

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
0199999 TOTAL Individuals	257,026	0	0	0	0	257,026
Group Subscribers:						
Retiree Medical Benefit Trust	3,339,467	0	0	0	0	3,339,467
Federal Employees Health Benefit Plan	1,750,000	0	0	0	0	1,750,000
Flint Community Schools	0	0	0	643,708	0	643,708
State of Michigan	630,775	0	0	0	0	630,775
0299997 Subtotal - Group Subscribers:	5,720,242	0	0	643,708	0	6,363,950
0299998 Premiums due and unpaid not individually listed	1,172,135	102,827	283	0	0	1,275,245
0299999 TOTAL Group	6,892,377	102,827	283	643,708	0	7,639,195
0399999 Premiums due and unpaid from Medicare entities	0	0	0	0	0	0
0499999 Premiums due and unpaid from Medicaid entities	0	0	0	0	0	0
0599999 Accident and health premiums due and unpaid (Page 2, Line 15)	7,149,403	102,827	283	643,708	0	7,896,221

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
Pharmaceutical Rebate Receivables						
Magellan Health	450,000	474,834	0	0	0	924,834
Eli Lilly	450,000	461,713	0	0	0	911,713
0199998 Pharmaceutical Rebate Receivables - Not Individually Listed	990,000	571,793	0	0	0	1,561,793
0199999 Subtotal - Pharmaceutical Rebate Receivables	1,890,000	1,508,340	0	0	0	3,398,340
Claim Overpayment Receivables						
Genesys PHO	1,281,999	0	0	0	0	1,281,999
MedImpact	985,954	0	0	0	0	985,954
Genesys Regional Medical Center	2,897,935	0	0	0	0	2,897,935
0299998 Claim Overpayment Receivables - Not Individually Listed	174,876	0	0	0	0	174,876
0299999 Subtotal - Claim Overpayment Receivables	5,340,764	0	0	0	0	5,340,764
0399998 Loans and Advances to Providers - Not Individually Listed	0	0	0	0	0	0
0399999 Subtotal - Loans and Advances to Providers	0	0	0	0	0	0
0499998 Capitation Arrangement Receivables - Not Individually Listed	0	0	0	0	0	0
0499999 Subtotal - Capitation Arrangement Receivables	0	0	0	0	0	0
Risk Sharing Receivables						
Genesys PHO	5,955,708	0	0	0	0	5,955,708
Covenant PHO	828,733	0	0	0	0	828,733
0599998 Risk Sharing Receivables - Not Individually Listed	734,694	0	0	0	0	734,694
0599999 Subtotal - Risk Sharing Receivables	7,519,135	0	0	0	0	7,519,135
0699998 Other Receivables - Not Individually Listed	0	0	0	0	0	0
0699999 Subtotal - Other Receivables	0	0	0	0	0	0
0799999 Gross health care receivables	14,749,899	1,508,340	0	0	0	16,258,239

EXHIBIT 3A - ANALYSIS OF HEALTH CARE RECEIVABLES COLLECTED AND ACCRUED

Type of Health Care Receivable	Health Care Receivables Collected During the Year		Health Care Receivables Accrued as of December 31 of Current Year		5	6
	1 On Amounts Accrued Prior to January 1 of Current Year	2 On Amounts Accrued During the Year	3 On Amounts Accrued December 31 of Prior Year	4 On Amounts Accrued During the Year	Health Care Receivables in Prior Years (Columns 1 + 3)	Estimated Health Care Receivables Accrued as of December 31 of Prior Year
1. Pharmaceutical rebate receivables	3,294,166	4,382,963	0	3,398,340	3,294,166	2,079,321
2. Claim overpayment receivables	1,197,826	0	0	5,340,763	1,197,826	1,197,826
3. Loans and advances to providers	0	0	0	0	0	0
4. Capitation arrangement receivables	0	0	0	0	0	0
5. Risk sharing receivables	3,018,239	0	1,103,211	6,415,924	4,121,450	4,380,494
6. Other health care receivables	0	0	0	0	0	0
7. TOTALS (Lines 1 through 6)	7,510,231	4,382,963	1,103,211	15,155,027	8,613,442	7,657,641

Note that the accrued amounts in Columns 3, 4, and 6 are the total health care receivables, not just the admitted portion.

