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QUARTERLY STATEMENT

AS OF JUNE 30, 2014

OF THE CONDITION AND AFFAIRS OF THE

TOTAL HEALTH CARE USA, INC.

NAIC Group Code 1238 (Current Period), 1238 (Prior Period) NAIC Company Code 12326 Employer's ID Number 38-3240485

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

Country of Domicile United States of America

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

Incorporated/Organized 02/18/1994 Commenced Business 02/18/1994

Statutory Home Office 3011 W. GRAND BLVD., SUITE 1600 (Street and Number), DETROIT, MI, US 48202 (City or Town, State, Country and Zip Code)

Main Administrative Office 3011 W. GRAND BLVD., SUITE 1600 (Street and Number)
DETROIT, MI, US 48202 (City or Town, State, Country and Zip Code) (313)871-2000 (Area Code) (Telephone Number)

Mail Address 3011 W. GRAND BLVD., SUITE 1600 (Street and Number or P.O. Box), DETROIT, MI, US 48202 (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 3011 W. GRAND BLVD., SUITE 1600 (Street and Number)
DETROIT, MI, US 48202 (City or Town, State, Country and Zip Code) (313)871-2000 (Area Code) (Telephone Number)

Internet Web Site Address THCMI.COM

Statutory Statement Contact NICOLE ROUSH, CFO (Name) (313)871-6402 (Area Code)(Telephone Number)(Extension)
NROUSH@THCMI.COM (E-Mail Address) (313)871-4762 (Fax Number)

OFFICERS

Name	Title
RANDY NAROWITZ	EXECUTIVE DIRECTOR
GERTRUDE HELEN MINKIEWICZ	V-CHAIRPERSON/SECRETARY
DOUGLAS PAUL BAKER	CHAIRPERSON/TREASURER
ROBYN JAMES ARRINGTON JR., M.D.	MEDICAL DIRECTOR

OTHERS

DIRECTORS OR TRUSTEES

DOUGLAS PAUL BAKER
GERTRUDE HELEN MINKIEWICZ
RUBY OCTAVIA COLE

State of Michigan
County of WAYNE ss

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

(Signature)	(Signature)	(Signature)
RANDY NAROWITZ	NICOLE ROUSH	DOUGLAS PAUL BAKER
(Printed Name)	(Printed Name)	(Printed Name)
1.	2.	3.
EXECUTIVE DIRECTOR	CHIEF FINANCIAL OFFICER	CHAIRPERSON/TREASURER
(Title)	(Title)	(Title)

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

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

(Notary Public Signature)

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
1. Bonds	998,605		998,605	747,550
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks				
3. Mortgage loans on real estate:				
3.1 First liens				
3.2 Other than first liens				
4. Real estate:				
4.1 Properties occupied by the company (less $.....0 encumbrances)				
4.2 Properties held for the production of income (less $.....0 encumbrances)				
4.3 Properties held for sale (less $.....0 encumbrances)				
5. Cash ($.....34,295,671), cash equivalents ($.....0) and short-term investments ($.....807,911)	35,103,582		35,103,582	26,490,272
6. Contract loans (including $.....0 premium notes)				
7. Derivatives				
8. Other invested assets				
9. Receivables for securities				
10. Securities lending reinvested collateral assets				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	36,102,187		36,102,187	27,237,822
13. Title plants less $.....0 charged off (for Title insurers only)				
14. Investment income due and accrued	7,088		7,088	28,682
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	2,531,268	316,935	2,214,333	1,825,735
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $.....0 earned but unbilled premiums)				
15.3 Accrued retrospective premiums				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	885,476		885,476	413,277
16.2 Funds held by or deposited with reinsured companies				
16.3 Other amounts receivable under reinsurance contracts				
17. Amounts receivable relating to uninsured plans				
18.1 Current federal and foreign income tax recoverable and interest thereon				
18.2 Net deferred tax asset				
19. Guaranty funds receivable or on deposit				
20. Electronic data processing equipment and software				
21. Furniture and equipment, including health care delivery assets ($.....0)				
22. Net adjustments in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates				
24. Health care ($.....1,023,523) and other amounts receivable	1,421,810	398,287	1,023,523	610,380
25. Aggregate write-ins for other than invested assets	450,931	424,062	26,869	3,384
26. TOTAL assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	41,398,760	1,139,284	40,259,476	30,119,280
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. TOTAL (Lines 26 and 27)	41,398,760	1,139,284	40,259,476	30,119,280
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page				
1199. TOTALS (Lines 1101 through 1103 plus 1198) (Line 11 above)				
2501. Prepaid	140,615	140,615		
2502. AR - Other	26,869		26,869	3,384
2503. Deferred PPACA Fees	283,447	283,447		
2598. Summary of remaining write-ins for Line 25 from overflow page				
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	450,931	424,062	26,869	3,384

LIABILITIES, CAPITAL AND SURPLUS

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less $.....0 reinsurance ceded)	16,987,417		16,987,417	9,928,829
2.	Accrued medical incentive pool and bonus amounts	448,949		448,949	301,712
3.	Unpaid claims adjustment expenses	382,130		382,130	220,778
4.	Aggregate health policy reserves, including the liability of $.....0 for medical loss ratio rebate per the Public Health Service Act				
5.	Aggregate life policy reserves				
6.	Property/casualty unearned premium reserve				
7.	Aggregate health claim reserves				
8.	Premiums received in advance	4,510,484		4,510,484	3,258,167
9.	General expenses due or accrued	2,725,520		2,725,520	864,186
10.1	Current federal and foreign income tax payable and interest thereon (including $.....0 on realized gains (losses))				
10.2	Net deferred tax liability				
11.	Ceded reinsurance premiums payable				
12.	Amounts withheld or retained for the account of others				
13.	Remittances and items not allocated				
14.	Borrowed money (including $.....0 current) and interest thereon $.....0 (including $.....0 current)				
15.	Amounts due to parent, subsidiaries and affiliates				85,001
16.	Derivatives				
17.	Payable for securities				
18.	Payable for securities lending				
19.	Funds held under reinsurance treaties with ($.....0 authorized reinsurers, $.....0 unauthorized reinsurers and $.....0 certified reinsurers)				
20.	Reinsurance in unauthorized and certified ($.....0) companies				
21.	Net adjustments in assets and liabilities due to foreign exchange rates				
22.	Liability for amounts held under uninsured plans				
23.	Aggregate write-ins for other liabilities (including $.....0 current)				
24.	Total liabilities (Lines 1 to 23)	25,054,500		25,054,500	14,658,673
25.	Aggregate write-ins for special surplus funds	XXX	XXX		
26.	Common capital stock	XXX	XXX		
27.	Preferred capital stock	XXX	XXX		
28.	Gross paid in and contributed surplus	XXX	XXX	6,273,089	6,273,089
29.	Surplus notes	XXX	XXX		
30.	Aggregate write-ins for other than special surplus funds	XXX	XXX		
31.	Unassigned funds (surplus)	XXX	XXX	8,931,887	9,187,518
32.	Less treasury stock, at cost:				
	32.1 .....0 shares common (value included in Line 26 $.....0)	XXX	XXX		
	32.2 .....0 shares preferred (value included in Line 27 $.....0)	XXX	XXX		
33.	Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	15,204,976	15,460,607
34.	Total Liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	40,259,476	30,119,280
DETAILS OF WRITE-INS					
2301.					
2302.					
2303.					
2398.	Summary of remaining write-ins for Line 23 from overflow page				
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)				
2501.		XXX	XXX		
2502.		XXX	XXX		
2503.		XXX	XXX		
2598.	Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX		
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX		
3001.		XXX	XXX		
3002.		XXX	XXX		
3003.		XXX	XXX		
3098.	Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX		
3099.	TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX		

