95580201520100103 2015 Document Code: 201

QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2015

OF THE CONDITION AND AFFAIRS OF THE

HealthPlus of Michigan, Inc.

NAIC Group Code 3409 (Current Period), 3409 (Prior Period) 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[ ] Property/Casualty[ ] Hospital, Medical & Dental Service or Indemnity[ ]
Dental Service Corporation[ ] Vision Service Corporation[ ] Health Maintenance Organization[X]
Other[ ] Is HMO Federally Qualified? Yes[X] No[ ] N/A[ ]

Incorporated/Organized 08/09/1977 Commenced Business 10/15/1979

Statutory Home Office 2050 South Linden Road (Street and Number), Flint, MI, 48532 (City or Town, State, Country and Zip Code)

Main Administrative Office 2050 South Linden Road (Street and Number)
Flint, MI, 48532 (City or Town, State, Country and Zip Code) (800)332-9161 (Area Code) (Telephone Number)

Mail Address 2050 South Linden Road, P.O. Box 1700 (Street and Number or P.O. Box), Flint, MI, 48501-1700 (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 2050 South Linden Road (Street and Number)
Flint, MI, 48532 (City or Town, State, Country and Zip Code) (800)332-9161 (Area Code) (Telephone Number)

Internet Web Site Address www.healthplus.org

Statutory Statement Contact Keith George Collin (Name) (810)230-2181 (Area Code)(Telephone Number)(Extension)
kcollin@healthplus.org (E-Mail Address) (810)733-8966 (Fax Number)

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 #

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)	(Signature)	(Signature)
Michael Genord MD, MBA	Keith George Collin	Steven Craig Worden
(Printed Name)	(Printed Name)	(Printed Name)
1.	2.	3.
President	Chief Financial Officer	Treasurer
(Title)	(Title)	(Title)

Subscribed and sworn to before me this
_____ day of _____, 2015

a. Is this an original filing? Yes[X] No[ ]
b. If no, 1. State the amendment number 0
2. Date filed
3. Number of pages attached 0

(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	0	0	0	0
2. Stocks:				
2.1 Preferred stocks	0	0	0	0
2.2 Common stocks	45,421,032	0	45,421,032	23,377,756
3. Mortgage loans on real estate:				
3.1 First liens	0	0	0	0
3.2 Other than first liens	0	0	0	0
4. Real estate:				
4.1 Properties occupied by the company (less $.....0 encumbrances)	3,261,944	0	3,261,944	3,623,050
4.2 Properties held for the production of income (less $.....0 encumbrances)	0	0	0	0
4.3 Properties held for sale (less $.....0 encumbrances)	0	0	0	0
5. Cash ($.....(523,240)), cash equivalents ($.....0) and short-term investments ($.....35,015,083)	34,491,843	0	34,491,843	42,581,719
6. Contract loans (including $.....0 premium notes)	0	0	0	0
7. Derivatives	0	0	0	0
8. Other invested assets	0	0	0	0
9. Receivables for securities	0	0	0	0
10. Securities lending reinvested collateral assets	0	0	0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	83,174,819	0	83,174,819	69,582,525
13. Title plants less $.....0 charged off (for Title insurers only)	0	0	0	0
14. Investment income due and accrued	1,778	0	1,778	184,332
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	3,526,667	277,026	3,249,641	7,896,221
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $.....0 earned but unbilled premiums)	0	0	0	0
15.3 Accrued retrospective premiums	635,000	0	635,000	3,368,446
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	1,006,719	0	1,006,719	1,900,000
16.2 Funds held by or deposited with reinsured companies	0	0	0	0
16.3 Other amounts receivable under reinsurance contracts	0	0	0	0
17. Amounts receivable relating to uninsured plans	2,061,034	0	2,061,034	2,266,949
18.1 Current federal and foreign income tax recoverable and interest thereon	0	0	0	0
18.2 Net deferred tax asset	0	0	0	0
19. Guaranty funds receivable or on deposit	0	0	0	0
20. Electronic data processing equipment and software	5,196,535	5,196,535	0	723,310
21. Furniture and equipment, including health care delivery assets ($.....0)	713,626	713,626	0	0
22. Net adjustments in assets and liabilities due to foreign exchange rates	0	0	0	0
23. Receivables from parent, subsidiaries and affiliates	8,763,795	0	8,763,795	0
24. Health care ($.....8,256,447) and other amounts receivable	8,308,601	14,325	8,294,276	16,289,410
25. Aggregate write-ins for other than invested assets	2,067,618	2,067,618	0	0
26. TOTAL assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	115,456,192	8,269,130	107,187,062	102,211,193
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0	0
28. TOTAL (Lines 26 and 27)	115,456,192	8,269,130	107,187,062	102,211,193
DETAILS OF WRITE-INS				
1101.	0	0	0	0
1102.	0	0	0	0
1103.	0	0	0	0
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. TOTALS (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Prepaid Expenses	2,067,618	2,067,618	0	0
2502.	0	0	0	0
2503.	0	0	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	2,067,618	2,067,618	0	0

LIABILITIES, CAPITAL AND SURPLUS

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less $.....0 reinsurance ceded)	51,066,201	0	51,066,201	56,413,597
2.	Accrued medical incentive pool and bonus amounts	8,863,615	0	8,863,615	8,891,732
3.	Unpaid claims adjustment expenses	904,805	0	904,805	782,167
4.	Aggregate health policy reserves, including the liability of $.....0 for medical loss ratio rebate per the Public Health Service Act	279,411	0	279,411	279,411
5.	Aggregate life policy reserves	0	0	0	0
6.	Property/casualty unearned premium reserve	0	0	0	0
7.	Aggregate health claim reserves	0	0	0	0
8.	Premiums received in advance	2,182,461	0	2,182,461	1,876,327
9.	General expenses due or accrued	12,513,715	0	12,513,715	10,693,789
10.1	Current federal and foreign income tax payable and interest thereon (including $.....0 on realized gains (losses))	0	0	0	0
10.2	Net deferred tax liability	0	0	0	0
11.	Ceded reinsurance premiums payable	0	0	0	0
12.	Amounts withheld or retained for the account of others	28,773	0	28,773	119,872
13.	Remittances and items not allocated	0	0	0	0
14.	Borrowed money (including $.....0 current) and interest thereon $.....0 (including $.....0 current)	0	0	0	0
15.	Amounts due to parent, subsidiaries and affiliates	0	0	0	3,880,124
16.	Derivatives	0	0	0	0
17.	Payable for securities	0	0	0	0
18.	Payable for securities lending	0	0	0	0
19.	Funds held under reinsurance treaties with ($.....0 authorized reinsurers, $.....0 unauthorized reinsurers and $.....0 certified reinsurers)	0	0	0	0
20.	Reinsurance in unauthorized and certified ($.....0) companies	0	0	0	0
21.	Net adjustments in assets and liabilities due to foreign exchange rates	0	0	0	0
22.	Liability for amounts held under uninsured plans	380,800	0	380,800	356,862
23.	Aggregate write-ins for other liabilities (including $.....431 current)	382,834	0	382,834	382,403
24.	Total liabilities (Lines 1 to 23)	76,602,615	0	76,602,615	83,676,284
25.	Aggregate write-ins for special surplus funds	XXX	XXX	3,588,518	4,296,947
26.	Common capital stock	XXX	XXX	0	0
27.	Preferred capital stock	XXX	XXX	0	0
28.	Gross paid in and contributed surplus	XXX	XXX	170,511	170,511
29.	Surplus notes	XXX	XXX	0	0
30.	Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31.	Unassigned funds (surplus)	XXX	XXX	26,825,418	14,067,451
32.	Less treasury stock, at cost:				
	32.1 .....0 shares common (value included in Line 26 $.....0)	XXX	XXX	0	0
	32.2 .....0 shares preferred (value included in Line 27 $.....0)	XXX	XXX	0	0
33.	Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	30,584,447	18,534,909
34.	Total Liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	107,187,062	102,211,193
DETAILS OF WRITE-INS					
2301.	Other Current Liabilities	431	0	431	0
2302.	Other Post-employment Benefits Obligation	382,403	0	382,403	382,403
2303.		0	0	0	0
2398.	Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)	382,834	0	382,834	382,403
2501.	Special Surplus Fund for 2015 ACA HIT	XXX	XXX	3,588,518	4,296,947
2502.		XXX	XXX	0	0
2503.		XXX	XXX	0	0
2598.	Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	3,588,518	4,296,947
3001.		XXX	XXX	0	0
3002.		XXX	XXX	0	0
3003.		XXX	XXX	0	0
3098.	Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099.	TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