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
0299999 Aggregate Accounts Not Individually Listed - Uncovered	0	0	0	0	0	0
0399999 Aggregate Accounts Not Individually Listed - Covered	11,272,946	668,137	218,280	1,794	3,647	12,164,804
0499999 Subtotals	11,272,946	668,137	218,280	1,794	3,647	12,164,804
0599999 Unreported claims and other claim reserves						41,778,569
0699999 TOTAL Amounts Withheld						2,470,224
0799999 TOTAL Claims Unpaid						56,413,597
0899999 Accrued Medical Incentive Pool and Bonus Amounts						8,891,732

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1 Name of Affiliate	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	Admitted		
						7 Current	8 Non-Current	
	N O N E							
0399999 TOTAL Gross Amounts Receivable	0	0	0	0	0	0	0	

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
Individually Listed Payables				
HealthPlus Options, Inc.	Amounts deposited into HealthPlus of Michigan accounts	771,668	771,668	0
HealthPlus Partners, Inc.	Amounts deposited into HealthPlus of Michigan accounts	155,445	155,445	0
HealthPlus Insurance Company	Amounts deposited into HealthPlus of Michigan accounts	2,953,011	2,953,011	0
0199999 Total - Individually Listed Payables	X X X	3,880,124	3,880,124	0
0299999 Payables not Individually Listed	X X X	0	0	0
0399999 TOTAL Gross Payables	X X X	3,880,124	3,880,124	0

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total Payments	3 Total Members Covered	4 Column 3 as a % of Total Members	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:						
1. Medical groups	139,580,070	29.968	74,225	100.000	0	139,580,070
2. Intermediaries	0	0.000	0	0.000	0	0
3. All other providers	0	0.000	0	0.000	0	0
4. TOTAL Capitation Payments	139,580,070	29.968	74,225	100.000	0	139,580,070
Other Payments:						
5. Fee-for-service	31,402,949	6.742	X X X	X X X	0	31,402,949
6. Contractual fee payments	294,786,750	63.290	X X X	X X X	0	294,786,750
7. Bonus/withhold arrangements - fee-for-service	0	0.000	X X X	X X X	0	0
8. Bonus/withhold arrangements - contractual fee payments	0	0.000	X X X	X X X	0	0
9. Non-contingent salaries	0	0.000	X X X	X X X	0	0
10. Aggregate cost arrangements	0	0.000	X X X	X X X	0	0
11. All other payments	0	0.000	X X X	X X X	0	0
12. TOTAL Other Payments	326,189,699	70.032	X X X	X X X	0	326,189,699
13. TOTAL (Line 4 plus Line 12)	465,769,769	100.000	X X X	X X X	0	465,769,769

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1 NAIC Code	2 Name of Intermediary	3 Capitation Paid	4 Average Monthly Capitation	5 Intermediary's Total Adjusted Capital	6 Intermediary's Authorized Control Level RBC
NONE					
9999999 TOTALS		0	X X X	X X X	X X X

EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

	1	2	3	4	5	6
Description	Cost	Improvements	Accumulated Depreciation	Book Value Less Encumbrances	Assets Not Admitted	Net Admitted Assets
1. Administrative furniture and equipment	4,263,947	0	3,442,046	821,901	821,901	0
2. Medical furniture, equipment and fixtures	0	0	0	0	0	0
3. Pharmaceuticals and surgical supplies	0	0	0	0	0	0
4. Durable medical equipment	0	0	0	0	0	0
5. Other property and equipment	496,198	0	365,045	131,153	131,153	0
6. TOTAL	4,760,145	0	3,807,091	953,054	953,054	0



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: 2. LOCATION:

NAIC Group Code 3409

BUSINESS IN THE STATE OF MICHIGAN DURING THE YEAR

NAIC Company Code 95580

	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	79,157	341	55,628	0	0	0	3,718	19,470	0	0
2. First Quarter	76,840	1,344	52,410	0	0	0	3,595	19,491	0	0
3. Second Quarter	76,587	2,400	50,854	0	0	0	3,596	19,737	0	0
4. Third Quarter	75,272	2,648	49,127	0	0	0	3,555	19,942	0	0
5. Current Year	74,225	2,845	47,734	0	0	0	3,540	20,106	0	0
6. Current Year Member Months	908,394	25,062	603,469	0	0	0	42,827	237,036	0	0
TOTAL Member Ambulatory Encounters for Year:										
7. Physician	224,849	0	130,746	0	0	0	9,543	84,560	0	0
8. Non-Physician	565,833	0	264,110	0	0	0	22,336	279,387	0	0
9. TOTAL	790,682	0	394,856	0	0	0	31,879	363,947	0	0
10. Hospital Patient Days Incurred	46,754	0	14,952	0	0	0	1,550	30,252	0	0
11. Number of Inpatient Admissions	9,742	0	3,446	0	0	0	302	5,994	0	0
12. Health Premiums Written (b)	506,149,648	6,708,260	247,404,458	0	0	0	19,241,225	232,795,705	0	0
13. Life Premiums Direct	0	0	0	0	0	0	0	0	0	0
14. Property/Casualty Premiums Written	0	0	0	0	0	0	0	0	0	0
15. Health Premiums Earned	506,149,648	6,708,260	247,404,458	0	0	0	19,241,225	232,795,705	0	0
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services	465,769,769	6,779,085	229,343,824	0	0	0	19,114,282	210,532,578	0	0
18. Amount Incurred for Provision of Health Care Services	468,780,665	6,718,460	227,213,376	0	0	0	18,711,197	216,137,632	0	0