STATEMENT OF REVENUE AND EXPENSES

		Current Year To Date		Prior Year To Date	Prior Year Ended December 31
		1 Uncovered	2 Total	3 Total	4 Total
1.	Member Months	XXX	269,989	186,531	390,006
2.	Net premium income (including $.....0 non-health premium income)	XXX	80,425,675	54,577,411	114,812,450
3.	Change in unearned premium reserves and reserves for rate credits	XXX			
4.	Fee-for-service (net of $.....0 medical expenses)	XXX			
5.	Risk revenue	XXX			
6.	Aggregate write-ins for other health care related revenues	XXX			
7.	Aggregate write-ins for other non-health revenues	XXX			
8.	Total revenues (Lines 2 to 7)	XXX	80,425,675	54,577,411	114,812,450
Hospital and Medical:					
9.	Hospital/medical benefits		45,766,401	31,413,770	66,286,496
10.	Other professional services		4,455,902	2,581,059	6,927,655
11.	Outside referrals				
12.	Emergency room and out-of-area		6,903,184	4,708,138	9,623,156
13.	Prescription drugs		9,734,060	6,246,527	13,758,671
14.	Aggregate write-ins for other hospital and medical				
15.	Incentive pool, withhold adjustments and bonus amounts		57,064	(57,191)	(97,886)
16.	Subtotal (Lines 9 to 15)		66,916,611	44,892,303	96,498,092
Less:					
17.	Net reinsurance recoveries		508,644	203,319	646,635
18.	Total hospital and medical (Lines 16 minus 17)		66,407,967	44,688,984	95,851,457
19.	Non-health claims (net)				
20.	Claims adjustment expenses, including $.....0 cost containment expenses		170,893	141,647	259,796
21.	General administrative expenses		13,814,813	9,758,844	18,687,950
22.	Increase in reserves for life and accident and health contracts (including $.....0 increase in reserves for life only)				
23.	Total underwriting deductions (Lines 18 through 22)		80,393,673	54,589,475	114,799,203
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	32,002	(12,064)	13,247
25.	Net investment income earned		36,792	28,861	60,727
26.	Net realized capital gains (losses) less capital gains tax of $.....0				
27.	Net investment gains or (losses) (Lines 25 plus 26)		36,792	28,861	60,727
28.	Net gain or (loss) from agents' or premium balances charged off [(amount recovered $.....0) (amount charged off $.....0)]				
29.	Aggregate write-ins for other income or expenses				
30.	Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	68,794	16,797	73,974
31.	Federal and foreign income taxes incurred	XXX			
32.	Net income (loss) (Lines 30 minus 31)	XXX	68,794	16,797	73,974
DETAILS OF WRITE-INS					
0601.		XXX			
0602.		XXX			
0603.		XXX			
0698.	Summary of remaining write-ins for Line 6 from overflow page	XXX			
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX			
0701.		XXX			
0702.		XXX			
0703.		XXX			
0798.	Summary of remaining write-ins for Line 7 from overflow page	XXX			
0799.	TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX			
1401.					
1402.					
1403.					
1498.	Summary of remaining write-ins for Line 14 from overflow page				
1499.	TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above)				
2901.					
2902.					
2903.					
2998.	Summary of remaining write-ins for Line 29 from overflow page				
2999.	TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above)				

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
	CAPITAL & SURPLUS ACCOUNT			
33.	Capital and surplus prior reporting year	15,460,607	15,456,906	15,456,906
34.	Net income or (loss) from Line 32	68,794	16,797	73,974
35.	Change in valuation basis of aggregate policy and claim reserves			
36.	Change in net unrealized capital gains (losses) less capital gains tax of $.....0			
37.	Change in net unrealized foreign exchange capital gain or (loss)			
38.	Change in net deferred income tax			
39.	Change in nonadmitted assets	(324,425)	(76,577)	(70,273)
40.	Change in unauthorized and certified reinsurance			
41.	Change in treasury stock			
42.	Change in surplus notes			
43.	Cumulative effect of changes in accounting principles			
44.	Capital Changes:			
	44.1 Paid in			
	44.2 Transferred from surplus (Stock Dividend)			
	44.3 Transferred to surplus			
45.	Surplus adjustments:			
	45.1 Paid in			
	45.2 Transferred to capital (Stock Dividend)			
	45.3 Transferred from capital			
46.	Dividends to stockholders			
47.	Aggregate write-ins for gains or (losses) in surplus			
48.	Net change in capital and surplus (Lines 34 to 47)	(255,631)	(59,780)	3,701
49.	Capital and surplus end of reporting period (Line 33 plus 48)	15,204,976	15,397,126	15,460,607
DETAILS OF WRITE-INS				
4701.				
4702.				
4703.				
4798.	Summary of remaining write-ins for Line 47 from overflow page			
4799.	TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above)			

CASH FLOW

		1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
	Cash from Operations			
1.	Premiums collected net of reinsurance	81,489,953	55,346,647	116,068,423
2.	Net investment income	58,386	53,453	62,527
3.	Miscellaneous income	(556,837)	(101,074)	321,361
4.	TOTAL (Lines 1 to 3)	80,991,502	55,299,026	116,452,311
5.	Benefit and loss related payments	59,674,342	43,870,857	95,445,084
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	14,031,535	10,117,860	18,831,372
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of $.....0 tax on capital gains (losses)			
10.	TOTAL (Lines 5 through 9)	73,705,877	53,988,717	114,276,456
11.	Net cash from operations (Line 4 minus Line 10)	7,285,625	1,310,309	2,175,855
	Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds			996,000
	12.2 Stocks			
	12.3 Mortgage loans			
	12.4 Real estate			
	12.5 Other invested assets			
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments		2,453	5,526
	12.7 Miscellaneous proceeds			
	12.8 TOTAL investment proceeds (Lines 12.1 to 12.7)		2,453	1,001,526
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds	249,000		749,000
	13.2 Stocks			
	13.3 Mortgage loans			
	13.4 Real estate			
	13.5 Other invested assets			
	13.6 Miscellaneous applications	2,055		
	13.7 TOTAL investments acquired (Lines 13.1 to 13.6)	251,055		749,000
14.	Net increase (or decrease) in contract loans and premium notes			
15.	Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(251,055)	2,453	252,526
	Cash from Financing and Miscellaneous Sources			
16.	Cash provided (applied):			
	16.1 Surplus notes, capital notes			
	16.2 Capital and paid in surplus, less treasury stock			
	16.3 Borrowed funds			
	16.4 Net deposits on deposit-type contracts and other insurance liabilities			
	16.5 Dividends to stockholders			
	16.6 Other cash provided (applied)	1,578,740	199,665	440,522
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	1,578,740	199,665	440,522
	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)	8,613,310	1,512,427	2,868,903
19.	Cash, cash equivalents and short-term investments:			
	19.1 Beginning of year	26,490,272	23,621,369	23,621,369
	19.2 End of period (Line 18 plus Line 19.1)	35,103,582	25,133,796	26,490,272