		Current Year To Date		Prior Year To Date	Prior Year Ended December 31
		1 Uncovered	2 Total	3 Total	4 Total
1.	Member Months	XXX	637,497	686,078	908,394
2.	Net premium income (including $.....0 non-health premium income)	XXX	353,152,517	381,871,605	502,246,843
3.	Change in unearned premium reserves and reserves for rate credits	XXX	0	0	0
4.	Fee-for-service (net of $.....0 medical expenses)	XXX	0	0	0
5.	Risk revenue	XXX	0	0	0
6.	Aggregate write-ins for other health care related revenues	XXX	0	0	0
7.	Aggregate write-ins for other non-health revenues	XXX	0	0	0
8.	Total revenues (Lines 2 to 7)	XXX	353,152,517	381,871,605	502,246,843
Hospital and Medical:					
9.	Hospital/medical benefits	0	259,103,418	277,225,681	382,770,594
10.	Other professional services	0	0	0	0
11.	Outside referrals	0	0	0	0
12.	Emergency room and out-of-area	0	15,850,506	17,516,435	22,827,772
13.	Prescription drugs	0	41,704,391	39,974,963	52,356,360
14.	Aggregate write-ins for other hospital and medical	0	10,991	3,869	11,287
15.	Incentive pool, withhold adjustments and bonus amounts	0	7,100,286	8,998,594	10,814,652
16.	Subtotal (Lines 9 to 15)	0	323,769,592	343,719,542	468,780,665
Less:					
17.	Net reinsurance recoveries	0	408,924	1,328,621	1,900,000
18.	Total hospital and medical (Lines 16 minus 17)	0	323,360,668	342,390,921	466,880,665
19.	Non-health claims (net)	0	0	0	0
20.	Claims adjustment expenses, including $.....3,434,465 cost containment expenses	0	6,577,397	6,948,348	9,815,655
21.	General administrative expenses	0	34,354,875	39,663,012	48,758,577
22.	Increase in reserves for life and accident and health contracts (including $.....0 increase in reserves for life only)	0	0	0	279,411
23.	Total underwriting deductions (Lines 18 through 22)	0	364,292,940	389,002,281	525,734,308
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(11,140,423)	(7,130,676)	(23,487,465)
25.	Net investment income earned	0	774,445	1,062,842	1,381,499
26.	Net realized capital gains (losses) less capital gains tax of $.....0	0	9,360	2,415,657	4,393,324
27.	Net investment gains or (losses) (Lines 25 plus 26)	0	783,805	3,478,499	5,774,823
28.	Net gain or (loss) from agents' or premium balances charged off [(amount recovered $.....0) (amount charged off $.....0)]	0	0	0	0
29.	Aggregate write-ins for other income or expenses	0	3,039,113	7,082	7,323
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	(7,317,505)	(3,645,095)	(17,705,319)
31.	Federal and foreign income taxes incurred	XXX	0	0	0
32.	Net income (loss) (Lines 30 minus 31)	XXX	(7,317,505)	(3,645,095)	(17,705,319)
DETAILS OF WRITE-INS					
0601.		XXX	0	0	0
0602.		XXX	0	0	0
0603.		XXX	0	0	0
0698.	Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	0	0	0
0701.		XXX	0	0	0
0702.		XXX	0	0	0
0703.		XXX	0	0	0
0798.	Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799.	TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	0	0
1401.	Other Medical Expense	0	10,991	3,869	11,287
1402.		0	0	0	0
1403.		0	0	0	0
1498.	Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499.	TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	10,991	3,869	11,287
2901.	Other Revenue	0	1,461	7,082	7,323
2902.	Gain/(Loss) on Fixed Asset Disposal	0	(47,248)	0	0
2903.	Realized Gain on Sale of Membership	0	3,084,900	0	0
2998.	Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999.	TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	3,039,113	7,082	7,323

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	18,534,909	84,459,027	84,459,027
34.	Net income or (loss) from Line 32	(7,317,505)	(3,645,095)	(17,705,319)
35.	Change in valuation basis of aggregate policy and claim reserves	0	0	0
36.	Change in net unrealized capital gains (losses) less capital gains tax of $.....0	21,583,090	(10,820,520)	(45,926,894)
37.	Change in net unrealized foreign exchange capital gain or (loss)	0	0	0
38.	Change in net deferred income tax	0	0	0
39.	Change in nonadmitted assets	946,696	(1,797,752)	(2,146,363)
40.	Change in unauthorized and certified reinsurance	0	0	0
41.	Change in treasury stock	0	0	0
42.	Change in surplus notes	0	0	0
43.	Cumulative effect of changes in accounting principles	0	0	0
44.	Capital Changes:			
	44.1 Paid in	0	0	0
	44.2 Transferred from surplus (Stock Dividend)	0	0	0
	44.3 Transferred to surplus	0	0	0
45.	Surplus adjustments:			
	45.1 Paid in	0	0	0
	45.2 Transferred to capital (Stock Dividend)	0	0	0
	45.3 Transferred from capital	0	0	0
46.	Dividends to stockholders	0	0	0
47.	Aggregate write-ins for gains or (losses) in surplus	(3,162,743)	0	(145,542)
48.	Net change in capital and surplus (Lines 34 to 47)	12,049,538	(16,263,367)	(65,924,118)
49.	Capital and surplus end of reporting period (Line 33 plus 48)	30,584,447	68,195,660	18,534,909
DETAILS OF WRITE-INS				
4701.	Unrecognized Other Post-employment Benefit Obligation	0	0	(145,542)
4702.	2014 Audit Adjustments	(3,162,743)	0	0
4703.		0	0	0
4798.	Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799.	TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above)	(3,162,743)	0	(145,542)

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	360,561,651	380,250,119	499,232,069
2.	Net investment income	956,999	1,127,083	1,533,033
3.	Miscellaneous income	0	0	0
4.	TOTAL (Lines 1 to 3)	361,518,650	381,377,202	500,765,102
5.	Benefit and loss related payments	319,841,109	352,625,615	470,177,180
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0
7.	Commissions, expenses paid and aggregate write-ins for deductions	36,082,854	42,461,671	53,998,442
8.	Dividends paid to policyholders	0	0	0
9.	Federal and foreign income taxes paid (recovered) net of $.....0 tax on capital gains (losses)	0	0	0
10.	TOTAL (Lines 5 through 9)	355,923,963	395,087,286	524,175,622
11.	Net cash from operations (Line 4 minus Line 10)	5,594,687	(13,710,084)	(23,410,520)
	Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds	0	0	0
	12.2 Stocks	1,111,177	13,338,771	29,764,212
	12.3 Mortgage loans	0	0	0
	12.4 Real estate	0	0	0
	12.5 Other invested assets	0	0	0
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	759	759
	12.7 Miscellaneous proceeds	0	0	0
	12.8 TOTAL investment proceeds (Lines 12.1 to 12.7)	1,111,177	13,339,530	29,764,971
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds	0	0	0
	13.2 Stocks	1,562,003	13,600,906	21,928,963
	13.3 Mortgage loans	0	0	0
	13.4 Real estate	58,786	211,975	271,190
	13.5 Other invested assets	0	0	0
	13.6 Miscellaneous applications	0	0	0
	13.7 TOTAL investments acquired (Lines 13.1 to 13.6)	1,620,789	13,812,881	22,200,153
14.	Net increase (or decrease) in contract loans and premium notes	0	0	0
15.	Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(509,612)	(473,351)	7,564,818
	Cash from Financing and Miscellaneous Sources			
16.	Cash provided (applied):			
	16.1 Surplus notes, capital notes	0	0	0
	16.2 Capital and paid in surplus, less treasury stock	0	0	0
	16.3 Borrowed funds	0	0	0
	16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
	16.5 Dividends to stockholders	0	0	0
	16.6 Other cash provided (applied)	(13,174,951)	(5,225,590)	(1,417,942)
17.	Net cash from financing and miscellaneous sources (Line 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(13,174,951)	(5,225,590)	(1,417,942)
	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)	(8,089,876)	(19,409,025)	(17,263,644)
19.	Cash, cash equivalents and short-term investments:			
	19.1 Beginning of year	42,581,719	59,845,363	59,845,363
	19.2 End of period (Line 18 plus Line 19.1)	34,491,843	40,436,338	42,581,719

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

20.0001		0	0	0

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	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	0	0	0	0	0	0	0	0	0	0
6. Current Year Member Months	637,497	89,156	338,180	0	0	0	27,129	183,032	0	0
Total Member Ambulatory Encounters for Period:										
7. Physician	154,916	0	85,918	0	0	0	6,275	62,723	0	0
8. Non-Physician	426,015	0	178,388	0	0	0	17,130	230,497	0	0
9. Total	580,931	0	264,306	0	0	0	23,405	293,220	0	0
10. Hospital Patient Days Incurred	33,936	0	9,150	0	0	0	959	23,827	0	0
11. Number of Inpatient Admissions	7,290	0	2,315	0	0	0	215	4,760	0	0
12. Health Premiums Written (a)	353,959,767	17,366,034	150,864,824	0	0	0	13,278,337	172,450,572	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	353,959,767	17,366,034	150,864,824	0	0	0	13,278,337	172,450,572	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	326,439,347	10,500,847	139,406,188	0	0	0	14,371,126	162,161,186	0	0
18. Amount Incurred for Provision of Health Care Services	323,769,592	10,280,935	136,485,124	0	0	0	14,467,715	162,535,818	0	0

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $.....0.