(a) For health business: number of persons insured under PPO managed care products0 and number of persons insured under indemnity only products0.
 (b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....232,795,705



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: 2. LOCATION:

NAIC Group Code 3409

BUSINESS IN THE STATE OF **GRAND TOTAL** DURING THE YEAR

NAIC Company Code 95580

	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	79,157	341	55,628	0	0	0	3,718	19,470	0	0
2. First Quarter	76,840	1,344	52,410	0	0	0	3,595	19,491	0	0
3. Second Quarter	76,587	2,400	50,854	0	0	0	3,596	19,737	0	0
4. Third Quarter	75,272	2,648	49,127	0	0	0	3,555	19,942	0	0
5. Current Year	74,225	2,845	47,734	0	0	0	3,540	20,106	0	0
6. Current Year Member Months	908,394	25,062	603,469	0	0	0	42,827	237,036	0	0
TOTAL Member Ambulatory Encounters for Year:										
7. Physician	224,849	0	130,746	0	0	0	9,543	84,560	0	0
8. Non-Physician	565,833	0	264,110	0	0	0	22,336	279,387	0	0
9. TOTAL	790,682	0	394,856	0	0	0	31,879	363,947	0	0
10. Hospital Patient Days Incurred	46,754	0	14,952	0	0	0	1,550	30,252	0	0
11. Number of Inpatient Admissions	9,742	0	3,446	0	0	0	302	5,994	0	0
12. Health Premiums Written (b)	506,149,648	6,708,260	247,404,458	0	0	0	19,241,225	232,795,705	0	0
13. Life Premiums Direct	0	0	0	0	0	0	0	0	0	0
14. Property/Casualty Premiums Written	0	0	0	0	0	0	0	0	0	0
15. Health Premiums Earned	506,149,648	6,708,260	247,404,458	0	0	0	19,241,225	232,795,705	0	0
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services	465,769,769	6,779,085	229,343,824	0	0	0	19,114,282	210,532,578	0	0
18. Amount Incurred for Provision of Health Care Services	468,780,665	6,718,460	227,213,376	0	0	0	18,711,197	216,137,632	0	0

(a) For health business: number of persons insured under PPO managed care products0 and number of persons insured under indemnity only products0.
 (b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....232,795,705

30 Grand Total

SCHEDULE S - PART 1 - SECTION 2

Reinsurance Assumed Accident and Health Insurance Listed by Reinsured Company as of December 31, Current Year

1	2	3	4	5	6	7	8	9	10	11	12
NAIC Company Code	ID Number	Effective Date	Name of Reinsured	Domiciliary Jurisdiction	Type of Reinsurance Assumed	Premiums	Unearned Premiums	Reserve Liability Other Than for Unearned Premiums	Reinsurance Payable on Paid and Unpaid Losses	Modified Coinsurance Reserve	Funds Withheld Under Coinsurance
<div style="border: 1px solid black; padding: 10px; display: inline-block;">N O N E</div>											
9999999 Total (Sum of 0799999 and 1099999)						0	0	0	0	0	0

SCHEDULE S - PART 2

Reinsurance Recoverable on Paid and Unpaid Losses Listed by Reinsuring Company as of December 31, Current Year

1 NAIC Company Code	2 ID Number	3 Effective Date	4 Name of Company	5 Domiciliary Jurisdiction	6 Paid Losses	7 Unpaid Losses
1199999 Total - Life and Annuity					0	0
Accident and Health - Non-Affiliates - U.S. Non-Affiliates						
11835	04-1590940	01/01/2014	PARTNERRE AMER INS CO	DE	370,000	0
00000	AA-9990032	01/01/2014	US Dept of Hlth & Human Serv	DC	1,530,000	0
1999999 Subtotal - Accident and Health - Non-Affiliates - U.S. Non-Affiliates					1,900,000	0
2199999 Total - Accident and Health - Non-Affiliates					1,900,000	0
2299999 Total - Accident and Health					1,900,000	0
2399999 Total U.S. (Sum of 0399999, 0899999, 1499999 and 1999999)					1,900,000	0
2499999 Total Non-U.S. (Sum of 0699999, 0999999, 1799999 and 2099999)					0	0
9999999 Total (Sum of 1199999 and 2299999)					1,900,000	0