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

20.0001				
20.0002				

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	36,216	2,323	33,893							
2. First Quarter	41,035	7,435	33,600							
3. Second Quarter	50,356	15,768	34,588							
4. Third Quarter										
5. Current Year										
6. Current Year Member Months	269,989	59,397	210,592							
Total Member Ambulatory Encounters for Period:										
7. Physician	75,809	21,881	53,928							
8. Non-Physician	25,863	7,887	17,976							
9. Total	101,672	29,768	71,904							
10. Hospital Patient Days Incurred	3,514	832	2,682							
11. Number of Inpatient Admissions	808	183	625							
12. Health Premiums Written (a)	81,193,254	15,117,905	66,075,349							
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	81,193,254	15,117,905	66,075,349							
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	59,202,142	7,070,500	52,131,642							
18. Amount Incurred for Provision of Health Care Services	66,916,611	12,399,474	54,517,137							

(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
Individually Listed Claims Unpaid						
CATAMARAN Rx	1,073,595					1,073,595
0199999 Individually Listed Claims Unpaid	1,073,595					1,073,595
0399999 Aggregate Accounts Not Individually Listed - Covered	1,625,149					1,625,149
0499999 Subtotals	2,698,744					2,698,744
0599999 Unreported claims and other claim reserves						14,288,672
0799999 Total Claims Unpaid						16,987,416
0899999 Accrued Medical Incentive Pool And Bonus Amounts						448,949

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1	2	3	4		
	On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec 31 of Prior Year	On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1+3)	Estimated Claim Reserve and Claim Liability Dec 31 of Prior Year
1. Comprehensive (hospital & medical)	9,681,000	49,611,315	247,829	16,739,588	9,928,829	9,928,829
2. Medicare Supplement						
3. Dental only						
4. Vision only						
5. Federal Employees Health Benefits Plan						
6. Title XVIII - Medicare						
7. Title XIX - Medicaid						
8. Other health						
9. Health subtotal (Lines 1 to 8)	9,681,000	49,611,315	247,829	16,739,588	9,928,829	9,928,829
10. Healthcare receivables (a)						
11. Other non-health						
12. Medical incentive pools and bonus amounts	134,215	(224,388)	167,072	281,877	301,287	301,712
13. Totals (Lines 9 - 10 + 11 + 12)	9,815,215	49,386,927	414,901	17,021,465	10,230,116	10,230,541

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

Notes to Financial Statement

1. Nature of Business and Summary of Significant Accounting Policies

Total Health Care USA, Inc. (the "Company"), a not-for-profit corporation and wholly owned subsidiary of Total Health Care, Inc., operates as a state-licensed health maintenance organization (HMO). The Company provides medical services to persons primarily in southeastern Michigan who subscribe as part of an employer group or as individuals.

a. Accounting Practices

The accompanying financial statements of Total Health Care USA, Inc. (the "Company" or "THC") have been prepared in conformity with statutory accounting practices prescribed or permitted by Section 1007 of the Michigan statutes of the state of Michigan for determining and reporting the financial conditions and results of operations of an insurance company for determining its solvency under Michigan Insurance law. The National Association of Insurance Commissioners ("NAIC") Accounting Practices and Procedures Manual, ("NAIC SAP") has been adopted as a component of prescribed or permitted practices by the state of Michigan.

Statutory accounting principles differ from generally accepted accounting principles (GAAP) in their definition of assets and liabilities. Specifically, certain assets (such as certain receivables from affiliates) are excluded from the statutory-basis balance sheet. GAAP net assets exceed statutory net assets by approximately $1,139,000 and $815,000 at June 30, 2014 and December 31, 2013, respectively. There are no significant differences between statutory accounting principles prescribed by NAIC and the State of Michigan accounting requirements that are applicable to the Company.

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

		2014	2013
(1)	Net Income Michigan state basis	68,794	73,974
(2)	State Prescribed Practices (Income):	-	-
(3)	State Permitted Practices (Income):	-	-
(4)	Net Income, NAIC SAP	68,794	73,974
(5)	Statutory Surplus Michigan basis	15,204,976	15,460,607
(6)	State Prescribed Practices (Surplus):	-	-
(7)	State Permitted Practices (Surplus):	-	-
(8)	Statutory Surplus, NAIC SAP	15,204,976	15,460,607

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

Certain significant estimates exist relating to unpaid claims. It is at least reasonably possible that these estimates will be materially revised in the near term.

c. Accounting Policy

Cash and Short-term Investments - The Company considers all highly liquid investments purchased with an original maturity of three months or less when purchased to be cash equivalents. Certificates of deposit in banks or other similar financial institutions with maturity dates of one year or less from the acquisition date are considered cash under statutory accounting principles. Short-term investments are stated at amortized cost.

In addition, the Company uses the following accounting policies:

(1) Short-term investments and long-term certificates of deposit are recorded at amortized cost, which approximates fair market value. Long-term certificates of deposit are classified as bonds on the balance

Notes to Financial Statement

sheet per statutory guidance. Investment income or loss (including realized gains and losses on investments, interest, and dividends) is included in net investment income on the statement of operations. Changes in unrealized gains and losses on investments are included as a direct adjustment to capital and surplus.

(2) Bonds are not backed by other loans and are stated at amortized cost using the interest method.

(3) The Company had no common stock.

(4) The Company had no preferred stock.

(5) The Company had no mortgage loans.

(6) The Company had no loan-backed securities.

(7) The Company had no subsidiaries, controlled or affiliated investments.

(8) The Company had no joint ventures of limited partnerships.

(9) The Company had no derivatives.

(10) The Company does not utilize anticipated investment income as a factor in the premium deficiency calculation.

(11) Unpaid losses and loss adjustment expenses include an amount determined from individual case estimates and loss reports and an amount, based on past experience, 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 continually reviewed and any adjustments are reflected in the period determined.

(12) The Company has not modified its capitalization policy from the prior period.

(13) The Company's pharmaceutical rebate receivables are estimated based prior period actual receipts.

Revenue Recognition and Accounts Receivable - Subscriber premiums are recognized in the period that members are entitled to related health care services. A substantial portion of health premiums due and unpaid is due from third-party payors for subscribers located within southeastern Michigan. Health premiums due and unpaid are stated at invoice amounts. No allowance for doubtful accounts is recorded at June 30, 2014 and December 31, 2013, respectively. Unpaid invoices greater than 90 days old are treated as non-admitted for statutory accounting purposes. Approximately $317,000 and $517,000 of receivables greater than 90 days old were non-admitted at June 30, 2014 and December 31, 2013, respectively.

