



ANNUAL STATEMENT

For the Year Ending DECEMBER 31, 2015

OF THE CONDITION AND AFFAIRS OF THE

HealthPlus of Michigan, Inc.

NAIC Group Code	3409 <small>(Current Period)</small>	3409 <small>(Prior Period)</small>	NAIC Company Code	95580	Employer's ID Number	38-2160688
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[] Dental Service Corporation[] Other[]		Property/Casualty[] Vision Service Corporation[] Is HMO Federally Qualified? Yes[X] No[] N/A[]		Hospital, Medical & Dental Service or Indemnity[] Health Maintenance Organization[X]	
Incorporated/Organized	08/09/1977		Commenced Business	10/15/1979		
Statutory Home Office	2050 South Linden Road <small>(Street and Number)</small>			Flint, MI, 48532 <small>(City or Town, State, Country and Zip Code)</small>		
Main Administrative Office	Flint, MI, 48532 <small>(City or Town, State, Country and Zip Code)</small>		2050 South Linden Road <small>(Street and Number)</small>	(800)332-9161 <small>(Area Code) (Telephone Number)</small>		
Mail Address	2050 South Linden Road, P.O. Box 1700 <small>(Street and Number or P.O. Box)</small>			Flint, MI, 48501-1700 <small>(City or Town, State, Country and Zip Code)</small>		
Primary Location of Books and Records	Flint, MI, 48532 <small>(City or Town, State, Country and Zip Code)</small>		2050 South Linden Road <small>(Street and Number)</small>	(800)332-9161 <small>(Area Code) (Telephone Number)</small>		
Internet Website Address	www.healthplus.org					
Statutory Statement Contact	Keith George Collin <small>(Name)</small>			(810)230-2181 <small>(Area Code)(Telephone Number)(Extension)</small>		
	kcollin@healthplus.org <small>(E-Mail Address)</small>			(810)733-8966 <small>(Fax Number)</small>		

OFFICERS

Name	Title	#
Michael Genord MD, MBA	President	#
Steven Craig Worden	Treasurer	
Keith George Collin	Chief Financial Officer	#

OTHERS

Graham Spaulding Smith, Vice President - Sales and Marketing Antoinette Camarda Geyer, VP - Provider Network & Plan Operations

DIRECTORS OR TRUSTEES

Vernon Lee Burns Steven Craig Worden Miles Conrad Owens Elizabeth Aderholdt Steven Dawes	Peggy Joyce Tortorice Larry Leigh Carr DO Franz Michael Jaggi DO John Charles Lukes Esq. Larry Gawthrop #
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State of Michigan
 County of Genesee 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) Michael Genord MD, MBA (Printed Name) 1. President (Title)	(Signature) Keith George Collin (Printed Name) 2. Chief Financial Officer (Title)	(Signature) Steven Craig Worden (Printed Name) 3. Treasurer (Title)
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Subscribed and sworn to before me this _____ day of _____, 2016

- a. Is this an original filing?
 b. If no, 1. State the amendment number
 2. Date filed
 3. Number of pages attached

Yes[X] No[]

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0

 (Notary Public Signature)

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	278,161	0	0	0	0	278,161
Group Subscribers:						
Retiree Medical Benefit Trust	1,917,141	0	0	0	0	1,917,141
Federal Employees Health Benefit Plan	1,000,000	0	0	0	0	1,000,000
0299997 Subtotal - Group Subscribers:	2,917,141	0	0	0	0	2,917,141
0299998 Premiums due and unpaid not individually listed	1,601,161	146,475	2,176	71,754	71,754	1,749,812
0299999 TOTAL Group	4,518,302	146,475	2,176	71,754	71,754	4,666,953
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) ..	4,796,463	146,475	2,176	71,754	71,754	4,945,114

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 (ICore)	420,000	454,463	0	0	0	874,463
Eli Lilly	450,000	474,516	0	0	0	924,516
0199998 Pharmaceutical Rebate Receivables - Not Individually Listed	1,121,000	1,451,998	112,025	0	0	2,685,023
0199999 Subtotal - Pharmaceutical Rebate Receivables	1,991,000	2,380,977	112,025	0	0	4,484,002
0299998 Claim Overpayment Receivables - Not Individually Listed	0	0	0	0	0	0
0299999 Subtotal - Claim Overpayment Receivables	0	0	0	0	0	0
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	3,397,359	0	0	0	0	3,397,359
0599998 Risk Sharing Receivables - Not Individually Listed	110,505	0	0	0	0	110,505
0599999 Subtotal - Risk Sharing Receivables	3,507,864	0	0	0	0	3,507,864
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	5,498,864	2,380,977	112,025	0	0	7,991,866