SCHEDULE S - PART 3 - SECTION 2

Reinsurance Ceded Accident and Health Insurance Listed by Reinsuring Company as of December 31, Current Year

1 NAIC Company Code	2 ID Number	3 Effective Date	4 Name of Company	5 Domiciliary Jurisdiction	6 Type	7 Type of Business Ceded	8 Premiums	9 Unearned Premiums (Estimated)	10 Reserve Credit Taken Other than for Unearned Premiums	Outstanding Surplus Relief		13 Modified Coinsurance Reserve	14 Funds Withheld Under Coinsurance
										11 Current Year	12 Prior Year		
General Account - Authorized - Non-Affiliates - U.S. Non-Affiliates													
11835	04-1590940	01/01/2014	PARTNERRE AMER INS CO	DE	SSL/A/I	CMM	712,906	0	0	0	0	0	0
00000	AA-9990032	01/01/2014	US Dept of Hlth & Human Serv	DC	OTH/A/I	CMM	3,189,899	0	0	0	0	0	0
0899999 Subtotal - General Account - Authorized - Non-Affiliates - U.S. Non-Affiliates							3,902,805	0	0	0	0	0	0
1099999 Total - General Account - Authorized - Non-Affiliates							3,902,805	0	0	0	0	0	0
1199999 Total - General Account Authorized							3,902,805	0	0	0	0	0	0
1499999 Subtotal - General Account - Unauthorized - Affiliates - U.S. - Total							0	0	0	0	0	0	0
2299999 Total - General Account - Unauthorized							0	0	0	0	0	0	0
2599999 Subtotal - General Account - Certified - Affiliates - U.S. - Total							0	0	0	0	0	0	0
3399999 Total - General Account - Certified							0	0	0	0	0	0	0
3499999 Total - General Account - Authorized, Unauthorized and Certified							3,902,805	0	0	0	0	0	0
3799999 Subtotal - Separate Accounts - Authorized - Affiliates - U.S. - Total							0	0	0	0	0	0	0
4599999 Total - Separate Accounts - Authorized							0	0	0	0	0	0	0
4899999 Subtotal - Separate Accounts - Unauthorized - Affiliates - U.S. - Total							0	0	0	0	0	0	0
5699999 Total - Separate Accounts - Unauthorized							0	0	0	0	0	0	0
5999999 Subtotal - Separate Accounts - Certified - Affiliates - U.S. - Total							0	0	0	0	0	0	0
6699999 Total - Separate Accounts - Certified - Non-Affiliates							0	0	0	0	0	0	0
6799999 Total - Separate Accounts - Certified							0	0	0	0	0	0	0
6899999 Total - Separate Accounts - Authorized, Unauthorized and Certified							0	0	0	0	0	0	0
6999999 Total U.S. (Sum of 0399999, 0899999, 1499999, 1999999, 2599993, 3099999, 3799999, 4299999, 4899999, 5399999, 5999999 and 6499999)							3,902,805	0	0	0	0	0	0
7099999 Total Non-U.S. (Sum of 0699999, 0999999, 1799999, 2099999, 2899999, 3199999, 4099999, 4399999, 5199999, 5499999, 6299999 and 6599999)							0	0	0	0	0	0	0
9999999 Total (Sum of 3499999 and 6899999)							3,902,805	0	0	0	0	0	0

SCHEDULE S - PART 4

Reinsurance Ceded To Unauthorized Companies

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
NAIC Company Code	ID Number	Effective Date	Name of Reinsurer	Reserve Credit Taken	Paid and Unpaid Losses Recoverable (Debit)	Other Debits	Totals (Cols. 5 + 6 + 7)	Letters of Credit	Issuing or Confirming Bank Reference Number (a)	Trust Agreements	Funds Deposited by and Withheld from Reinsurers	Other	Miscellaneous Balances (Credit)	Sum of Cols. 9+11+12 +13+14 But Not in Excess of Col. 8
9999999 Total (Sum of 2399999 and 3499999)				0	0	0	0	0	... X X X ...	0	0	0	0	0