Recognition of Medical and Hospital Expenses - Medical and hospital expenses and the related liabilities are recorded when eligible medical and hospital services are authorized or performed. Claims unpaid represent management's estimate of the ultimate cost to settle all claims incurred prior to year-end. Capitation retained for the settlement of risk-sharing is included in the accrued medical incentive pool liability at June 30, 2014 and December 31, 2013, respectively.

Physician Group Contracts - The Company contracts with physician groups for the provision of medical care and compensates the groups on a capitation basis. These contracts have a specialty claims incentive and pay-for-performance incentive. If the providers meet the incentives, they share in the savings and a payable is recorded. If the providers do not meet the incentives, they share in the excess costs and a health care receivable is recorded if deemed collectible by management. During 2014 and 2013, health care receivables and payables have been recorded from/to providers.

Hospital Group Contracts - The Company contracts with several hospitals and other groups. These contracts are paid under a capitation fee or various other charge arrangements.

Malpractice Claims - The Company has a claims-made policy for malpractice insurance. The Company's policy is to accrue for estimated costs of claims and incidents during the term of the claims-made policy.

Notes to Financial Statement

Employee Staffing and Purchased Services Agreement - The Company has an employee staffing and purchased services agreement with Total Health Care, Inc., its parent company, which is responsible for payment of most of the management, operational, and administrative expenses. Ultimate operational control rests with the board of directors of Total Health Care USA, Inc.

Income Taxes - Total Health Care USA, Inc. has received federal income tax exemption under Internal Revenue Code Section 501(c)(4). The Company is also exempt from state and local income taxes.

2. Accounting Changes and Corrections of Errors

None

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

None

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. Low-income housing tax credits (LIHTC) – None

h. Restricted Assets (Including Pledged)

Restricted Asset Category	1	2	3	4	5	6
	Total Gross Restricted from Current Year	Total Gross Restricted from Prior Year	Increase/(Decrease) (1 minus 2)	Total Current Year Admitted Assets	Percentage Gross Restricted to Total Assets	Percentage Admitted Restricted to Total Assets
a. Subject to contractual obligation for which liability is not shown	$	$	$	$	%	%
b. Collateral held under security lending agreements						
c. Subject to repurchase agreements						
e. Subject to reverse repurchase agreements						
e. Subject to dollar repurchase agreements						
f. Subject to dollar reverse repurchase agreements						

Notes to Financial Statement

g. Placed under option contracts						
h. Letter stock or securities restricted as to sale						
i. On deposit with states	1,006,690	1,001,817	4,873	1,006,690	2.50%	2.50%
j. On deposit with other regulatory bodies						
k. Pledged as collateral not captured in other categories						
l. Other restricted assets						
m. Total Restricted Assets	$ 1,006,690	$ 1,001,817	$ 4,873	$ 1,006,690	2.50%	2.50%

6. Joint Ventures, Partnerships and Limited Liability Companies

A. The Company does not have any Joint Ventures, Partnerships and Limited Liability Companies that exceed 10% of the admitted assets.

B. The Company does not have any impaired Joint Ventures, Partnerships and Limited Liability Companies.

7. Investment Income

a. All investment income due and accrued with amounts that are over 90 days past due with the exception of mortgage loans in default are excluded from surplus.

b. The Company had no investment income due and accrued excluded from surplus.

8. Derivative Instruments

None

9. Income Taxes

None

10. Information Concerning Parent, Subsidiaries and Affiliates

a, b, & c

The Company is a wholly owned subsidiary of Total Health Care, Inc., the parent company.

d. Amounts Due for or to Related Parties – At June 30, 2014 and December 31, 2013, the Company had amounts due from(to) parent of $0 and ($85,001) respectively, resulting from costs paid for the Company on behalf of the parent for operating expenses.

e. Guarantees – The Company has no guarantees with any companies within its holding company structure.

f. Material management contracts – The Company has an employee, office space, and equipment leasing agreement with Total Health Care, Inc. The agreement calls for Total Health Care, Inc. to provide personnel, office space, and supplies necessary to the Company in order for the Company to carry out its HMO business operations. The agreement calls for the Company to pay Total Health Care, Inc. 12-13 percent of the Company's gross revenue from the second preceding month after certain deductions. During 2014 and 2013 the Company paid $8,544,638 and $12,989,790, respectively, related to this agreement.

g. Common Control – All outstanding shares of Total Health Care USA, Inc. are owned by the Parent Company, Total Health Care, Inc, an insurance holding company domiciled in the State of Michigan.

h. Deductions in Value - There have been no deductions in value between affiliated companies.

Notes to Financial Statement

i. SCA that exceed 10% of Admitted Assets - None

j. Impaired SCAs - The Company did not recognize any impairment write down for its investments in Subsidiary, Controlled, or Affiliated Companies during the statement period.

k. Foreign Subsidiary - None

l. Downstream Noninsurance Holding Company – None

11. Debt

None

12. Retirement Plans, Deferred Compensation, Post-Employment Benefits, Compensated Absences and other Postretirement Benefit Plans.

a.- d. Defined Benefit Plan – None

e. Defined Contribution Plans – None.

f. Multi-Employer Plan – None

g. Consolidated/Holding Company Plans – None

h. Post-Employment Benefits and Compensated Absences – None

i. Impact of Medicare Modernization Act on Postretirement Benefits (INT 04-17) – None

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

(1) The Company has issued no capital stock.

(2) The Company has no preferred stock outstanding.

(3) Dividends are paid as determined by the Board of Directors with the approval of the Commissioner of the State of Michigan Office of Insurance Regulation, as long as the Company meets or exceeds minimum surplus requirements.

(4) During 2014 the Company did not pay dividends.

(5) Within the limitations of (3) above, there are no restrictions placed on the portion of Company profits that may be paid as ordinary dividends to stockholders.

(6) There were no restrictions placed on the Company's surplus, including for whom the surplus is being paid.

(7) The Company has no advances to surplus not repaid.

(8) The Company held no stock.

(9) There were no changes to the balances of any special surplus funds from the prior year.

(10) Portion of unassigned funds represented or reduced by unrealized gains or losses is $0. The portion of unassigned funds (surplus) represented or reduced by the change in non-admitted asset values is $(324,425) and $(70,273) at June 30, 2014 and December 31, 2013, respectively.

(11) The Company did not issue any surplus debentures or similar obligations.

(12) and (13) There have been no quasi-reorganizations.