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
0199999 Individually Listed Claims Unpaid	0	0	0	0	0	0
0299999 Aggregate Accounts Not Individually Listed - Uncovered	0	0	0	0	0	0
0399999 Aggregate Accounts Not Individually Listed - Covered	11,196,858	898,123	139,297	14,044	101,524	12,349,846
0499999 Subtotals	11,196,858	898,123	139,297	14,044	101,524	12,349,846
0599999 Unreported claims and other claim reserves						36,925,958
0699999 Total Amounts Withheld						1,790,397
0799999 Total Claims Unpaid						51,066,201
0899999 Accrued Medical Incentive Pool And Bonus Amounts						8,863,615

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 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec 31 of Prior Year	4 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)	23,385,341	126,606,916	812,909	22,172,816	24,198,250	25,439,578
2. Medicare Supplement	0	0	0	0	0	0
3. Dental only	0	0	0	0	0	0
4. Vision only	0	0	0	0	0	0
5. Federal Employees Health Benefits Plan	1,965,659	12,030,979	0	1,694,526	1,965,659	1,557,091
6. Title XVIII - Medicare	22,589,805	143,892,348	498,927	25,887,023	23,088,732	29,416,928
7. Title XIX - Medicaid	0	0	0	0	0	0
8. Other health	0	0	0	0	0	0
9. Health subtotal (Lines 1 to 8)	47,940,805	282,530,243	1,311,836	49,754,365	49,252,641	56,413,597
10. Healthcare receivables (a)	9,351,867	2,217,161	(77,164)	8,288,881	9,274,703	10,917,475
11. Other non-health	0	0	0	0	0	0
12. Medical incentive pools and bonus amounts	6,246,003	882,403	3,119,891	5,743,724	9,365,894	8,891,732
13. Totals (Lines 9 - 10 + 11 + 12)	44,834,941	281,195,485	4,508,891	47,209,208	49,343,832	54,387,854

(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 HealthPlus of Michigan, Inc. (the Company) have been prepared in conformity with the 2015 NAIC Quarterly Statement Instructions and the NAIC Accounting Practices and Procedures Manual as of March 2015, to the extent that the accounting practices, procedures, and reporting standards are not modified by the Michigan Insurance Code or the 2014 Forms and Instructions for Required Filings in Michigan. The Company has no prescribed or permitted practices that affect net income, statutory surplus or risk-based capital to report.

	State of Domicile	2015	2014
NET INCOME			
(1) State basis (Page 4, Line 32, Columns 2 & 3)	MI	(7,317,505)	(17,705,319)
(2) State Prescribed Practices that increase/(decrease) NAIC SAP:			
(3) State Permitted Practices that increase/(decrease) NAIC SAP:			
(4) NAIC SAP (1-2-3=4)		(7,317,505)	(17,705,319)
SURPLUS			
(5) State basis (Page 3, Line 33, Columns 3 & 4)		30,584,447	18,534,909
(6) State Prescribed Practices that increase/(decrease) NAIC SAP:			
(7) State Permitted Practices that increase/(decrease) NAIC SAP:			
(8) NAIC SAP (5-6-7=8)		30,584,447	18,534,909

Going Concern

The financial statements have been prepared assuming that the Company will continue as a going concern. The Company has recurring losses from operations and did not meet risk-based capital requirements at December 31, 2014. On March 9, 2015, the Michigan Department of Insurance and Financial Services (DIFS) issued a Notice and Order of Supervision (Order) placing HealthPlus of Michigan, Inc.(HPM) and its subsidiary HealthPlus Insurance Company (HPI) under the supervision of the Director. The Order also directed HPI to cease and desist marketing PPO products. On May 27, 2015, DIFS terminated the Notice and Order of Supervision as to the Company and indicated that HPI shall continue to be subject to the supervision of the Director. The Company is required by DIFS to provide the necessary capital to provide all contractually obligated services to the existing members of HPI. These circumstances raise substantial doubt about the Company's ability to continue as a going concern.

On May 15, 2015, the Company entered into an agreement to sell certain assets of its subsidiary, HealthPlus Partners, Inc. (HPP). This transaction was completed on September 1, 2015, with funding transferring that day to HPP and HPM for the membership assumed. The sale provides additional capital to HPM, estimated at $55.1 million **(**see **Sale of HealthPlus Partners, Inc.).** As a part of the transaction, Molina Healthcare of Michigan assumed HPP's Medicaid contract and membership as well as HPM's MIChild membership and certain provider agreements.

On November 1, 2015, the Company announced that it had signed a definitive agreement with Health Alliance Plan (HAP) with the intent to complete a merger by January 1, 2016. HAP will merge all of HPM and its subsidiary HPO into its own operations.

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

The preparation of financial statements in conformity with Statutory Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. It also requires disclosure of contingent assets and liabilities at the

Notes to Financial Statement

date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates.

C. Accounting Policy

Premium revenue is recognized in the month that members are entitled to health care services. The liability for incurred medical and hospital claims is accrued in the period during which the services are provided and includes estimates of services performed, which have not been reported to the Company.

The Company reports the value of its home office building at depreciated cost on Schedule A - Part 1.

In addition, the company uses the following accounting policies:

1) Short Term Investments are stated at amortized cost.
2) Bonds not backed by other loans are stated at amortized cost.
3) Common Stocks are reported at market value.
4) The Company has no Preferred Stocks to report.
5) The Company has no mortgage loans to report.
6) Loan Backed Securities are stated at amortized cost.
7) The Company carries its investment in HealthPlus Partners, Inc. and HealthPlus Insurance Company at Statutory Equity, and its investment in HealthPlus Options at audited GAAP equity.
8) The Company has no ownership interests in joint ventures, partnerships, or limited liability companies.
9) The Company has no derivatives to report.
10) The Company does not use anticipated investment income in the calculation of premium deficiency reserves.
11) Unpaid claims include amounts determined from individual case estimates and amounts based on past experiences, for losses incurred but not reported. Such liabilities are necessarily based on assumptions and estimates and while management believes the amount is adequate, the ultimate liability may be in excess of or less than the amount provided. The methods for making such estimates and for establishing the resulting liability are periodically reviewed and any adjustments are reflected in the period determined.
12) The Company has not modified its capitalization policy from the prior period.
13) Estimated pharmaceutical rebate receivables are based primarily on historical trends.

2. Accounting Changes and Corrections of Errors
   A. The Company recorded an adjustment to surplus of ($3,162,743) at June 30, 2015 related to items identified in the 2014 audit.

3. Business Combinations and Goodwill

   A. Statutory Purchase Method – None
   B. Statutory Merger – None
   C. Assumption Reinsurance – None
   D. Impairment Loss – None

4. Discontinued Operations

Sale of HealthPlus Partners, Inc (HPP)

On May 15, 2015, HPM entered into an agreement to sell certain assets of its subsidiary, HealthPlus Partners, Inc. (HPP). As part of the transaction, Molina Healthcare of Michigan assumed HPP's Medicaid contract and membership as well as HPM's MIChild membership and certain provider agreements. This transaction wascompleted on September 1, 2015, with funding transferring that day to HPP and HPM for the membership assumed.

An initial membership count was established for September 1, 2015 and funds were transferred to HealthPlus Partners, Inc. as well as to an escrow account for later

Notes to Financial Statement

settlement. It was stated that membership would be reconciled ninety days following the transfer to account for retroactive enrollments and deletions. Final funding in regard to membership would be settled between the Companies at that date.

On the day of transfer, membership for the entire transaction was estimated at 85,168. An interim count taken at November 1, 2015 showed a total membership count of 77,305. This change in membership could potentially change the final sales price from the current estimate of $55.1 million to an estimate of $53.1 million. The final sales price will be calculated based upon membership as of December 1, 2015, which could be higher or lower than the interim count

In addition to adjustments for membership, there is a separate contingent provision in the sales agreement which could increase the recorded purchase price by approximately $0.7 million. The contingent provision is not expected to be resolved until 2016.

Discontinuance of HealthPlus Insurance Company (HPI)

Consistent with the DIFS Order of Supervision, HPI can no longer sell insurance products and all current member contracts will expire by March 31, 2016. HPM will settle all obligations with HPI and recapitalize the company sufficiently to fund HPI's estimated obligations, including the runout of IBNR which is anticipated to be complete in 2017.

Discontinued Operations Cost Obligations

Management is in the process of evaluating the appropriate accounting associated with the discontinuance of the operations of the above entities.

One accounting obligation that will be recorded associated with the discontinued operations is a one-time employee termination benefits. HPM Management recognizes that a reorganization and reduction of its workforce will be necessary consistent with the reduction in membership discussed above. Additional considerations are being made with the announcement of the definitive agreement and potential merger with Health Alliance Plan.

Therefore, as of September 30, 2015 a final plan of reorganization that identifies the number of employees to be terminated, their job classifications or functions, and the completion date had not been developed. It is management's opinion that recording a one-time employee termination benefit prior to the finalization of the reorganization plan would be in conflict with Generally Accepted Accounting Principles as described in ***Section 420-1-25 Exit of Disposal Cost Obligations Recognition*** and Regulatory Accounting, which doesn't have separate guidance on the issue. Management has accrued for severance costs as agreements have been finalized and agreed to by employees. As of September 30, 2015 the Company has accrued $5,864,000 for severance costs, of which $1,578,000 has been paid. For planning purposes an estimate of between $6,500,000 and $9,300,000 has been identified as the range in values of such obligation when the plan is finalized.