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	4,056,624	0	0	4,484,002	4,056,624	3,398,340
2. Claim overpayment receivables	4,058,765	0	0	0	4,058,765	5,340,763
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	5,218,079	0	0	3,507,864	5,218,079	7,519,135
6. Other health care receivables	0	0	0	0	0	0
7. TOTALS (Lines 1 through 6)	13,333,468	0	0	7,991,866	13,333,468	16,258,238

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	14,249,475	2,664,738	350,350	22,684	64,037	17,351,284
0499999 Subtotals	14,249,475	2,664,738	350,350	22,684	64,037	17,351,284
0599999 Unreported claims and other claim reserves						28,140,630
0699999 TOTAL Amounts Withheld						1,721,067
0799999 TOTAL Claims Unpaid						47,212,981
0899999 Accrued Medical Incentive Pool and Bonus Amounts						8,261,171

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 Partners, Inc.	Pharmacy rebates collected and final adjustment to membership sale	2,511,256	2,511,256	0
HealthPlus Options, Inc.	Pharmacy rebates collected	487,176	487,176	0
HealthPlus Insurance Company	Pharmacy rebates collected and employee health care premiums	2,032,448	2,032,448	0
0199999 Total - Individually Listed Payables	X X X	5,030,880	5,030,880	0
0299999 Payables not Individually Listed	X X X	0	0	0
0399999 TOTAL Gross Payables	X X X	5,030,880	5,030,880	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	127,688,722	29.531	61,350	100.000	0	127,688,722
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	127,688,722	29.531	61,350	100.000	0	127,688,722
Other Payments:						
5. Fee-for-service	22,693,824	5.248	X X X	X X X	0	22,693,824
6. Contractual fee payments	282,010,780	65.221	X X X	X X X	0	282,010,780
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	304,704,604	70.469	X X X	X X X	0	304,704,604
13. TOTAL (Line 4 plus Line 12)	432,393,326	100.000	X X X	X X X	0	432,393,326

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	2,985,323	0	2,425,607	559,716	559,716	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	38,063	0	38,063	0	0	0
6. TOTAL	3,023,386	0	2,463,670	559,716	559,716	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	74,225	2,845	47,734	0	0	0	3,540	20,106	0	0
2. First Quarter	73,819	5,202	45,212	0	0	0	3,047	20,358	0	0
3. Second Quarter	72,702	10,782	38,595	0	0	0	2,992	20,333	0	0
4. Third Quarter	62,290	4,543	34,502	0	0	0	2,954	20,291	0	0
5. Current Year	61,350	4,473	33,811	0	0	0	2,929	20,137	0	0
6. Current Year Member Months	821,388	102,208	439,662	0	0	0	35,902	243,616	0	0
TOTAL Member Ambulatory Encounters for Year:										
7. Physician	206,051	0	110,502	0	0	0	8,469	87,080	0	0
8. Non-Physician	577,182	0	237,069	0	0	0	22,868	317,245	0	0
9. TOTAL	783,233	0	347,571	0	0	0	31,337	404,325	0	0
10. Hospital Patient Days Incurred	45,448	0	12,737	0	0	0	1,318	31,393	0	0
11. Number of Inpatient Admissions	9,593	0	3,062	0	0	0	293	6,238	0	0
12. Health Premiums Written (b)	465,805,459	21,041,016	196,229,086	0	0	0	18,090,304	230,445,053	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	465,805,459	21,041,016	196,229,086	0	0	0	18,090,304	230,445,053	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	432,393,326	14,079,035	183,420,556	0	0	0	17,580,490	217,313,245	0	0
18. Amount Incurred for Provision of Health Care Services	425,487,758	13,634,266	177,624,537	0	0	0	17,545,168	216,683,787	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 \$.....0



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	74,225	2,845	47,734	0	0	0	3,540	20,106	0	0
2. First Quarter	73,819	5,202	45,212	0	0	0	3,047	20,358	0	0
3. Second Quarter	72,702	10,782	38,595	0	0	0	2,992	20,333	0	0
4. Third Quarter	62,290	4,543	34,502	0	0	0	2,954	20,291	0	0
5. Current Year	61,350	4,473	33,811	0	0	0	2,929	20,137	0	0
6. Current Year Member Months	821,388	102,208	439,662	0	0	0	35,902	243,616	0	0
TOTAL Member Ambulatory Encounters for Year:										
7. Physician	206,051	0	110,502	0	0	0	8,469	87,080	0	0
8. Non-Physician	577,182	0	237,069	0	0	0	22,868	317,245	0	0
9. TOTAL	783,233	0	347,571	0	0	0	31,337	404,325	0	0
10. Hospital Patient Days Incurred	45,448	0	12,737	0	0	0	1,318	31,393	0	0
11. Number of Inpatient Admissions	9,593	0	3,062	0	0	0	293	6,238	0	0
12. Health Premiums Written (b)	465,805,459	21,041,016	196,229,086	0	0	0	18,090,304	230,445,053	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	465,805,459	21,041,016	196,229,086	0	0	0	18,090,304	230,445,053	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	432,393,326	14,079,035	183,420,556	0	0	0	17,580,490	217,313,245	0	0
18. Amount Incurred for Provision of Health Care Services	425,487,758	13,634,266	177,624,537	0	0	0	17,545,168	216,683,787	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 \$.....0