(a)

Issuing or Confirming Bank Reference Number	Letters of Credit Code	American Bankers Association (ABA) Routing Number	Issuing or Confirming Bank Name	Letters of Credit Amount
<div style="border: 1px solid black; padding: 5px; display: inline-block; font-size: 2em; font-weight: bold;">N O N E</div>				
.....				0

SCHEDULE S - PART 5

Reinsurance Ceded to Certified Reinsurers as of December 31, Current Year (000 Omitted)

1 NAIC Company Code	2 ID Number	3 Effective Date	4 Name of Reinsurer	5 Domi- ciliary Juris- diction	6 Certified Reinsurer Rating (1 through 6)	7 Effective Date of Certified Reinsurer Rating	8 Percent Collateral Required for Full Credit (0% - 100%)	9 Reserve Credit Taken	10 Paid and Unpaid Losses Recoverable (Debit)	11 Other Debits	12 Total Recoverable /Reserve Credit Taken (Col. 9 + 10 + 11)	13 Miscellaneous Balances (Credit)	14 Net Obligation Subject to Collateral (Col. 12 - 13)	15 Dollar Amount of Collateral Required for Full Credit (Col. 14 x Col. 8)	Collateral						23 Percent of Collateral Provided for Net Obligation Subject to Collateral (Col. 22 / Col. 14)	24 Percent Credit Allowed on Net Obligation Subject to Collateral (Col. 23 / Col. 8 not to Exceed 100%)	25 Amount of Credit Allowed for Net Obligation Subject to Collateral (Col. 14 x Col. 24)	26 Liability for Reinsurance With Certified Reinsurers Due to Collateral Deficiency Cols. 14 - 25)				
															16 Multiple Beneficiary Trust	17 Letters of Credit	18 Issuing or Confirming Bank Reference Number (a)	19 Trust Agreements	20 Funds Deposited by and Withheld from Reinsurers	21 Other					22 Total Collateral Provided (Col. 16 + 17 + 19 + 20 + 21)			
9999999 Total (Sum of 2399999 and 3499999)								0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

(a)

Issuing or Confirming Bank Reference Number	Letters of Credit Code	American Bankers Association (ABA) Routing Number	<div style="border: 1px solid black; padding: 5px; font-size: 2em; font-weight: bold; display: inline-block;">N O N E</div> Issuing or Confirming Bank Name	Letters of Credit Amount
				0

SCHEDULE S - PART 6
Five-Year Exhibit of Reinsurance Ceded Business
(000 Omitted)

	1 2014	2 2013	3 2012	4 2011	5 2010
A. OPERATIONS ITEMS					
1. Premiums	3,841	481	530	498	509
2. Title XVIII-Medicare	62	56	42	42	38
3. Title XIX - Medicaid	0	0	0	0	0
4. Commissions and reinsurance expense allowance	0	0	0	0	0
5. TOTAL Hospital and Medical Expenses	1,900	0	0	0	92
B. BALANCE SHEET ITEMS					
6. Premiums receivable	0	0	0	0	0
7. Claims payable	0	0	0	0	0
8. Reinsurance recoverable on paid losses	1,900	15	150	0	0
9. Experience rating refunds due or unpaid	0	0	0	0	0
10. Commissions and reinsurance expense allowances due	0	0	0	0	0
11. Unauthorized reinsurance offset	0	0	0	0	0
12. Offset for reinsurance with Certified Reinsurers	0	0	0	X X X	X X X
C. UNAUTHORIZED REINSURANCE					
(DEPOSITS BY AND FUNDS WITHHELD FROM)					
13. Funds deposited by and withheld from (F)	0	0	0	0	0
14. Letters of credit (L)	0	0	0	0	0
15. Trust agreements (T)	0	0	0	0	0
16. Other (O)	0	0	0	0	0
D. REINSURANCE WITH CERTIFIED REINSURERS					
(DEPOSITS BY AND FUNDS WITHHELD FROM)					
17. Multiple Beneficiary Trust	0	0	0	X X X	X X X
18. Funds deposited by and withheld from (F)	0	0	0	X X X	X X X
19. Letters of credit (L)	0	0	0	X X X	X X X
20. Trust agreements (T)	0	0	0	X X X	X X X
21. Other (O)	0	0	0	X X X	X X X