14. Contingencies

Notes to Financial Statement

Various lawsuits against the Company have arisen in the course of the Company's business. Contingent liabilities arising from litigation and other matters are not considered material in relation to the financial position of the Company. No amounts have been accrued for losses as no losses are deemed probable or estimable. Estimated losses for claims-related matters are accrued as claims unpaid.

a. Contingent Commitments – None

b. Assessments – None

c. Gain Contingencies – None

d. Claims related extra contractual obligations and bad faith losses stemming from lawsuits – None

e. All Other Contingencies –

There are no balances of assets covered by SSAP No. 6, Uncollected Premium Balances, Bills Receivable for Premiums, and Amounts Due From Agents and Brokers, SSAP No. 47, Uninsured Plans, or SSAP No. 66, Retrospectively Rated Contracts.

15. Leases

None

16. Information about 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 - None

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

None

20. Fair Value Measurements

The following table presents information about the Company's assets and liabilities measured at fair value at June 30, 2014, and the valuation techniques used by the Company to determine those fair values.

In general, fair values determined by Level 1 inputs use quoted prices in active markets for identical assets or liabilities that the Company has the ability to access.

Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets and liabilities in active markets, and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset or liability.

Notes to Financial Statement

In instances where inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based in the lowest level input that is significant to the valuation. The Company's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset or liability.

A. (1) Fair Value Measurements at Reporting Date

	Level 1	Level 2	Level 3	Total
Assets at fair value - June 30, 2014				
Cash	$23,905,323	$ -	$ -	$23,905,323
Money Market Funds – Industrial and miscellaneous	807,911	-	-	807,911
Bonds:				
Unaffiliated domestic securities	-	998,605	-	998,605
Certificates of Deposit	-	10,390,348	-	10,390,348
Total assets at fair value	$24,713,234	$11,388,953	$ -	$36,102,187

	Level 1	Level 2	Level 3	Total
Assets at fair value - December 31, 2013				
Cash	$15,053,875	$ -	$ -	$15,053,875
Money Market Funds – Industrial and miscellaneous	543,079	-	-	543,079
Bonds:				
Unaffiliated domestic securities	-	747,550	-	747,550
Certificates of Deposit	-	10,893,318	-	10,893,318
Total assets at fair value	$15,596,954	$11,640,868	$ -	$27,237,822

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

(3) The Company's policy for determining when transfers between levels are recognized is determined at the end of the reporting period.

(4) The Company has not valued any securities at a Level 3.

(5) Derivative assets and liabilities- None

B. N/A

C. Aggregate Fair Value for all Financial Instruments

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Not Practicable (Carrying Value)
Bonds	$ 998,605	$ 998,605	$ -	$ 998,605	$ -	$ -
Cash	23,905,323	23,905,323	23,905,323	-	-	-
Short Term Certificates of Deposit	10,390,348	10,390,348	-	10,390,348	-	-
Money Market Funds	807,911	807,911	807,911	-	-	-
Totals	$ 36,102,187	$ 36,102,187	$ 24,713,234	$ 11,388,953	$ -	$ -

D. Not Practicable to Estimate Fair Value – N/A

21. Other Items

a. Extraordinary Items – None

b. Troubled Debt Restructuring – None

Notes to Financial Statement

c. Other Disclosures and Unusual Items – Funds Maintained Under Statutory Requirements - The Company maintains segregated funds under statutory requirements to protect members and health care providers in the event the Company is unable to meet its contractual obligations. These funds can be issued only at the direction of the insurance commissioner in accordance with statutory and contractual provisions. At June 30, 2014 and December 31, 2013, $1,006,690 and $1,001,817, respectively were held in long-term certificates of deposit and money market funds to fulfill these requirements. Interest earned on these funds can be utilized by the Company.

At June 30, 2014 and December 31, 2013, respectively the Company had admitted assets of $3,237,856 and $2,436,115, respectively, in health premiums due and unpaid for amounts due from subscribers, governmental entities, and other health care providers. The Company routinely assessed the collectability of these receivables and directly wrote off any uncollectible receivables accordingly. Receivables greater than 90 days are considered non-admitted for statutory purposes.

d. Business Interruption Insurance Recoveries - None

e. State Transferable Tax Credits - None

f. Subprime Related Risk Exposure – None

g. Retained Assets - None

22. Events Subsequent

Type I. – Recognized Subsequent Events – No Change

Subsequent events have been considered through 02/21/2014 for the statutory statement issued on December 31, 2013.

None

Type II. – Non-recognized Subsequent Events – No Change

Subsequent events have been considered through 02/21/2014 for the statutory statement issued on December 31, 2013.

The Company will be subject to an annual fee under section 9010 of the Affordable care Act (ACA). This annual fee will be allocated to individual health insurers based on the ratio of the amount of the entity's net premiums written during the preceding year to the amount of health insurance for any U.S. health risk that is written during the preceding year. A health insurance entity's portion of the annual fee becomes payable once the entity provides health insurance for any U.S. health risk for each calendar year beginning on or after January 1, 2014. As of December 31, 2013, the Company has written health insurance subject to the ACA assessment, expects to conduct health insurance business in 2014, and estimates their portion of the annual health insurance industry fee to be payable on September 30, 2014 to be $648,000. This assessment is expected to impact risk based capital by 4.64%.

A. ACA fee assessment payable	$648,000
B. Assessment expected to impact RBC	4.64%

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

Notes to Financial Statement

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 ( ) No (x)

a. Not Applicable

b. The Company had reinsurance recoverable receivables of $885,476 and $413,277 recorded at June 30, 2014 and December 31, 2013, respectively.

(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 polices?

Yes ( ) No (x)

Section 3 – Ceded Reinsurance Report – Part B

(1) The estimated reduction in surplus is zero.

(2) The Company has renewed an agreement with Star Line Group effective November 1, 2013. The reinsurance policy provides the same coverage's on an annual per member basis after a $220,000 (MiChild) to $300,000 (Commercial) deductible is reached. The maximum lifetime reinsurance indemnity payable under each agreement is $2,000,000 per member. The reinsurance policy also provides for a supplemental corridor adjustment to reinsurance recoverable applied with the lower of: 1) 50% of reinsurance premiums paid, or 2) the amount by which reinsurance recoverable exceed 50% of the reinsurance premiums paid.

B. Uncollectible Reinsurance – None

C. Commutation of Ceded Reinsurance – None

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

A. The Company estimates accrued retrospective premium adjustments for its group health insurance business through a mathematical approach using an algorithm of the company's underwriting rules and experience rating practices.

B. The Company records accrued retrospective premium as an adjustment to earned premium.

C. The amount of net premiums written by the Company at June 30, 2014 that are subject to retrospective rating features was $79,618,795 that represented 98% of the total net premiums written. No other net premiums written by the Company are subject to retrospective rating features.

D. At June 30, 2014, the Company had no medical loss ratio rebates required pursuant to the Public Health Service Act.

25. Change in Incurred Claims and Claims Adjustment Expenses

Reserves as of December 31, 2013 were $10,451,319. As of June 30, 2014, $9,815,215 has been paid for incurred claims and claims adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now $414,901 as a result of re-estimation of unpaid claims and claim adjustment expenses principally on Comprehensive Medical lines of business. Therefore, there has been a $221,203 favorable prior-year development since December 31, 2013 to June 30, 2014. The decrease is

Notes to Financial Statement

generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased, as additional information becomes known regarding individual claims.