5. Investments

A. Mortgage Loans, including Mezzanine Real Estate Loans – None
B. Debt Restructuring – None
C. Reverse Mortgages – None
D. Loan-Backed Securities – None
E. Repurchase Agreements and/or Securities Lending Transactions – None
F. Real Estate – None
G. Investments in Low-Income Housing Tax Credits (LIHTC) – None
H. Restricted Assets

(1) Restricted Assets (Including Pledged)

	1	2	3	4	5	6
Restricted Asset Category	Total Gross Restricted from Current Year	Total Gross Restricted From Prior Year	Increase/ (Decrease) (1 minus 2)	Total Current Year Admitted Restricted	Percent Gross Restricted to Total Assets	Percentage Admitted Restricted To Total Admitted Assets
a. Subject to contractual obligation for which					%	%

Notes to Financial Statement

	liability is not shown						
b.	Collateral held under security lending agreements					%	%
c.	Subject to repurchase agreements					%	%
d.	Subject to reverse repurchase agreements					%	%
e.	Subject to dollar repurchase agreements					%	%
f.	Subject to dollar reverse repurchase agreements					%	%
g.	Placed under option contracts					%	%
h.	Letter stock or securities restricted as to sale– excluding FHLB capital stock					%	%
i.	FHLB capital stock					%	%
j.	On deposit with states	1,000,298	1,000,291	7	1,000,298	0.87%	0.93%
k.	On deposit with other regulatory bodies					%	%
l.	Pledged as collateral to FHLB (including assets backing funding agreements)					%	%
m.	Pledged as collateral not captured in other categories					%	%
n.	Other restricted assets					%	%
o.	Total Restricted Assets	1,000,298	1,000,291	7	1,000,298	0.87%	0.93%

I. Working Capital Finance Investments – None
J. Offsetting and Netting of assets and Liabilities – None
K. Structured Notes – None

6. Joint Ventures, Partnerships and Limited Liability Companies

None.

7. Investment Income

A. The Company has not excluded from surplus any investment income due and accrued.
B. Total amount excluded was $0

8. Derivative Instruments

None.

9. Income Taxes

A. Components of Deferred Tax Assets and Deferred Tax Liabilities – None
B. Unrecognized Deferred Tax Liabilities – None
C. Components of income tax incurred – The Company is exempt from Federal income tax under Internal Revenue Code Section 501(c)(4).
D. Book to tax adjustments – None
E. Loss carry forwards and credit carry forwards – None
F. Consolidated tax return – None
G. Federal or foreign loss contingencies - None

10. Information Concerning Parent, Subsidiaries and Affiliates

A., B. & C.

HealthPlus of Michigan, Inc. has three wholly owned subsidiaries.

HealthPlus Options, Inc. (HPO) began operations in 1990 as a third party administrator. The Company reports its investment in HPO at audited GAAP equity, which amounted to $449,680 at September 30, 2015 and $1,691,377 at December 31, 2014 and is reported as a subsidiary stock investment on Schedule D-Part 6, Section 1. The Company has entered into agreements with HPO for the provision of administrative services. These services amounted to $3,501,184 at September 30, 2015 and $3,309,794 at December 31, 2014.

HealthPlus Partners, Inc. (HPP) is a state licensed Health Maintenance Organization serving Medicaid members in the greater Flint and Saginaw regions and began operations on January 1, 2003. The Company reports its investment in HPP at statutory equity, which amounted to $65,347,670 at September 30, 2015 and $20,397,452 at December 31, 2014, and is reported as a subsidiary stock investment on Schedule D-

Notes to Financial Statement

Part 6, Section 1. The Company has entered into agreements with HPP for the provision of administrative services. These services amounted to $18,652,921 at September 30, 2015 and $22,932,753 at December 31, 2014.

HealthPlus Insurance Company (HPI) is a state licensed Insurance Company and began operations January 1, 2007 offering a PPO product. The Company reports its investment in HPI at statutory equity, which amounted to ($26,744,176) at September 30, 2015 and ($4,831,262) at December 31, 2014, and is reported as a subsidiary stock investment on Schedule D-Part 6, Section 1. The Company has entered into agreements with HPI for the provision of administrative services. These services amounted to $12,852,321 at September 30, 2015 and $12,357,423 at December 31, 2014.

D. The Company reported receivables from subsidiaries of $8,763,795 and $0 and payables to subsidiaries of $0 and $3,880,124 as of September 30, 2015 and December 31, 2014 respectively. These amounts are settled monthly.

E. Affiliate guarantees – None

F. The Company has entered into agreements with its subsidiaries for the provision of administrative services. Administrative expenses are allocated based primarily on adjusted premium revenue and membership.

G. The nature of the control relationship does not result in the operating results or financial position being significantly different than those that would have been obtained if the enterprises were autonomous.

H. Ownership in an upstream Parent or Affiliate - None

I. The Company's investment in its wholly-owned subsidiary HealthPlus Partners, Inc. exceeds 10% of the Company's admitted assets. HPP is reported at statutory equity, which amounted to $65,347,670 as of September 30, 2015. HPP's admitted assets and liabilities at September 30, 2015 were $93,559,330 and $28,211,660 respectively. HPP reported net income/(loss) of $44,609,436 as of the Quarter Ended September 30, 2015.

J. Investments in Impaired Subsidiaries – None

K. Investments in Foreign Insurance Subsidiary – None

L. Investment in Downstream Non-insurance Holding Company – None

11. Debt

A. Debt, including Capital Notes and Holding Company Obligations – None
B. Federal Home Loan Bank (FHLB) agreements - None

12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans.

The Company has a retiree health insurance program. To be eligible, the participant must have retired from active employment, attained the age of 62 and have 15 years of full-time service. The Company currently funds the cost of these benefits as they are incurred. There has been no changes to the amounts reported on the December 31, 2014 Annual Statement for this plan.

A. Defined Benefit Plan

(4) Components of net periodic benefit cost – no change from Annual Statement

Description	Pension Benefits	Postretirement Benefits	Postemployment & Compensated Absence

Notes to Financial Statement

						Benefits	
		2015	2014	2015	2014	2015	2014
a.	Service cost			150,000	150,000		
b.	Interest cost			70,000	70,000		
c.	Expected return on plan assets						
d.	Transition asset or obligation			123,000	123,000		
e.	Gains and losses			(8)	(8)		
f.	Prior service cost or credit						
g.	Gain or loss recognized due to a settlement or curtailment						
h.	Total net periodic benefit cost			337,000	337,000		

B. Investment Policies and Strategies – Not applicable

C. Fair Value of Plan Assets

(1) Fair Value Measurement of Plan Assets at Reporting Date - None

(2) Fair Value Measurements in (Level 3) of the Fair Value Hierarchy - None

D. Rate-of-return on plan assets: Not applicable.

E. Defined Contribution Plan:
A contributory defined contribution plan is provided to substantially all employees of the Company. Participating employees are eligible to contribute up to 15% of their annual compensation to the plan. The Company contributed 7% of participating employees' annual compensation into the benefit plan until April 20, 2015, when Company contributions were reduced to 2%. Company contributions were $969,304 at September 30, 2015 and $2,396,091 as of December 31, 2014.

F. Multiemployer Plans: Not applicable

G. Consolidated/Holding Company Plans: Not applicable.

H. Postemployment Benefits and Compensated Adsences:
HPM employees accrue Paid Time Off (PTO) bi-weekly based on years of service. These amounts are accrued as they are earned. The PTO liability was $1,491,384 and $2,122,958 as of September 30, 2015 and December 31, 2014 respectively.

I. Impact of Medicare Modernization Act on Postretirement Benefits (INT 04-17)

On December 8, 2003, the Prescription Drug, Improvement, and Modernization Act of 2003 (the Act) was signed into law. The Act introduces a prescription drug benefit under Medicare as well as a federal subsidy to certain sponsors of postretirement health care benefit plans that provide a prescription drug benefit to their enrollees. The Company believes its postretirement benefit plan may qualify for subsidy under the Act.

In accordance with Financial Accounting Standards Board (FASB) Staff Position 106-1, *Accounting and Disclosure Requirements Related to the Medicare Prescription Drug, Improvement and Modernization Act of 2003*, the accumulated postretirement benefit obligation and net periodic postretirement benefit cost do not include the effect of the Act as the Company has elected to defer the accounting for the impact of the Act until pending authoritative guidance is issued. Once issued, such authoritative literature may require the Company to modify previously reported information.