SCHEDULE S - PART 7

Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

	1 As Reported (net of ceded)	2 Restatement Adjustments	3 Restated (gross of ceded)
ASSETS (Page 2, Col. 3)			
1. Cash and invested assets (Line 12)	69,582,525	0	69,582,525
2. Accident and health premiums due and unpaid (Line 15)	11,264,667	0	11,264,667
3. Amounts recoverable from reinsurers (Line 16.1)	1,900,000	(1,900,000)	0
4. Net credit for ceded reinsurance	X X X	1,900,000	1,900,000
5. All other admitted assets (Balance)	19,464,001	0	19,464,001
6. TOTAL Assets (Line 28)	102,211,193	0	102,211,193
LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7. Claims unpaid (Line 1)	56,413,597	0	56,413,597
8. Accrued medical incentive pool and bonus payments (Line 2)	8,891,732	0	8,891,732
9. Premiums received in advance (Line 8)	1,876,327	0	1,876,327
10. Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19, first inset amount plus second inset amount)	0	0	0
11. Reinsurance in unauthorized companies (Line 20 minus inset amount)	0	0	0
12. Reinsurance with Certified Reinsurers (Line 20 inset amount)	0	0	0
13. Funds held under reinsurance treaties with Certified Reinsurers (Line 19 third inset amount)	0	0	0
14. All other liabilities (Balance)	16,494,628	0	16,494,628
15. TOTAL Liabilities (Line 24)	83,676,284	0	83,676,284
16. TOTAL Capital and Surplus (Line 33)	18,534,909	X X X	18,534,909
17. TOTAL Liabilities, Capital and Surplus (Line 34)	102,211,193	0	102,211,193
NET CREDIT FOR CEDED REINSURANCE			
18. Claims unpaid	0		
19. Accrued medical incentive pool	0		
20. Premiums received in advance	0		
21. Reinsurance recoverable on paid losses	1,900,000		
22. Other ceded reinsurance recoverables	0		
23. TOTAL Ceded Reinsurance Recoverables	1,900,000		
24. Premiums receivable	0		
25. Funds held under reinsurance treaties with authorized and unauthorized reinsurers	0		
26. Unauthorized reinsurance	0		
27. Reinsurance with Certified Reinsurers	0		
28. Funds held under reinsurance treaties with Certified Reinsurers	0		
29. Other ceded reinsurance payables/offsets	0		
30. TOTAL Ceded Reinsurance Payables/Offsets	0		
31. TOTAL Net Credit for Ceded Reinsurance	1,900,000		

SCHEDULE T - PART 2
INTERSTATE COMPACT - EXHIBIT OF PREMIUMS WRITTEN
ALLOCATED BY STATES AND TERRITORIES

Direct Business only						
States, Etc.	1 Life (Group and Individual)	2 Annuities (Group and Individual)	3 Disability Income (Group and Individual)	4 Long-Term Care (Group and Individual)	5 Deposit-Type Contracts	6 Totals
1. Alabama (AL)	0	0	0	0	0	0
2. Alaska (AK)	0	0	0	0	0	0
3. Arizona (AZ)	0	0	0	0	0	0
4. Arkansas (AR)	0	0	0	0	0	0
5. California (CA)	0	0	0	0	0	0
6. Colorado (CO)	0	0	0	0	0	0
7. Connecticut (CT)	0	0	0	0	0	0
8. Delaware (DE)	0	0	0	0	0	0
9. District of Columbia (DC)	0	0	0	0	0	0
10. Florida (FL)	0	0	0	0	0	0
11. Georgia (GA)	0	0	0	0	0	0
12. Hawaii (HI)	0	0	0	0	0	0
13. Idaho (ID)	0	0	0	0	0	0
14. Illinois (IL)	0	0	0	0	0	0
15. Indiana (IN)	0	0	0	0	0	0
16. Iowa (IA)	0	0	0	0	0	0
17. Kansas (KS)	0	0	0	0	0	0
18. Kentucky (KY)	0	0	0	0	0	0
19. Louisiana (LA)	0	0	0	0	0	0
20. Maine (ME)	0	0	0	0	0	0
21. Maryland (MD)	0	0	0	0	0	0
22. Massachusetts (MA)	0	0	0	0	0	0
23. Michigan (MI)	0	0	0	0	0	0
24. Minnesota (MN)	0	0	0	0	0	0
25. Mississippi (MS)	0	0	0	0	0	0
26. Missouri (MO)	0	0	0	0	0	0
27. Montana (MT)	0	0	0	0	0	0
28. Nebraska (NE)	0	0	0	0	0	0
29. Nevada (NV)	0	0	0	0	0	0
30. New Hampshire (NH)	0	0	0	0	0	0
31. New Jersey (NJ)	0	0	0	0	0	0
32. New Mexico (NM)	0	0	0	0	0	0
33. New York (NY)	0	0	0	0	0	0
34. North Carolina (NC)	0	0	0	0	0	0
35. North Dakota (ND)	0	0	0	0	0	0
36. Ohio (OH)	0	0	0	0	0	0
37. Oklahoma (OK)	0	0	0	0	0	0
38. Oregon (OR)	0	0	0	0	0	0
39. Pennsylvania (PA)	0	0	0	0	0	0
40. Rhode Island (RI)	0	0	0	0	0	0
41. South Carolina (SC)	0	0	0	0	0	0
42. South Dakota (SD)	0	0	0	0	0	0
43. Tennessee (TN)	0	0	0	0	0	0
44. Texas (TX)	0	0	0	0	0	0
45. Utah (UT)	0	0	0	0	0	0
46. Vermont (VT)	0	0	0	0	0	0
47. Virginia (VA)	0	0	0	0	0	0
48. Washington (WA)	0	0	0	0	0	0
49. West Virginia (WV)	0	0	0	0	0	0
50. Wisconsin (WI)	0	0	0	0	0	0
51. Wyoming (WY)	0	0	0	0	0	0
52. American Samoa (AS)	0	0	0	0	0	0
53. Guam (GU)	0	0	0	0	0	0
54. Puerto Rico (PR)	0	0	0	0	0	0
55. U.S. Virgin Islands (VI)	0	0	0	0	0	0
56. Northern Mariana Islands (MP)	0	0	0	0	0	0
57. Canada (CAN)	0	0	0	0	0	0
58. Aggregate other alien (OT)	0	0	0	0	0	0
59. TOTALS	0	0	0	0	0	0