Reserves as of December 31, 2012 were $9,784,119. As of December 31, 2013, $9,130,965 has been paid for incurred claims and claims adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now $54,095 as a result of re-estimation of unpaid claims and claim adjustment expenses principally on Comprehensive Medical lines of business. Therefore, there has been a $599,059 favorable prior-year development since December 31, 2012 to December 31, 2013. The decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased, as additional information becomes known regarding individual claims.

26. Intercompany Pooling Arrangements

None

27. Structured Settlements

None

28. Health Care Receivables

The Company reports risk-sharing receivables and payables related to global capitation and specialty claims arrangements based upon the terms of its contracts.

No Change

29. Participating Policies

None

30. Premium Deficiency Reserves – No Change

1. Liability carried for premium deficiency reserves	$0
2. Date of the most recent evaluation of this liability	02/21/2014
3. Was anticipated investment income utilized?	Yes ☐ No X

31. Anticipated Salvage and Subrogation

Loss reserves have not been reduced for any salvage or subrogation. During 2014 and 2013, the Company received subrogation totaling $68,131 and $164,956, respectively.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes[ ] No[X]
1.2 If yes, has the report been filed with the domiciliary state? Yes[ ] No[ ] N/A[X]

2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes[ ] No[X]
2.2 If yes, date of change:

3.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes[X] No[ ]
If yes, complete Schedule Y, Parts 1 and 1A.
3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes[ ] No[X]
3.3 If the response to 3.2 is yes, provide a brief description of those changes:

4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes[ ] No[X]
4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes[ ] No[ ] N/A[X]
If yes, attach an explanation.

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2012
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). 05/02/2014
6.4 By what department or departments?
6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes[X] No[ ] N/A[ ]
6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes[X] No[ ] N/A[ ]

7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes[ ] No[X]
7.2 If yes, give full information

8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes[ ] No[X]
8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes[ ] No[X]
8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC
		Yes[ ] No[X]	Yes[ ] No[X]	Yes[ ] No[X]	Yes[ ] No[X]

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes[X] No[ ]
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.
9.11 If the response to 9.1 is No, please explain:
9.2 Has the code of ethics for senior managers been amended? Yes[ ] No[X]
9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes[ ] No[X]
9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes[ ] No[X]
10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: $ 0

INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes[ ] No[X]
11.2 If yes, give full and complete information relating thereto:

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

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

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

GENERAL INTERROGATORIES (Continued)

INVESTMENT

14.2 If yes, please complete the following:

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

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes[ ] No[X]
15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes[ ] No[ ] N/A[X]
If no, attach a description with this statement.

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

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

1 Name of Custodian(s)	2 Custodian Address
COMERICA BANK - LYNN HUTZEL-VISEL	611 WOODWARD AVE., DETROIT, MI 48226
FIRST INDEPENDENCE NAT'L BANK - RHONDA PUGH	44 MICHIGAN AVE., DETROIT, MI 48226
MUTUAL OF OMAHA BANK - POLLY HAIAR	3333 FARNAM., OMAHA, NE 68131

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

18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes[ ] No[X]
18.2 If no, list exceptions:
NOT REQUIRED BY STATE OF DOMICILE

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:
   1.1 A&H loss percent 82.630%
   1.2 A&H cost containment percent 0.210%
   1.3 A&H expense percent excluding cost containment expenses 17.010%

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								
60739	74-0484030	11/01/2013	AMERICAN NATL INS CO	TX	SSL/L/I	Authorized		

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

			Direct Business Only							
		1	2	3	4	5	6	7	8	9
	State, Etc.	Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama (AL)	N								
2.	Alaska (AK)	N								
3.	Arizona (AZ)	N								
4.	Arkansas (AR)	N								
5.	California (CA)	N								
6.	Colorado (CO)	N								
7.	Connecticut (CT)	N								
8.	Delaware (DE)	N								
9.	District of Columbia (DC)	N								
10.	Florida (FL)	N								
11.	Georgia (GA)	N								
12.	Hawaii (HI)	N								
13.	Idaho (ID)	N								
14.	Illinois (IL)	N								
15.	Indiana (IN)	N								
16.	Iowa (IA)	N								
17.	Kansas (KS)	N								
18.	Kentucky (KY)	N								
19.	Louisiana (LA)	N								
20.	Maine (ME)	N								
21.	Maryland (MD)	N								
22.	Massachusetts (MA)	N								
23.	Michigan (MI)	L	81,193,254						81,193,254	
24.	Minnesota (MN)	N								
25.	Mississippi (MS)	N								
26.	Missouri (MO)	N								
27.	Montana (MT)	N								
28.	Nebraska (NE)	N								
29.	Nevada (NV)	N								
30.	New Hampshire (NH)	N								
31.	New Jersey (NJ)	N								
32.	New Mexico (NM)	N								
33.	New York (NY)	N								
34.	North Carolina (NC)	N								
35.	North Dakota (ND)	N								
36.	Ohio (OH)	N								
37.	Oklahoma (OK)	N								
38.	Oregon (OR)	N								
39.	Pennsylvania (PA)	N								
40.	Rhode Island (RI)	N								
41.	South Carolina (SC)	N								
42.	South Dakota (SD)	N								
43.	Tennessee (TN)	N								
44.	Texas (TX)	N								
45.	Utah (UT)	N								
46.	Vermont (VT)	N								
47.	Virginia (VA)	N								
48.	Washington (WA)	N								
49.	West Virginia (WV)	N								
50.	Wisconsin (WI)	N								
51.	Wyoming (WY)	N								
52.	American Samoa (AS)	N								
53.	Guam (GU)	N								
54.	Puerto Rico (PR)	N								
55.	U.S. Virgin Islands (VI)	N								
56.	Northern Mariana Islands (MP)	N								
57.	Canada (CAN)	N								
58.	Aggregate other alien (OT)	XXX								
59.	Subtotal	XXX	81,193,254						81,193,254	
60.	Reporting entity contributions for Employee Benefit Plans	XXX								
61.	Total (Direct Business)	(a) 1	81,193,254						81,193,254	
DETAILS OF WRITE-INS										
5801.		XXX								
5802.		XXX								
5803.		XXX								
5898.	Summary of remaining write-ins for Line 58 from overflow page	XXX								
5899.	TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX								

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

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

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

TOTAL HEALTH CARE, INC. – PARENT
38-2018957, NAIC #95644, STATE OF MICHIGAN

TOTAL HEALTH CARE USA, INC. – WHOLLY OWNED SUBSIDIARY OF TOTAL HEALTH CARE, INC.
383240485, NAIC #12326, STATE OF MICHIGAN