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	01/01/2015	PARTNERRE AMER INS CO	DE	762,807	0
00000	AA-9990032	01/01/2015	US Dept of Hlth & Human Serv	DC	1,008,628	0
1999999 Subtotal - Accident and Health - Non-Affiliates - U.S. Non-Affiliates					1,771,435	0
2199999 Total - Accident and Health - Non-Affiliates					1,771,435	0
2299999 Total - Accident and Health					1,771,435	0
2399999 Total U.S. (Sum of 0399999, 0899999, 1499999 and 1999999)					1,771,435	0
2499999 Total Non-U.S. (Sum of 0699999, 0999999, 1799999 and 2099999)					0	0
9999999 Total (Sum of 1199999 and 2299999)					1,771,435	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 of Reinsurance Ceded	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	01/01/2015	PARTNERRE AMER INS CO	DE	SSL/A/I	CMM	768,416	0	0	0	0	0	0
00000	AA-9990032	01/01/2015	US Dept of Hlth & Human Serv	DC	OTH/A/I	CMM	153,346	0	0	0	0	0	0
0899999 Subtotal - General Account - Authorized - Non-Affiliates - U.S. Non-Affiliates							921,762	0	0	0	0	0	0
1099999 Total - General Account - Authorized - Non-Affiliates							921,762	0	0	0	0	0	0
1199999 Total - General Account Authorized							921,762	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							921,762	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, 2599999, 3099999, 3799999, 4299999, 4899999, 5399999, 5999999 and 6499999)							921,762	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)							921,762	0	0	0	0	0	0

34 Schedule S - Part 4 NONE

35 Schedule S - Part 5 NONE

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

	1 2015	2 2014	3 2013	4 2012	5 2011
A. OPERATIONS ITEMS					
1. Premiums	866	3,841	481	530	498
2. Title XVIII-Medicare	56	62	56	42	42
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	1,275	1,900	0	0	0
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	1,771	1,900	15	150	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	0	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	0	X X X
18. Funds deposited by and withheld from (F)	0	0	0	0	X X X
19. Letters of credit (L)	0	0	0	0	X X X
20. Trust agreements (T)	0	0	0	0	X X X
21. Other (O)	0	0	0	0	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)	60,806,622	0	60,806,622
2. Accident and health premiums due and unpaid (Line 15)	7,495,114	0	7,495,114
3. Amounts recoverable from reinsurers (Line 16.1)	1,771,435	(1,771,435)	0
4. Net credit for ceded reinsurance	X X X	1,771,435	1,771,435
5. All other admitted assets (Balance)	10,715,828	0	10,715,828
6. TOTAL Assets (Line 28)	80,788,999	0	80,788,999
LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7. Claims unpaid (Line 1)	47,212,981	0	47,212,981
8. Accrued medical incentive pool and bonus payments (Line 2)	8,261,171	0	8,261,171
9. Premiums received in advance (Line 8)	441,215	0	441,215
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)	30,642,650	0	30,642,650
15. TOTAL Liabilities (Line 24)	86,558,017	0	86,558,017
16. TOTAL Capital and Surplus (Line 33)	(5,769,018)	X X X	(5,769,018)
17. TOTAL Liabilities, Capital and Surplus (Line 34)	80,788,999	0	80,788,999
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	1,771,435		
22. Other ceded reinsurance recoverables	0		
23. TOTAL Ceded Reinsurance Recoverables	1,771,435		
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	1,771,435		

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	50,000,000	(25,000,000)	0	0	39,365,298	0		0	64,365,298	0
11549	01-0729151	Healthplus Partners Inc	(50,000,000)	0	0	0	(19,136,488)	0		0	(69,136,488)	0
	38-2883315	HealthPlus Options, Inc.	0	0	0	0	(4,350,746)	0		0	(4,350,746)	0
12826	20-5803273	HEALTHPLUS INS CO	0	25,000,000	0	0	(15,878,064)	0		0	9,121,936	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



OVERFLOW PAGE FOR WRITE-INS

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	295,272	0	295,272
2505. Interest Expense on Late Claims	0	0	12,471	0	12,471
2506. Physician Relations	0	10,414	6,536	0	16,950
2507. Training	94	1,571	55,243	0	56,908
2508. Design Fees	0	0	10,284	0	10,284
2509. Miscellaneous	0	0	403	0	403
2597. Summary of remaining write-ins for Line 25 (Lines 2504 through 2596)	94	11,985	380,209	0	392,288

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