NONE

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	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)	*
3409	95580	38-2160688 ..	.....	.....	.....	HealthPlus of Michigan, Inc. ....	.. MI ..	... RE ..	.....	.....	..... 0.0	.....	.....
3409	11549	01-0729151 ..	.....	.....	.....	HealthPlus Partners, Inc. ....	.. MI ..	... DS ..	HealthPlus of Michigan, Inc.	Ownership .....	..... 100.0	HealthPlus of Michigan, Inc. ..	.....
3409	12826	20-5803273 ..	.....	.....	.....	HealthPlus Insurance Company .....	.. MI ..	... DS ..	HealthPlus of Michigan, Inc.	Ownership .....	..... 100.0	HealthPlus of Michigan, Inc. ..	.....
.....	00000	38-2883315 ..	.....	.....	.....	HealthPlus Options, Inc. ....	.. MI ..	... DS ..	HealthPlus of Michigan, Inc.	Ownership .....	..... 100.0	HealthPlus of Michigan, Inc. ..	.....

Asterisk	Explanation
0000001

SCHEDULE Y

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

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/(Disburse- ments) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
95580	38-2160688	Healthplus Of MI Inc	0	(8,000,000)	0	0	38,599,970	0		0	30,599,970	0
11549	01-0729151	Healthplus Partners Inc	0	0	0	0	(22,932,753)	0		0	(22,932,753)	0
	38-2883315	HealthPlus Options, Inc.	0	0	0	0	(3,309,794)	0		0	(3,309,794)	0
12826	20-5803273	HEALTHPLUS INS CO	0	8,000,000	0	0	(12,357,423)	0		0	(4,357,423)	0
9999999 Control Totals			0	0	0	0	0	0	X X X	0	0	0

Schedule Y Part 2 Explanation:

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES (continued)

Approval for Relief related to one-year cooling off period for inde. CPA



Approval for Relief related to Require. for Audit Committees



LTC Supplemental Interrogatorries



Health Life Supplement - LHA Guaranty Association Reconciliation



Health Property/Casualty Supplement - Insurance Expense Exhibit



Management's Report of Internal Control over Financial Reporting



UNDERWRITING AND INVESTMENT EXHIBIT

PART 3 - ANALYSIS OF EXPENSES

	Claim Adjustment Expenses		3 General Administrative Expenses	4 Investment Expenses	5 Total
	1 Cost Containment Expenses	2 Other Claim Adjustment Expenses			
2504. Charitable Contributions	0	0	344,458	0	344,458
2505. Interest Expense on Late Claims	0	6,263	8,971	0	15,234
2506. Physician Relations	234	0	62,953	0	63,187
2507. Training	422	2,985	55,355	0	58,762
2508. Design Fees	0	0	7,128	0	7,128
2509. Miscellaneous	0	0	344	0	344
2597. Summary of remaining write-ins for Line 25 (Lines 2504 through 2596)	656	9,248	479,209	0	489,113