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

Notes to Financial Statement

1) Capital Stock – None
2) Preferred Stock – None
3) Dividend Restrictions – Distributions of earnings is prohibited by the Company's bylaws.
4) Dividends Paid – None
5) Portion of profits that may be paid as dividends – Distribution of earnings is prohibited by the Company's bylaws.
6) Restrictions on Unassigned Funds (Surplus) – None
7) Advances to Surplus – Not Applicable
8) Stock held for special purposes – None
9) Changes in special surplus funds – Special surplus funds decreased by $708,429 at September 30, 2015 from $4,296,947 at December 31, 2014 as the accrual of the 2015 Affordable Care Act Health Insurance Tax was fully recognized, net of the 2016 accrual of $3,588,518 as of the Quarter Ended September 30, 2015.
10) The portion of unassigned funds (surplus) represented or reduced by cumulative unrealized gains and losses is ($43,672,999).
11) Surplus debentures or similar obligations – None
12) Impact of prior quasi-reorganizations – None
13) Effective dates of quasi-reorganizations in the prior ten years - None

14. Liabilities, Contingencies and Assessments

A. Contingent Commitments – None
B. Assessments – None
C. Gain Contingencies – None
D. Claims related extra contractual obligation and bad faith losses stemming from lawsuits – None
E. Joint and Several Liabilities None
F. All Other Contingencies - In the normal course of business, HealthPlus of Michigan, Inc. is a party to certain legal matters. Management is of the opinion that resolution of these matters will not have a material effect on the Company's financial position or results of operations. The Company has no assets that it considers to be impaired.

15. Leases

A. Lessee Operating Leases
1) The Company leases office equipment and space under various operating lease agreements. Total rental expense for all operating leases was $333,857 and $578,573 as of September 30, 2015 and December 31, 2014 respectively.
2) Minimum aggregate rental commitments – no change from 2014 Annual Statement
3) Sales-leaseback transactions – None

B. Lessor Leases and Leveraged Leases - None

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

None.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

A. Transfers of Receivables Reported as Sales – None
B. Transfer and Servicing of Financial Assets – None
C. Wash Sales - None

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

A. ASO Plans – None
B. ASC Plans – None
C. Medicare or Other Similarly Structured Cost Based Reimbursement Contract

Notes to Financial Statement

a. Revenue from the Company's Medicare Part D cost based reimbursement portion of its contract with the Centers for Medicare and Medicaid Services (CMS) consisted of $3,899,963 and $3,179,331 for the reinsurance subsidy and $336,716 and $479,284 for the low-income cost sharing subsidy at September 30, 2015 and December 31, 2014 respectively.
b. The Company has recorded receivables from CMS related to this program of $0 and $1,731,565 as of September 30, 2015 and December 31, 2014 respectively.
c. Recorded allowances and reserves for adjustment of recorded revenue – None
d. Adjustments to revenue resulting from audit of receivable related to revenues recorded in the prior period - None

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

None.

20. Fair Value Measurements

A.

1) Fair Value Measurements at Reporting Date

Description	Level 1	Level 2	Level 3	Total
a. Assets at fair value				
Common Stocks	$6,367,858	$0	$0	$6,367,858
b. Liabilities at fair value	$0	$0	$0	$0

2) Fair Value Measurements in (Level 3) of the Fair Value Hierarchy – None

B. Other Fair Value Measurements – None

C. Aggregate Fair Value and Admitted Value for all Invested Assets

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Not Practicable (Carrying Value)
Common Stock	$6,367,858	$6,367,858	$6,367,858	$0	$0	$0

D. Not Practicable to Estimate Fair Value – None

21. Other Items

A. Extraordinary Items – None

B. Troubled Debt Restructuring: Debtors – None

C. Other Disclosures

Statutory Reserve: As a condition of licensure with the State of Michigan, The Company maintains a deposit in the amount of $1,000,000 in a segregated account and can only be used by the Company at the discretion of the Insurance Commissioner. These funds are invested in an exempt money market mutual fund and reported in short-term investments. Interest on these funds accrues to the Company.

D. Business Interruption Insurance Recoveries – None

E. State Transferable Tax Credits – None

Notes to Financial Statement

F. Subprime-Mortgage-Related Risk Expense – None

G. Retained Assets – None

22. Events Subsequent

Type I – Recognized Subsequent Events: None
Type II – Nonrecognized Subsequent Events: No change from Annual Statement

23. Reinsurance

A. Ceded Reinsurance Report

Section 1 – General Interrogatories

(1) Are any of the reinsurers, listed in Schedule S as non-affiliated, owned in excess of 10% or controlled, either directly or indirectly, by the company or by any representative, officer, trustee, or director of the Company?
Yes ( ) No (x)

(2) Have any policies issued by the company been reinsured with a company chartered in a country other than the United States (excluding U.S. Branches of such companies) that is owned in excess of 10% or controlled directly or indirectly by an insured, a beneficiary, a creditor or an insured or any other person not primarily engaged in the insurance business?
Yes ( ) No (x)

Section 2 – Ceded Reinsurance Report – Part A

(1) Does the company have any reinsurance agreements in effect under which the reinsurer may unilaterally cancel any reinsurance for reasons other than for nonpayment of premium or other similar credit?
Yes (x) No ( )

a. If yes, what is the estimated amount of the aggregate reduction in surplus of a unilateral cancellation by the reinsurer as of the date of this statement, for those agreements in which cancellation results in a net obligation of the reporting entity to the reinsurer, and for which such obligation is not presently accrued? Where necessary, the reporting entity may consider the current or anticipated experience of the business reinsured in making this estimate.
$ 0.

b. What is the total amount of reinsurance credits taken, whether as an asset or as a reduction of liability for these agreements in this statement?
$ 0.

(2) Does the reporting entity have any reinsurance agreements in effect such that the amount of losses paid or accrued through the statement date may result in a payment to the reinsurer of amounts that, in aggregate and allowing for offset of mutual credits from other reinsurance agreements with the same reinsurer, exceed the total direct premium collected under the reinsured policies?
Yes ( ) No (x)

Section 3 – Ceded Reinsurance – Part B

(1) What is the estimated amount of the aggregate reduction in surplus, (for agreements other than those under which the reinsurer may unilaterally cancel for reasons other than for nonpayment of premium or other similar credits that are

Notes to Financial Statement

reflected in section 2 above) of termination of ALL reinsurance agreements, by either party, as of the date of this statement? Where necessary, the company may consider the current or anticipated experience of the business reinsured in making this estimate.
$ 0.

(2) Have any new agreements been executed or existing agreements amended, since January 1 of the year of this statement, to include policies or contracts that were in force or which had existing reserves established by the company as of the effective date of the agreement?
Yes ( ) No (x)

(3) Uncollectible Reinsurance

None.

C. Commutation of Ceded Reinsurance

None.

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

A. The Company provides Medicare Advantage health coverage to approximately 20,300 members. Retrospective premiums are estimated based on members risk score adjustments submitted to CMS.
B. The Company records accrued retrospective premiums as an adjustment to earned premiums.
C. The amount of net premiums written by the Company at September 30, 2015 that are subject to retrospective rating features was $172,450,572 or 48.7% of total net premiums for the Medicare Advantage program. The amount of net premiums written by the Company that are subject to medical loss ratio rebate requirements pursuant to the Public Health Service Act are $181,509,195 or 51.3% of total net premiums.
D. Medical loss rebates required pursuant to the Public Health Service Act - None
E. Risk Sharing Provisions of the Affordable Care Act

(1) Did the reporting entity write accident and health insurance premium which is subject to the Affordable Care Act risk sharing provisions (YES/NO)? _____Yes_____

At December 31, 2014, the Company did not record a payable or receivable under this program due to the uncertainty of the Company's risk score in comparison to the average risk of members of other qualified plans. Subsequently it was determined that a $1,221,904 charge was owed for 2014, which is reflected in the financial statements.

Management evaluated the need to record a risk adjustment charge for 2015, given the 2014 results. At September 30, 2015, the Company did not record a payable for 2015 activity under this program due to the conclusion that one settlement year was insufficient to eliminate the continued substantial uncertainty of the Company's risk score in comparison to the average risk of members of other qualified plans.

(2) Impact of Risk Sharing Provisions of the Affordable Care Act on Admitted Assets, Liabilities and Revenue for the Current Year

Description	Amount
a. Permanent ACA Risk Adjustment Program	
Assets	
1. Premium adjustments receivable due to ACA Risk Adjustment	
Liabilities	
2. Risk adjustment user fees payable for ACA Risk Adjustment	
3. Premium adjustments payable due to ACA Risk Adjustment	0
Operations (Revenue & Expense)	
4. Reported as revenue in premium for accident and health contracts (written/collected) due to ACA Risk Adjustment	(1,221,904)
5. Reported in expenses as ACA risk adjustment user fees (incurred/paid)	
b. Transitional ACA Reinsurance Program	
Assets	
1. Amounts recoverable for claims paid due to ACA Reinsurance	243,911
2. Amounts recoverable for claims unpaid due to ACA Reinsurance (Contra Liability)	

Notes to Financial Statement

3. Amounts receivable relating to uninsured plans for contributions for ACA Reinsurance	
Liabilities	
4. Liabilities for contributions payable due to ACA Reinsurance – not reported as ceded premium	
5. Ceded reinsurance premiums payable due to ACA Reinsurance	
6. Liabilities for amounts held under uninsured plans contributions for ACA Reinsurance	
Operations (Revenue & Expense)	
7. Ceded reinsurance premiums due to ACA Reinsurance	204,922
8. Reinsurance recoveries (income statement) due to ACA Reinsurance payments or expected payments	243,911
9. ACA Reinsurance contributions – not reported as ceded premium	2,187,502
c. Temporary ACA Risk Corridors Program	
Assets	
1. Accrued retrospective premium due to ACA Risk Corridors	
Liabilities	
2. Reserve for rate credits or policy experience rating refunds due to ACA Risk Corridors	
Operations (Revenue & Expense)	
3. Effect of ACA Risk Corridors on net premium income (paid/received)	
4. Effect of ACA Risk Corridors on change in reserves for rate credits	

(3) Roll forward of prior year ACA risk sharing provisions for the following asset (gross of any nonadmission) and liability balances along with the reasons for adjustments to prior year balance.

