



STATEMENT AS OF MARCH 31, 2002 OF THE OhioHealth Group HMO, Inc.  
445 Hutchinson Avenue, Suite 300  
Columbus, OH 43235

ASSETS

	Current Period			Prior Year
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets	4 Net Admitted Assets
1. Bonds .....				
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 (Schedule A):				
4.1 Properties occupied by the company (less \$ ..... encumbrances).....			(a)	
4.2 Properties held for the production of income (less \$ ..... encumbrances) .....				
4.3 Properties held for sale (less \$ ..... encumbrances) .....				
5. Cash (\$ .....661,336 ) and short-term investments (\$ .....2,007,116 ) .....	2,668,452		2,668,452	3,391,727
6. Other long-term invested assets .....				
7. Receivable for securities .....				
8. Aggregate write-ins for invested assets .....	400,000		400,000	400,000
9. Subtotals, cash and invested assets (Lines 1 to 8) .....	3,068,452		3,068,452	3,791,727
10. Accident and health premiums due and unpaid .....				6,315
11. Health care receivables .....				31,538
12. Amounts recoverable from reinsurers .....				50,000
13. Net adjustment in assets and liabilities due to foreign exchange rates .....				
14. Investment income due and accrued .....	6,022		6,022	3,449
15. Amounts due from parent, subsidiaries and affiliates .....	640,562		640,562	640,562
16. Amounts receivable relating to uninsured accident and health plans .....				
17. Furniture and equipment .....				
18. Amounts due from agents .....				
19. Federal and foreign income tax recoverable and interest thereon (including \$ ..... net deferred tax asset) .....				
20. Electronic data processing equipment and software .....				
21. Other nonadmitted assets .....				
22. Aggregate write-ins for other than invested assets .....				
23. Total assets (Lines 9 plus 10 through 22)	3,715,036		3,715,036	4,523,591
DETAILS OF WRITE-INS				
0801. Restricted Cash.....	400,000		400,000	400,000
0802. ....				
0803. ....				
0898. Summary of remaining write-ins for Line 8 from overflow page .....				
0899. Totals (Lines 0801 thru 0803 plus 0898) (Line 8 above)	400,000		400,000	400,000
2201. ....				
2202. ....				
2203. ....				
2298. Summary of remaining write-ins for Line 22 from overflow page .....				
2299. Totals (Lines 2201 thru 2203 plus 2298) (Line 22 above)				

(a) \$ ..... health care delivery assets included in Line 4.1, Column 3

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LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ ..... reinsurance ceded)	972,342		972,342	1,622,448
2. Accrued medical incentive pool and bonus payments .....				
3. Unpaid claims adjustment expenses .....				
4. Aggregate policy reserves .....				
5. Aggregate claim reserves .....				
6. Premiums received in advance .....				
7. General expenses due or accrued .....	263,219		263,219	336,351
8. Federal and foreign income tax payable and interest thereon (including \$ ..... on realized capital gains (losses) (including \$ ..... net deferred tax liability) .....				
9. Amounts withheld or retained for the account of others .....				
10. Borrowed money (including \$ ..... current) and interest thereon \$ ..... (including \$ ..... current) .....				
11. Amounts due to parent, subsidiaries and affiliates .....				85,420
12. Payable for securities .....				
13. Funds held under reinsurance treaties with (\$ ..... authorized reinsurers and \$ ..... unauthorized reinsurers) .....				
14. Reinsurance in unauthorized companies .....				
15. Net adjustments in assets and liabilities due to foreign exchange rates .....				
16. Liability for amounts held under uninsured accident and health plans .....				
17. Aggregate write-ins for other liabilities (including \$ ..... current) .....				
18 Total liabilities (Lines 1 to 17).....	1,235,561		1,235,561	2,044,219
19. Common capital stock .....	XXX	XXX	100	100
20 Preferred capital stock .....	XXX	XXX		
21. Gross paid in and contributed surplus .....	XXX	XXX	15,899,567	15,899,567
22. Surplus notes .....	XXX	XXX		
23. Aggregate write-ins for other than special surplus funds .....	XXX	XXX		
24. Unassigned funds (surplus) .....	XXX	XXX	(13,420,192)	(13,420,296)
25. Less treasury stock, at cost:				
25.1 ..... shares common (value included in Line 19) \$ ..... ) .....	XXX	XXX		
25.2 ..... shares preferred (value included in Line 20) \$ ..... ) .....	XXX	XXX		
26. Total capital and surplus (Lines 19 to 25) .....	XXX	XXX	2,479,475	2,479,371
27. Total liabilities, capital and surplus (Lines 18 and 26)	XXX	XXX	3,715,036	4,523,590
DETAILS OF WRITE-INS				
1701. ....				
1702. ....				
1703. ....				
1798. Summary of remaining write-ins for Line 17 from overflow page .....				
1799. Totals (Lines 1701 thru 1703 plus 1798) (Line 17 above)				
2301. ....	XXX	XXX		
2302. ....	XXX	XXX		
2303. ....	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page .....	XXX	XXX		
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	XXX	XXX		

