retrospective; Q2
- Uncollected; Q2
- Unearned; Q4
- Written; Q4; Q7

Prescription Drugs; Q4
Quasi Reorganizations; Q10, Note 13
Real Estate; Q2; Q6; QE01; QSI01
Redetermination, Contracts Subject to; Q10, Note 24
Reinsurance; Q9; Q10, Note 23
- Ceded; Q3; Q12
- Funds Held; Q2
- Payable; Q3
- Premiums; Q3
- Receivable; Q2; Q4
- Unauthorized; Q3; Q5

Reserves
- Accident and Health; Q3; Q4
- Claim; Q3; Q5; Q8
- Life; Q3

Retirement Plans; Q10, Note 12
Retrospectively Rated Policies; Q10, Note 24
Risk Revenue; Q4
Salvage and Subrogation; Q10, Note 31
Securities Lending; Q2; Q3; QE09; QE11
Servicing of Financial Assets; Q10, Note 17
Short-Term Investments; Q2; Q6; Q11.1; QSI03
Stockholder Dividends; Q5; Q6
Subsequent Events; Q10, Note 22
Surplus; Q3; Q5; Q6
Surplus Notes; Q3; Q5; Q6
Swaps; QE07; QSI04
Synthetic Assets; QSI04; QSI05
Third Party Administrator; Q10, Note 19
Treasury Stock; Q3; Q5
Uninsured Accident and Health; Q2; Q3; Q10, Note 18
Valuation Allowance; QSI01
Wash Sales; Q10, Note 17
Withholds; Q4; Q8