	Accrued During the Prior Year on Business Written Before December 31 of the Prior Year		Received or Paid as of the Current Year on Business Written Before December 31 of the Prior Year		Differences		Adjustments			Unsettled Balances as of the Reporting Date	
					Prior Year Accrued Less Payments (Col 1 - 3)	Prior Year Accrued Less Payments (Col 2 - 4)	To Prior Year Balances	To Prior Year Balances		Cumulative Balance from Prior Years (Col 1 – 3 +7)	Cumulative Balance from Prior Years (Col 2 – 4 +8)
	1	2	3	4	5	6	7	8		9	10
	Receivable	(Payable)	Receivable	(Payable)	Receivable	(Payable)	Receivable	(Payable)	Ref	Receivable	(Payable)
a. Permanent ACA Risk Adjustment Program											
1. Premium adjustments receivable									A		
2. Premium adjustments (payable)		0		1,221,904		(1,221,904)		1,221,904	B		0
3. Subtotal ACA Permanent Risk Adjustment Program		0		1,221,904		(1,221,904)		1,221,904			0
b. Transitional ACA Reinsurance Program											
1. Amounts recoverable for claims paid	1,530,000		1,280,806		249,194		(249,194)		C	0	
2. Amounts recoverable for claims unpaid (contra liability)									D		
3. Amounts receivable relating to uninsured plans									E		
4. Liabilities for contributions payable due to ACA Reinsurance – not reported as ceded premium									F		
5. Ceded reinsurance premiums payable									G		
6. Liability for amounts held under uninsured plans									H		
7. Subtotal ACA Transitional Reinsurance Program	1,530,000		1,280,806		249,194		(249,194)			0	
c. Temporary ACA Risk Corridors Program											
1. Accrued retrospective premium									I		
2. Reserve for rate credits or policy experience rating refunds									J		
3. Subtotal ACA Risk Corridors Program											
d. Total for ACA Risk Sharing Provisions	1,530,000	0	1,280,806	1,221,904	249,194	(1,221,904)	(249,194)	1,221,904		0	

Explanation of Adjustments

A.
B. The Company recognized risk adjustments paid in current year premiums.
C. The Company adjusted its estimated receivable for the amount received and the amount withheld related to sequestration.
D.
E.
F.
G.
H.
I.
J.

Notes to Financial Statement

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves for unpaid claims as of September 30, 2015 were $51,066,201. As of September 30, 2015, $47,940,805 has been paid for incurred claims attributable to insured events of prior years. Reserves remaining for prior years are now $1,311,836. Reserves attributable to insured events of prior years have been decreased by $7,160,956 as a result of re-estimation of unpaid claims as of the Quarter Ended September 30, 2015. This decrease is the result of periodic analysis and original estimates are increased or decreased periodically as additional information becomes known.

26. Intercompany Pooling Arrangements

None.

27. Structured Settlements

Not applicable.

28 Health Care Receivables

A. Pharmaceutical Rebate Receivables

Pharmaceutical rebate receivables consist of actual amounts billed for the previous quarter, based on actual prescriptions filled, and estimates of rebates for the current quarter. Estimated rebates are based primarily on historical trends.

Quarter	Estimated Pharmacy Rebates as Reported on Financial Statements	Pharmacy Rebates as Invoiced/ Confirmed	Actual rebates Collected Within 90 Days of Invoicing/ Confirmation	Actual Rebates Collected Within 91 to 180 Days of Invoicing/ Confirmation	Actual Rebates Collected More Than 180 Days After Invoicing/ Confirmation
09/30/2015	2,370,000	0	0	0	0
06/30/2015	2,198,000	2,644,268	0	0	0
03/31/2015	2,293,000	2,255,021	1,695,164	451,098	0
12/31/2014	1,890,000	2,380,733	1,965,160	517,598	0
09/30/2014	1,798,000	1,992,373	1,569,646	387,225	36,216
06/30/2014	1,991,500	1,865,769	1,145,823	689,272	19,192
03/31/2014	1,928,000	2,021,854	1,682,956	276,247	10,924
12/31/2013	1,181,000	1,985,682	1,566,115	400,964	0
09/30/2013	1,101,000	1,222,136	790,640	391,312	0
06/30/2013	1,091,000	1,140,517	509,326	594,304	0
03/31/2013	1,378,000	1,111,633	782,484	273,570	9,974
12/31/2012	1,354,000	1,402,168	1,124,275	263,322	0
09/30/2012	1,261,000	1,368,898	1,115,532	205,882	0
06/30/2012	1,151,000	1,318,060	1,106,380	209,733	0
03/31/2012	1,009,000	1,185,661	921,650	0	0

B. Risk Sharing Receivables

The Company has agreements, which provide the basis of payments to different provider groups for the delivery of health care services. The groups include hospitals, physician hospital organizations, and physicians. The agreements include provisions for the sharing of surplus or deficits calculated by the comparison of total expense to funding reported for the Company's members served by the physicians affiliated with each contracting provider group. The funding levels are primarily based on a percentage of the premium, which the Company receives for providing health insurance coverage to employer groups. Certain of these providers have entered into separate agreements with affiliated hospitals to share any surplus or deficit associated with services to physician members.

Notes to Financial Statement

The following table details risk sharing receivables recorded in accordance with the provisions of the aforementioned agreements.

Calendar Year	Evaluation Period Year Ending	Risk Sharing Receivable as Estimated And Reported in the Prior Year	Risk Sharing Receivable as Estimated And Reported in the Current Year	Risk Sharing Receivable Invoiced	Risk Sharing Receivable Not Invoiced	Actual Risk Sharing Amounts Collected in Year Invoiced	Actual Risk Sharing Amounts Collected First Year Subsequent	Actual Risk Sharing Amounts Collected Second Year Subsequent	Actual Risk Sharing Amounts Collected – All Other
2015	2015	0	3,189,886	0	0	0	0	0	0
	2016	0	0	0	0	0	0	0	0
2014	2014	0	7,519,140	7,519,140	0	5,295,243	0	0	0
	2015	0	0	0	0	0	0	0	0
2013	2013	0	4,380,495	3,018,239	0	3,018,239	0	0	0
	2014	0	0	0	0	0	0	0	0
2012	2012	0	2,574,130	1,704,212	0	1,704,212	0	0	0
	2013	0	0	0	0	0	0	0	0

29. Participating Policies

None.

30. Premium Deficiency Reserves

1. Liability carried for premium deficiency reserves $0
2. Date of the most recent evaluation of this liability 12/31/2014
3. Was anticipated investment income utilized in the calculation? No

31. Anticipated Salvage and Subrogation

The Company has not specifically identified any anticipated salvage and subrogation amounts in its calculation of loss reserves.

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[X] No[ ] N/A[ ]
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. 12/31/2012
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. 12/31/2012
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). 01/08/2014
6.4 By what department or departments?
Department of Insurance and Financial Services, Office of Insurance Evaluation
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[X] No[ ]
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

GENERAL INTERROGATORIES (Continued)

INVESTMENT

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes[X] No[ ]
14.2 If yes, please complete the following:

		1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21	Bonds	0	0
14.22	Preferred Stock	0	0
14.23	Common Stock	17,257,567	39,053,174
14.24	Short-Term Investments	0	0
14.25	Mortgages Loans on Real Estate	0	0
14.26	All Other	0	0
14.27	Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	17,257,567	39,053,174
14.28	Total Investment in Parent included in Lines 14.21 to 14.26 above	0	0

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
JP Morgan Asset Management	611 Woodward Avenue, Detroit, MI, 48226
FirstMerit PrivateBank	328 S. Saginaw Street, Flint, MI 48502

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
111223	FirstMerit PrivateBank	328 S. Saginaw St., Flint, MI 48502
104234	JP Morgan Asset Management	611 Woodward Ave., Detroit, MI, 48226

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 1 Attachments

Interrogatory #5 - Modifications were made to the methodology used to allocate administrative expenses to include membership as well as revenue after allocating certain overhead costs based on full time equivalent employees.