INDEX TO HEALTH ANNUAL STATEMENT

Analysis of Operations By Lines of Business	7
Assets	2
Cash Flow	6
Exhibit 1 - Enrollment By Product Type for Health Business Only	17
Exhibit 2 - Accident and Health Premiums Due and Unpaid	18
Exhibit 3 - Health Care Receivables	19
Exhibit 3A - Analysis of Health Care Receivables Collected and Accrued	20
Exhibit 4 - Claims Unpaid and Incentive Pool, Withhold and Bonus	21
Exhibit 5 - Amounts Due From Parent, Subsidiaries and Affiliates	22
Exhibit 6 - Amounts Due To Parent, Subsidiaries and Affiliates	23
Exhibit 7 - Part 1 - Summary of Transactions With Providers	24
Exhibit 7 - Part 2 - Summary of Transactions With Intermediaries	24
Exhibit 8 - Furniture, Equipment and Supplies Owned	25
Exhibit of Capital Gains (Losses)	15
Exhibit of Net Investment Income	15
Exhibit of Nonadmitted Assets	16
Exhibit of Premiums, Enrollment and Utilization (State Page)	30
Five-Year Historical Data	29
General Interrogatories	27
Jurat Page	1
Liabilities, Capital and Surplus	3
Notes To Financial Statements	26
Overflow Page For Write-ins	44
Schedule A - Part 1	E01
Schedule A - Part 2	E02
Schedule A - Part 3	E03
Schedule A - Verification Between Years	SI02
Schedule B - Part 1	E04
Schedule B - Part 2	E05
Schedule B - Part 3	E06
Schedule B - Verification Between Years	SI02
Schedule BA - Part 1	E07
Schedule BA - Part 2	E08
Schedule BA - Part 3	E09
Schedule BA - Verification Between Years	SI03
Schedule D - Part 1	E10
Schedule D - Part 1A - Section 1	SI05
Schedule D - Part 1A - Section 2	SI08
Schedule D - Part 2 - Section 1	E11
Schedule D - Part 2 - Section 2	E12
Schedule D - Part 3	E13
Schedule D - Part 4	E14
Schedule D - Part 5	E15
Schedule D - Part 6 - Section 1	E16
Schedule D - Part 6 - Section 2	E16
Schedule D - Summary By Country	SI04
Schedule D - Verification Between Years	SI03
Schedule DA - Part 1	E17
Schedule DA - Verification Between Years	SI10
Schedule DB - Part A - Section 1	E18
Schedule DB - Part A - Section 2	E19
Schedule DB - Part A - Verification Between Years	SI11
Schedule DB - Part B - Section 1	E20
Schedule DB - Part B - Section 2	E21
Schedule DB - Part B - Verification Between Years	SI11
Schedule DB - Part C - Section 1	SI12
Schedule DB - Part C - Section 2	SI13
Schedule DB - Part D - Section 1	E22
Schedule DB - Part D - Section 2	E23

INDEX TO HEALTH ANNUAL STATEMENT

Schedule DB - Verification	SI14
Schedule DL - Part 1	E24
Schedule DL - Part 2	E25
Schedule E - Part 1 - Cash	E26
Schedule E - Part 2 - Cash Equivalents	E27
Schedule E - Part 3 - Special Deposits	E28
Schedule E - Verification Between Years	SI15
Schedule S - Part 1 - Section 2	31
Schedule S - Part 2	32
Schedule S - Part 3 - Section 2	33
Schedule S - Part 4	34
Schedule S - Part 5	35
Schedule S - Part 6	36
Schedule S - Part 7	37
Schedule T - Part 2 - Interstate Compact	39
Schedule T - Premiums and Other Considerations	38
Schedule Y - Information Concerning Activities of Insurer Members of a Holding Company Group	40
Schedule Y - Part 1A - Detail of Insurance Holding Company System	41
Schedule Y - Part 2 - Summary of Insurer's Transactions With Any Affiliates	42
Statement of Revenue and Expenses	4
Summary Investment Schedule	SI01
Supplemental Exhibits and Schedules Interrogatories	43
Underwriting and Investment Exhibit - Part 1	8
Underwriting and Investment Exhibit - Part 2	9
Underwriting and Investment Exhibit - Part 2A	10
Underwriting and Investment Exhibit - Part 2B	11
Underwriting and Investment Exhibit - Part 2C	12
Underwriting and Investment Exhibit - Part 2D	13
Underwriting and Investment Exhibit - Part 3	14