TOTAL HEALTH CHOICE, INC. – WHOLLY OWNED SUBSIDIARY OF TOTAL HEALTH CARE, INC.
33-0603319, NAIC #95134, STATE OF FLORIDA

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 FEDERAL RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries Or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity / Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies) / Person(s)	15 *
1238	TOTAL HEALTH GROUP	95644	38-2018957				TOTAL HEALTH CARE INC	MI	UDP					
1238	TOTAL HEALTH GROUP	12326	38-3240485				TOTAL HEALTH CARE USA INC	MI	RE	TOTAL HEALTH CARE INC	Ownership	100.0	TOTAL HEALTH CARE INC	
1238	TOTAL HEALTH GROUP	95134	33-0603319				TOTAL HEALTH CHOICE INC	FL	IA	TOTAL HEALTH CARE INC	Ownership	100.0	TOTAL HEALTH CARE 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

12326201436500002 2014 Document Code: 365

OVERFLOW PAGE FOR WRITE-INS

ASSETS

	Current Statement Date			4
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	December 31 Prior Year Net Admitted Assets
2504.				
2597. Summary of remaining write-ins for Line 25 (Lines 2504 through 2596)				

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
4704.			
4797. Summary of remaining write-ins for Line 47 (Lines 4704 through 4796)			

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

NONE

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

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

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	747,550	1,000,076
2.	Cost of bonds and stocks acquired	249,000	749,000
3.	Accrual of discount		
4.	Unrealized valuation increase (decrease)	2,055	(5,526)
5.	Total gain (loss) on disposals		
6.	Deduct consideration for bonds and stocks disposed of		996,000
7.	Deduct amortization of premium		
8.	Total foreign exchange change in book/adjusted carrying value		
9.	Deduct current year's other than temporary impairment recognized		
10.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	998,605	747,550
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	998,605	747,550

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)	1,043,409	2,006,931	1,245,000	1,176	1,043,409	1,806,516		1,290,629
2. NAIC 2 (a)								
3. NAIC 3 (a)								
4. NAIC 4 (a)								
5. NAIC 5 (a)								
6. NAIC 6 (a)								
7. Total Bonds	1,043,409	2,006,931	1,245,000	1,176	1,043,409	1,806,516		1,290,629
PREFERRED STOCK								
8. NAIC 1								
9. NAIC 2								
10. NAIC 3								
11. NAIC 4								
12. NAIC 5								
13. NAIC 6								
14. Total Preferred Stock								
15. Total Bonds & Preferred Stock	1,043,409	2,006,931	1,245,000	1,176	1,043,409	1,806,516		1,290,629

(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	807,911	X X X	807,911	48	

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	543,079	93,585
2.	Cost of short-term investments acquired	2,007,832	5,653,580
3.	Accrual of discount		
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals		
6.	Deduct consideration received on disposals	1,743,000	5,204,086
7.	Deduct amortization of premium		
8.	Total foreign exchange change in book/adjusted carrying value		
9.	Deduct current year's other than temporary impairment recognized		
10.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	807,911	543,079
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	807,911	543,079

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

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

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

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

SI07 Schedule DB - Verification . . . . . NONE

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

E01 Schedule A Part 2 . . . . . NONE

E01 Schedule A Part 3 . . . . . NONE

E02 Schedule B Part 2 . . . . . NONE

E02 Schedule B Part 3 . . . . . NONE

E03 Schedule BA Part 2 . . . . . NONE

E03 Schedule BA Part 3 . . . . . NONE

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
9899999 Subtotal - Preferred and Common Stocks					XXX		XXX		XXX
9999999 Total - Bonds, Preferred and Common Stocks					XXX		XXX		XXX