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:
   1.1 A&H loss percent 92.537%
   1.2 A&H cost containment percent 0.973%
   1.3 A&H expense percent excluding cost containment expenses 10.618%

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								
11835	04-1590940	01/01/2015	PARTNERRE AMER INS CO	DE	SSL/A/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	0	0	0	0	0	0	0	0
2.	Alaska (AK)	N	0	0	0	0	0	0	0	0
3.	Arizona (AZ)	N	0	0	0	0	0	0	0	0
4.	Arkansas (AR)	N	0	0	0	0	0	0	0	0
5.	California (CA)	N	0	0	0	0	0	0	0	0
6.	Colorado (CO)	N	0	0	0	0	0	0	0	0
7.	Connecticut (CT)	N	0	0	0	0	0	0	0	0
8.	Delaware (DE)	N	0	0	0	0	0	0	0	0
9.	District of Columbia (DC)	N	0	0	0	0	0	0	0	0
10.	Florida (FL)	N	0	0	0	0	0	0	0	0
11.	Georgia (GA)	N	0	0	0	0	0	0	0	0
12.	Hawaii (HI)	N	0	0	0	0	0	0	0	0
13.	Idaho (ID)	N	0	0	0	0	0	0	0	0
14.	Illinois (IL)	N	0	0	0	0	0	0	0	0
15.	Indiana (IN)	N	0	0	0	0	0	0	0	0
16.	Iowa (IA)	N	0	0	0	0	0	0	0	0
17.	Kansas (KS)	N	0	0	0	0	0	0	0	0
18.	Kentucky (KY)	N	0	0	0	0	0	0	0	0
19.	Louisiana (LA)	N	0	0	0	0	0	0	0	0
20.	Maine (ME)	N	0	0	0	0	0	0	0	0
21.	Maryland (MD)	N	0	0	0	0	0	0	0	0
22.	Massachusetts (MA)	N	0	0	0	0	0	0	0	0
23.	Michigan (MI)	L	168,230,857	172,450,572	0	13,278,337	0	0	353,959,766	0
24.	Minnesota (MN)	N	0	0	0	0	0	0	0	0
25.	Mississippi (MS)	N	0	0	0	0	0	0	0	0
26.	Missouri (MO)	N	0	0	0	0	0	0	0	0
27.	Montana (MT)	N	0	0	0	0	0	0	0	0
28.	Nebraska (NE)	N	0	0	0	0	0	0	0	0
29.	Nevada (NV)	N	0	0	0	0	0	0	0	0
30.	New Hampshire (NH)	N	0	0	0	0	0	0	0	0
31.	New Jersey (NJ)	N	0	0	0	0	0	0	0	0
32.	New Mexico (NM)	N	0	0	0	0	0	0	0	0
33.	New York (NY)	N	0	0	0	0	0	0	0	0
34.	North Carolina (NC)	N	0	0	0	0	0	0	0	0
35.	North Dakota (ND)	N	0	0	0	0	0	0	0	0
36.	Ohio (OH)	N	0	0	0	0	0	0	0	0
37.	Oklahoma (OK)	N	0	0	0	0	0	0	0	0
38.	Oregon (OR)	N	0	0	0	0	0	0	0	0
39.	Pennsylvania (PA)	N	0	0	0	0	0	0	0	0
40.	Rhode Island (RI)	N	0	0	0	0	0	0	0	0
41.	South Carolina (SC)	N	0	0	0	0	0	0	0	0
42.	South Dakota (SD)	N	0	0	0	0	0	0	0	0
43.	Tennessee (TN)	N	0	0	0	0	0	0	0	0
44.	Texas (TX)	N	0	0	0	0	0	0	0	0
45.	Utah (UT)	N	0	0	0	0	0	0	0	0
46.	Vermont (VT)	N	0	0	0	0	0	0	0	0
47.	Virginia (VA)	N	0	0	0	0	0	0	0	0
48.	Washington (WA)	N	0	0	0	0	0	0	0	0
49.	West Virginia (WV)	N	0	0	0	0	0	0	0	0
50.	Wisconsin (WI)	N	0	0	0	0	0	0	0	0
51.	Wyoming (WY)	N	0	0	0	0	0	0	0	0
52.	American Samoa (AS)	N	0	0	0	0	0	0	0	0
53.	Guam (GU)	N	0	0	0	0	0	0	0	0
54.	Puerto Rico (PR)	N	0	0	0	0	0	0	0	0
55.	U.S. Virgin Islands (VI)	N	0	0	0	0	0	0	0	0
56.	Northern Mariana Islands (MP)	N	0	0	0	0	0	0	0	0
57.	Canada (CAN)	N	0	0	0	0	0	0	0	0
58.	Aggregate other alien (OT)	XXX	0	0	0	0	0	0	0	0
59.	Subtotal	XXX	168,230,857	172,450,572	0	13,278,337	0	0	353,959,766	0
60.	Reporting entity contributions for Employee Benefit Plans	XXX	0	0	0	0	0	0	0	0
61.	Total (Direct Business)	(a) 1	168,230,857	172,450,572	0	13,278,337	0	0	353,959,766	0
DETAILS OF WRITE-INS										
58001.		XXX	0	0	0	0	0	0	0	0
58002.		XXX	0	0	0	0	0	0	0	0
58003.		XXX	0	0	0	0	0	0	0	0
58998.	Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0
58999.	TOTALS (Lines 58001 through 58003 plus 58998) (Line 58 above)	XXX	0	0	0	0	0	0	0	0

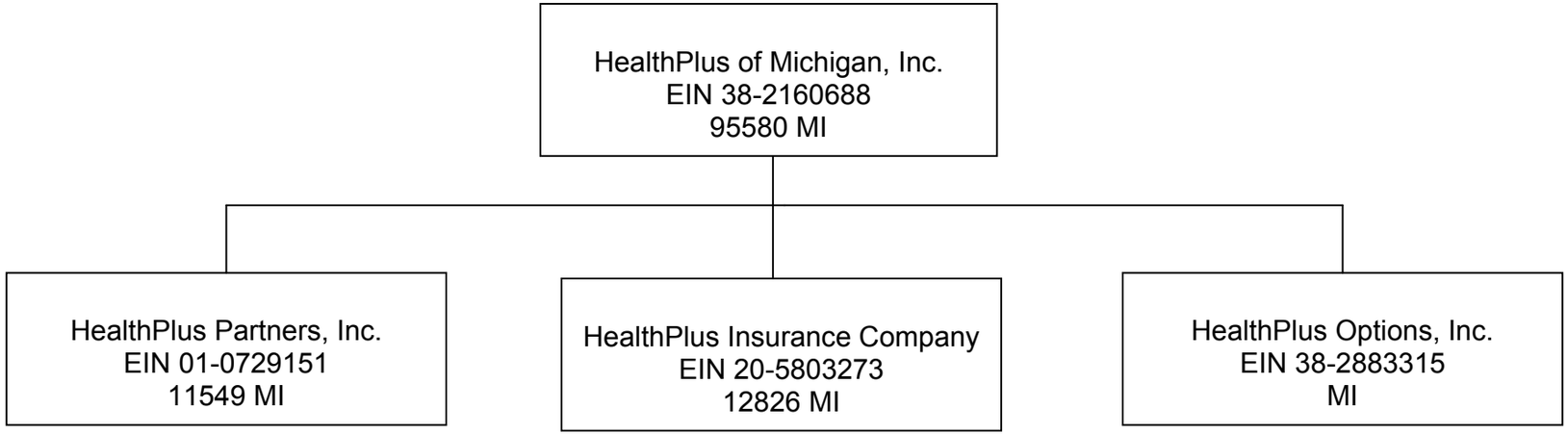
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business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

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

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 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 *
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	

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

95580201536500003 2015 Document Code: 365

OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A - VERIFICATION

Real Estate

		1 Year To Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year	3,623,050	4,069,666
2.	Cost of acquired		
	2.1 Actual cost at time of acquisition	0	0
	2.2 Additional investment made after acquisition	58,786	271,190
3.	Current year change in encumbrances	0	0
4.	Total gain (loss) on disposals	0	0
5.	Deduct amounts received on disposals	0	0
6.	Total foreign exchange change in book/adjusted carrying value	0	0
7.	Deduct current year's other than temporary impairment recognized	0	0
8.	Deduct current year's depreciation	419,892	717,806
9.	Book/adjusted carrying value at the end of current period (Lines 1 + 2 + 3 + 4 - 5 + 6 - 7 - 8)	3,261,944	3,623,050
10.	Deduct total nonadmitted amounts	0	0
11.	Statement value at end of current period (Line 9 minus Line 10)	3,261,944	3,623,050

SCHEDULE B - VERIFICATION

Mortgage Loans

		1 Year To Date	2 Prior Year Ended December 31
1.	Book value/recorded investment excluding accrued interest, December 31 of prior year	0	0
2.	Cost of acquired:		
	2.1 Actual cost at time of acquisition	0	0
	2.2 Additional investment made after acquisition	0	0
3.	Capitalized deferred interest and other	0	0
4.	Accrual of discount	0	0
5.	Unrealized valuation increase (decrease)	0	0
6.	Total gain (loss) on disposals	0	0
7.	Deduct amounts received on disposals	0	0
8.	Deduct amortization of premium and mortgage interest poin	0	0
9.	Total foreign exchange change in book value/recorded inve	0	0
10.	Deduct current year's other than temporary impairment recognized	0	0
11.	Book value/recorded investment excluding accrued interest at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10)	0	0
12.	Total valuation allowance	0	0
13.	Subtotal (Line 11 plus Line 12)	0	0
14.	Deduct total nonadmitted amounts	0	0
15.	Statement value at end of current period (Line 13 minus Line 14)	0	0