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STATEMENT OF REVENUE AND EXPENSES

	Current Year to Date		Prior Year
	1 Uncovered	2 Total	3 Total
1. Member Months.....	XXX	0	223,310
2. Net premium income .....	XXX	(9,033)	33,920,663
3. Change in unearned premium reserves and reserve for rate credits .....	XXX		
4. Fee-for-service (net of \$ ..... medical expenses) .....	XXX		
5. Risk revenue .....	XXX		
6. Aggregate write-ins for other health care related revenues .....	XXX		
7. Total revenues (Lines 2 to 6) .....	XXX	(9,033)	33,920,663
<b>Medical and Hospital:</b>			
8. Hospital/medical benefits .....			28,594,419
9. Other professional services .....			
10. Outside referrals .....			
11. Emergency room and out-of-area .....			
12. Prescription drugs .....			
13. Aggregate write-ins for other medical and hospital .....			
14. Incentive pool and withhold adjustments .....			(20,654)
15. Subtotal (Lines 8 to 14) .....			28,573,765
<b>Less:</b>			
16. Net reinsurance recoveries .....			226,136
17. Total medical and hospital (Lines 15 minus 16) .....			28,347,629
18. Claims adjustment expenses .....			
19. General administrative expenses .....		1,665	6,058,188
20. Increase in reserves for accident and health contracts .....			
21. Total underwriting deductions (Lines 17 through 20) .....		1,665	34,405,817
22. Net underwriting gain or (loss) (Lines 7 minus 21) .....	XXX	(10,698)	(485,154)
23. Net investment income earned .....		10,795	283,089
24. Net realized capital gains or (losses) .....			
25. Net investment gains or (losses) (Lines 23 plus 24) .....		10,795	283,089
26. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ ..... ) (amount charged off \$ ..... )] .....			
27. Aggregate write-ins for other income or expenses .....			
28. Net income or (loss) before federal income taxes (Lines 22 plus 25 plus 26 plus 27) .....		97	(202,065)
29. Federal and foreign income taxes incurred .....	XXX		
30. Net income (loss) (Lines 28 minus 29) .....	XXX	97	(202,065)
<b>DETAILS OF WRITE-INS</b>			
0601. ....	XXX		
0602. ....	XXX		
0603. ....	XXX		
0698. Summary of remaining write-ins for Line 6 from overflow page .....	XXX		
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above) .....	XXX		
1301. ....			
1302. ....			
1303. ....			
1398. Summary of remaining write-ins for Line 13 from overflow page .....			
1399. Totals (Lines 1301 thru 1303 plus 1398) (Line 13 above) .....			
2701. ....			
2702. ....			
2703. ....			
2798. Summary of remaining write-ins for Line 27 from overflow page .....			
2799. Totals (Lines 2701 thru 2703 plus 2798) (Line 27 above) .....			