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

E05 Schedule D Part 4 . . . . . NONE

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 INDEPENDENCE NAT'L BANK	FINB						1,025	1,025	1,000	X X X
COMERICA BANK	Comerica Bank			0.030	1,077	378	18,251,268	22,453,012	22,783,708	X X X
Mutual of Omaha Bank	Mutual of Omaha Bk						2,395,445	145,223	1,120,613	X X X
Armstrong Bank	FINB - CDARS	06/27/2013		0.650	176		27,086	27,086		X X X
Bank of China	FINB - CDARS	06/27/2013		0.650	1,584		243,500	243,500		X X X
Central Bank of Lake of the Ozarks	FINB - CDARS	06/27/2013		0.650	1,583		243,500	243,500		X X X
Century Bank and Trust Company	FINB - CDARS	06/27/2013		0.650	1,584		243,500	243,500		X X X
Citizens Savings Bank and Trust Co.	FINB - CDARS	06/27/2013		0.650	1,583		243,500	243,500		X X X
Community First National Bank	FINB - CDARS	06/27/2013		0.650	105		16,208	16,208		X X X
CoBiz Bank	FINB - CDARS	06/27/2013		0.650	1,584		243,500	243,500		X X X
East West Bank	FINB - CDARS	06/27/2013		0.650	1,583		243,500	243,500		X X X
EverBank	FINB - CDARS	06/27/2013		0.650	1,584		243,500	243,500		X X X
First Bank of Charleston, Inc.	FINB - CDARS	06/27/2013		0.650	1,583		243,500	243,500		X X X
First State Bank	FINB - CDARS	06/27/2013		0.650	1,584		243,500	243,500		X X X
First Virginia Community Bank	FINB - CDARS	06/27/2013		0.650	286		43,992	43,992		X X X
Howard Bank	FINB - CDARS	06/27/2013		0.650	1,583		243,500	243,500		X X X
Legacy Bank	FINB - CDARS	06/27/2013		0.650	622		95,644	95,644		X X X
Metropolitan Capital Bank	FINB - CDARS	06/27/2013		0.650	418		64,257	64,257		X X X
North Middlesex Savings Bank	FINB - CDARS	06/27/2013		0.650	338		52,000	52,000		X X X
Nuvo Bank & Trust Company	FINB - CDARS	06/27/2013		0.650	1,584		243,500	243,500		X X X
Oakstar Bank	FINB - CDARS	06/27/2013		0.650	1,583		243,500	243,500		X X X
RepublicBankAz, N.A.	FINB - CDARS	06/27/2013		0.650	1,584		243,500	243,500		X X X
Rhinebeck Bank	FINB - CDARS	06/27/2013		0.650	1,583		243,500	243,500		X X X
Signature Bank	FINB - CDARS	06/27/2013		0.650	1,584		243,500	243,500		X X X
State Bank of Florence	FINB - CDARS	06/27/2013		0.650	977		150,311	150,311		X X X
Susquehanna Bank	FINB - CDARS	06/27/2013		0.650	1,583		243,500	243,500		X X X
TexStar National Bank	FINB - CDARS	06/27/2013		0.650	530		81,500	81,500		X X X
The Dime Bank	FINB - CDARS	06/27/2013		0.650	1,584		243,500	243,500		X X X
The Huntington National Bank	FINB - CDARS	06/27/2013		0.650	1,583		243,500	243,500		X X X
The PrivateBank and Trust Company	FINB - CDARS	06/27/2013		0.650	1,584		243,500	243,500		X X X
Tri?State Bank of Memphis	FINB - CDARS	06/27/2013		0.650	1,583		243,500	243,500		X X X
TriState Capital Bank	FINB - CDARS	06/27/2013		0.650	1,584		243,500	243,500		X X X
Valley Green Bank	FINB - CDARS	06/27/2013		0.650	1,583		243,500	243,500		X X X
Vibra Bank	FINB - CDARS	06/27/2013		0.650	1,584		243,500	243,500		X X X
ViewPoint Bank	FINB - CDARS	06/27/2013		0.650	1,584		243,500	243,500		X X X
Western Alliance Bank	FINB - CDARS	06/27/2013		0.650	1,584		243,500	243,500		X X X
Wilshire Bank formerly BankAsiana	FINB - CDARS	06/27/2013		0.650	530		81,500	81,500		X X X
Access National Bank	FINB - CDARS	06/26/2014		0.750		25			243,500	X X X
Apple Bank for Savings	FINB - CDARS	06/26/2014		0.750		25			243,500	X X X
Armstrong Bank	FINB - CDARS	06/26/2014		0.750		16			151,519	X X X
Bank 7	FINB - CDARS	06/26/2014		0.750		25			243,500	X X X
Carrollton Bank	FINB - CDARS	06/26/2014		0.750		25			243,500	X X X
Central Bank of the Ozarks	FINB - CDARS	06/26/2014		0.750		25			243,500	X X X
Citizens Savings Bank and Trust Co	FINB - CDARS	06/26/2014		0.750		25			243,500	X X X
East West Bank	FINB - CDARS	06/26/2014		0.750		25			243,500	X X X
EverBank	FINB - CDARS	06/26/2014		0.750		25			243,500	X X X
First Bank of Charleston	FINB - CDARS	06/26/2014		0.750		25			243,500	X X X
Fremont Bank	FINB - CDARS	06/26/2014		0.750		25			243,500	X X X
Howard Bank	FINB - CDARS	06/26/2014		0.750		25			243,500	X X X
Independent Bank	FINB - CDARS	06/26/2014		0.750		25			243,500	X X X
John Marshall Bank	FINB - CDARS	06/26/2014		0.750		25			243,500	X X X
RepublicBankAZ, N.A.	FINB - CDARS	06/26/2014		0.750		25			243,500	X X X
Rhinebeck Bank	FINB - CDARS	06/26/2014		0.750		25			243,500	X X X
S&T Bank	FINB - CDARS	06/26/2014		0.750		25			243,500	X X X
Seaside National Bank & Trust	FINB - CDARS	06/26/2014		0.750		25			243,500	X X X
Sierra Vista Bank	FINB - CDARS	06/26/2014		0.750		25			243,500	X X X
SmartBank	FINB - CDARS	06/26/2014		0.750		25			243,500	X X X
SpiritBank	FINB - CDARS	06/26/2014		0.750		22			217,481	X X X
Susquehanna Bank	FINB - CDARS	06/26/2014		0.750		25			243,500	X X X
The PrivateBank and Trust Company	FINB - CDARS	06/26/2014		0.750		25			243,500	X X X
The State Bank and Trust Company	FINB - CDARS	06/26/2014		0.750		25			243,500	X X X
Tri-State Bank of Memphis	FINB - CDARS	06/26/2014		0.750		25			243,500	X X X
United Bank	FINB - CDARS	06/26/2014		0.750		25			243,500	X X X
Vibra Bank	FINB - CDARS	06/26/2014		0.750		25			243,500	X X X
Western Alliance Bank	FINB - CDARS	06/26/2014		0.750		25			243,500	X X X
BMW BK North Amer Salt Lake City .25%	Comerica Bank	05/10/2013		0.250	623		249,998			X X X
EnerbankUSASaltLakeCty .25%	Comerica Bank	05/23/2013		0.250	625		249,983			X X X
Bank Baroda NewYork NY .30%	Comerica Bank	06/19/2013		0.300	747		249,007	249,002		X X X
DiscoverBK Greenwood Del .30%	Comerica Bank	06/19/2013		0.300	747		248,953	248,985		X X X

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	*
Fifth Third Bk Columbus Ohio .25%	Comerica Bank	06/20/2013		0.250	623		249,045	249,015		X X X
Mizuho Corp BK USA Instl Ct .35%	Comerica Bank	06/26/2013		0.350	875		250,068	250,033		X X X
Safra National Bk New York NY .35%	Comerica Bank	06/28/2013		0.350	873		249,963	249,985		X X X
State Bk India New York N Y .45%	Comerica Bank	06/24/2013		0.450	1,125		250,000	250,000		X X X
Beal Bk USA Las Vegas Nev .30%	Comerica Bank	07/31/2013		0.300		674	249,960	249,978	249,998	X X X
Comenity Cap Bk SaltLake City U .35%	Comerica Bank	08/16/2013		0.350	221	36	249,930	249,950	249,970	X X X
Firstbank P R Santurce .40%	Comerica Bank	08/09/2013		0.400	252	60	249,968	249,978	249,988	X X X
Plainscapital Bk Lubbock Tx .35%	Comerica Bank	08/02/2013		0.350		639	199,980	199,986	199,994	X X X
Synovus Bk Columbus GA .40%	Comerica Bank	08/13/2013		0.400		882	249,973	249,980	249,988	X X X
Brand Baking Co .30%	Comerica Bank	10/25/2013		0.300	189	12	249,913	249,955	249,978	X X X
GE Capital Retail Bk .40%	Comerica Bank	10/11/2013		0.400		721	249,913	249,950	249,965	X X X
Medallion Bk Salt Lake City .35%	Comerica Bank	10/17/2013		0.350	219	33	249,913	249,953	249,970	X X X
Wex Bk Midvale Utah .30%	Comerica Bank	11/15/2013		0.300		468	249,815	249,860	249,908	X X X
Bank of India .25%	Comerica Bank	02/25/2014		0.250		210	248,846	248,885	248,925	X X X
Apple Bank for Savings NY .25%	Comerica Bank	06/11/2014		0.250		34			248,136	X X X
Banco Popular De PR Hato Rey .25%	Comerica Bank	06/10/2014		0.250		22			248,497	X X X
Bank of Baroda .35%	Comerica Bank	06/24/2014		0.350		17			248,315	X X X
Discover Bank .40%	Comerica Bank	06/18/2014		0.400					248,435	X X X
State Bank of India .35%	Comerica Bank	06/27/2014		0.350		10			248,283	X X X
0199998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - open depositories			X X X	X X X						X X X
0199999 Totals - Open Depositories			X X X	X X X	51,767	4,884	31,792,964	33,244,753	34,295,671	X X X
0299998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - suspended depositories			X X X	X X X						X X X
0299999 Totals - Suspended Depositories			X X X	X X X						X X X
0399999 Total Cash On Deposit			X X X	X X X	51,767	4,884	31,792,964	33,244,753	34,295,671	X X X
0499999 Cash in Company's Office			X X X	X X X	X X X	X X X				X X X
0599999 Total Cash			X X X	X X X	51,767	4,884	31,792,964	33,244,753	34,295,671	X X X

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

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

INDEX TO HEALTH QUARTERLY STATEMENT

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

INDEX TO HEALTH QUARTERLY STATEMENT

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

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

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

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