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

		1 Year To Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year	0	0
2.	Cost of acquired:		
	2.1 Actual cost at time of acquisition	0	0
	2.2 Additional investment made after acquisition	0	0
3.	Capitalized deferred interest and other	0	0
4.	Accrual of discount	0	0
5.	Unrealized valuation increase (decrease)	0	0
6.	Total gain (loss) on disposals	0	0
7.	Deduct amounts received on disposals	0	0
8.	Deduct amortization of premium and depreciation	0	0
9.	Total foreign exchange change in book/adjusted carrying value	0	0
10.	Deduct current year's other than temporary impairment recognized	0	0
11.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10)	0	0
12.	Deduct total nonadmitted amounts	0	0
13.	Statement value at end of current period (Line 11 minus Line 12)	0	0

NONE

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	23,377,756	72,747,334
2.	Cost of bonds and stocks acquired	1,562,003	21,928,963
3.	Accrual of discount	0	0
4.	Unrealized valuation increase (decrease)	21,583,090	(45,926,894)
5.	Total gain (loss) on disposals	9,360	4,392,565
6.	Deduct consideration for bonds and stocks disposed of	1,111,177	29,764,212
7.	Deduct amortization of premium	0	0
8.	Total foreign exchange change in book/adjusted carrying value	0	0
9.	Deduct current year's other than temporary impairment recognized	0	0
10.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	45,421,032	23,377,756
11.	Deduct total nonadmitted amounts	0	0
12.	Statement value at end of current period (Line 10 minus Line 11)	45,421,032	23,377,756

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)	35,137,552	67,034,475	67,156,947	0	43,378,277	35,137,552	35,015,080	31,223,355
2. NAIC 2 (a)	0	0	0	0	0	0	0	0
3. NAIC 3 (a)	0	0	0	0	0	0	0	0
4. NAIC 4 (a)	0	0	0	0	0	0	0	0
5. NAIC 5 (a)	0	0	0	0	0	0	0	0
6. NAIC 6 (a)	0	0	0	0	0	0	0	0
7. Total Bonds	35,137,552	67,034,475	67,156,947	0	43,378,277	35,137,552	35,015,080	31,223,355
PREFERRED STOCK								
8. NAIC 1	0	0	0	0	0	0	0	0
9. NAIC 2	0	0	0	0	0	0	0	0
10. NAIC 3	0	0	0	0	0	0	0	0
11. NAIC 4	0	0	0	0	0	0	0	0
12. NAIC 5	0	0	0	0	0	0	0	0
13. NAIC 6	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	35,137,552	67,034,475	67,156,947	0	43,378,277	35,137,552	35,015,080	31,223,355

(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	35,015,083	X X X	35,015,083	1,384	0

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	31,223,356	48,092,217
2.	Cost of short-term investments acquired	271,787,753	455,346,641
3.	Accrual of discount	0	0
4.	Unrealized valuation increase (decrease)	0	0
5.	Total gain (loss) on disposals	0	759
6.	Deduct consideration received on disposals	267,955,342	471,299,794
7.	Deduct amortization of premium	40,684	916,467
8.	Total foreign exchange change in book/adjusted carrying value	0	0
9.	Deduct current year's other than temporary impairment recognized	0	0
10.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	35,015,083	31,223,356
11.	Deduct total nonadmitted amounts	0	0
12.	Statement value at end of current period (Line 10 minus Line 11)	35,015,083	31,223,356

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

SCHEDULE A - PART 2

Showing all Real Estate ACQUIRED AND ADDITIONS MADE During the Current Quarter

1	Location		4	5	6	7	8	9
	2	3						
Description of Property	City	State	Date Acquired	Name of Vendor	Actual Cost at Time of Acquisition	Amount of Encumbrances	Book/Adjusted Carrying Value Less Encumbrances	Additional Investment Made After Acquisition
Acquired by Purchase								
Home Office Building - 2050 South Linden Road	Flint	MI	09/22/2015	Various contractors	0	0	0	40,679
0199999 Subtotal - Acquired by Purchase					0	0	0	40,679
0399999 Totals					0	0	0	40,679

SCHEDULE A - PART 3

Showing All Real Estate DISPOSED During the Quarter, Including Payments During the Final Year on "Sales Under Contract"

1	Location		4	5	6	7	8	Change in Book/Adjusted Carrying Value Less Encumbrances					14	15	16	17	18	19	20
	2	3						9	10	11	12	13							
Description of Property	City	State	Disposal Date	Name of Purchaser	Actual Cost	Expended for Additions, Permanent Improvements and Changes in Encumbrances	Book/Adjusted Carrying Value Less Encumbrances Prior Year	Current Year's Depreciation	Current Year's Other Than Temporary Impairment Recognized	Current Year's Change in Encumbrances	Total Change in B/A C.V. (11 - 9 - 10)	Total Foreign Exchange Change in B/A C.V.	Book/Adjusted Carrying Value Less Encumbrances on Disposal	Amounts Received During Year	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Gross Income Earned Less Interest Incurred on Encumbrances	Taxes, Repairs and Expenses Incurred
NONE																			
0399999 Totals					0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

QE01

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)
8399998 Summary Item from Part 5 for Bonds (N/A to Quarterly)					XXX	XXX	XXX	XXX	XXX
8999998 Summary Item from Part 5 for Preferred Stocks (N/A to Quarterly)					XXX	XXX	XXX	XXX	XXX
Common Stocks - Mutual Funds									
4812C0100	JPMORGAN CORE BOND FUND		09/29/2015	JP MORGAN MANAGEMENT FUND	3,024.289	35,316	XXX	0	L
4812C1553	JPMORGAN EQUITY INDEX FUND		09/29/2015	JP MORGAN MANAGEMENT FUND	245.495	9,213	XXX	0	L
922031836	VANGUARD SHTTERM INVT GRADE ADM539		09/01/2015	CITIZEN BANK LONG TERM	44.448	473	XXX	0	L
922908728	VANGUARD TOTL STK MKT IND-AD		09/30/2015	CITIZEN BANK LONG TERM	971.280	46,689	XXX	0	L
9299999 Subtotal - Common Stocks - Mutual Funds					XXX	91,691	XXX	0	XXX
9799997 Subtotal - Common Stocks - Part 3					XXX	91,691	XXX	0	XXX
9799998 Summary Item from Part 5 for Common Stocks (N/A to Quarterly)					XXX	XXX	XXX	XXX	XXX
9799999 Subtotal - Common Stocks					XXX	91,691	XXX	0	XXX
9899999 Subtotal - Preferred and Common Stocks					XXX	91,691	XXX	0	XXX
9999999 Total - Bonds, Preferred and Common Stocks					XXX	91,691	XXX	0	XXX

(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)
8399998 Summary Item from Part 5 for Bonds (N/A to Quarterly)					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8999998 Summary Item from Part 5 for Preferred Stocks (N/A to Quarterly)					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
Common Stocks - Mutual Funds																					
4812C1553	JPMORGAN EQUITY INDEX FUND		07/15/2015	JP MORGAN MANAGEMENT FUND	368.000	15,493	XXX	15,302	0	0	0	0	0	0	15,302	0	191	191	0	XXX	L
921937603	VANGUARD TOTAL BOND MARKET IDX ADM		09/30/2015	CITIZEN BANK LONG TERM	949.650	10,237	XXX	10,418	0	0	0	0	0	0	10,418	0	(180)	(180)	127	XXX	L
9299999 Subtotal - Common Stocks - Mutual Funds					XXX	25,730	XXX	25,720	0	0	0	0	0	0	25,720	0	11	11	127	XXX	XXX
9799997 Subtotal - Common Stocks - Part 4					XXX	25,730	XXX	25,720	0	0	0	0	0	0	25,720	0	11	11	127	XXX	XXX
9799998 Summary Item from Part 5 for Common Stocks (N/A to Quarterly)					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999 Subtotal - Common Stocks					XXX	25,730	XXX	25,720	0	0	0	0	0	0	25,720	0	11	11	127	XXX	XXX
9899999 Subtotal - Preferred and Common Stocks					XXX	25,730	XXX	25,720	0	0	0	0	0	0	25,720	0	11	11	127	XXX	XXX
9999999 Total - Bonds, Preferred and Common Stocks					XXX	25,730	XXX	25,720	0	0	0	0	0	0	25,720	0	11	11	127	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										
First Merit Bank	Flint, MI			0.000	0	0	4,188,012	5,137,391	7,724,055	X X X
First Merit Bank	Flint, MI			0.000	0	0	(548,785)	(401,453)	(807,243)	X X X
First Merit Bank	Flint, MI			0.000	0	0	(4,263,724)	(3,350,262)	(7,440,802)	X X X
First Merit Bank	Flint, MI			0.000	0	0	1,348,443	0	0	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	0	0	0	0	0	X X X
0199999 Totals - Open Depositories			X X X	X X X	0	0	723,946	1,385,676	(523,990)	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	0	0	0	0	0	X X X
0299999 Totals - Suspended Depositories			X X X	X X X	0	0	0	0	0	X X X
0399999 Total Cash On Deposit			X X X	X X X	0	0	723,946	1,385,676	(523,990)	X X X
0499999 Cash in Company's Office			X X X	X X X	X X X	X X X	750	750	750	X X X
0599999 Total Cash			X X X	X X X	0	0	724,696	1,386,426	(523,240)	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					0	0	0

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