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CAPITAL AND SURPLUS ACCOUNT

	1 Current Year to Date	2 Prior Year
<b>CAPITAL AND SURPLUS ACCOUNT:</b>		
31. Capital and surplus prior reporting period .....	2,479,378	2,641,798
<b>GAINS AND LOSSES TO CAPITAL &amp; SURPLUS:</b>		
32. Net income or (loss) from Line 30 .....	.97	(202,065)
33. Change in valuation basis of aggregate policy and claim reserves .....		
34. Net unrealized capital gains and losses .....		
35. Change in net unrealized foreign exchange capital gain or (loss) .....		
36. Change in net deferred income tax .....		
37. Change in nonadmitted assets .....		39,645
38. Change in unauthorized reinsurance .....		
39. Change in treasury stock .....		
40. Change in surplus notes .....		
41. Cumulative effect of changes in accounting principles .....		
42. Capital Changes:		
42.1 Paid in .....		
42.2 Transferred from surplus (Stock Dividend) .....		
42.3 Transferred to surplus .....		
43. Surplus adjustments:		
43.1 Paid in .....		
43.2 Transferred to capital (Stock Dividend) .....		
43.3 Transferred from capital .....		
44. Dividends to stockholders .....		
45. Aggregate write-ins for gains or (losses) in surplus .....		
46. Net change in capital & surplus (Lines 32 to 45) .....	.97	(162,420)
47. Capital and surplus end of reporting period (Line 31 plus 46)	2,479,475	2,479,371
<b>DETAILS OF WRITE-INS</b>		
4501. ....		
4502. ....		
4503. ....		
4598. Summary of remaining write-ins for Line 45 from overflow page .....		
4599. Totals (Lines 4501 thru 4503 plus 4598) (Line 45 above)		

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CASH FLOW

	1 Current Year to Date	2 Prior Year
Cash from Operations		
1. Premiums and revenues collected net of reinsurance .....	(2,718)	34,108,065
2. Claims and claims adjustment expenses .....	600,106	36,896,400
3. General administrative expenses paid .....	160,217	6,862,305
4. Other underwriting income (expenses) .....		
5. Cash from underwriting (Line 1 minus Line 2 minus Line 3 plus Line 4) .....	(763,041)	(9,650,640)
6. Net investment income .....	8,222	289,767
7. Other income (expenses) .....		
8. Federal and foreign income taxes (paid) recovered .....	0	
9. Net cash from operations (Lines 5 to 8) .....	(754,819)	(9,360,873)
Cash from Investments		
10. Proceeds from investments sold, matured or repaid:		
10.1 Bonds .....		
10.2 Stocks .....		
10.3 Mortgage loans .....		
10.4 Real estate .....		
10.5 Other invested assets .....		
10.6 Net gains or (losses) on cash and short-term investments .....		
10.7 Miscellaneous proceeds .....		
10.8 Total investment proceeds (Lines 10.1 to 10.7) .....		
11. Cost of investments acquired (long-term only):		
11.1 Bonds .....		
11.2 Stocks .....		
11.3 Mortgage loans .....		
11.4 Real estate .....		
11.5 Other invested assets .....		
11.6 Miscellaneous applications .....		
11.7 Total investments acquired (Lines 11.1 to 11.6) .....		
12. Net Cash from investments (Line 10.8 minus Line 11.7) .....		
Cash from Financing and Miscellaneous Sources		
13. Cash provided:		
13.1 Surplus notes, capital and surplus paid in .....		
13.2 Net transfers from affiliates .....	6	4,474,886
13.3 Borrowed funds received .....		
13.4 Other cash provided .....	31,538	43,616
13.5 Total (Lines 13.1 to 13.4) .....	31,544	4,518,502
14. Cash applied:		
14.1 Dividends to stockholders paid .....		
14.2 Net transfers to affiliates .....	0	
14.3 Borrowed funds repaid .....		
14.4 Other applications .....		520,223
14.5 Total (Lines 14.1 to 14.4) .....	0	520,223
15. Net cash from financing and miscellaneous sources (Line 13.5 minus Line 14.5) .....	31,544	3,998,279
RECONCILIATION OF CASH AND SHORT-TERM INVESTMENTS		
16. Net change in cash and short-term investments (Line 9 plus Line 12 plus Line 15) .....	(723,275)	(5,362,594)
17. Cash and short-term investments:		
17.1 Beginning of period .....	3,391,727	8,754,321
17.2 End of period (Line 16 plus Line 17.1) .....	2,668,452	3,391,727

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1  Total	Comprehensive (Hospital & Medical)		4  Medicare Supplement	5  Vision Only	6  Dental Only	7  Federal Employees Health Benefit Plan	8  Title XVIII Medicare	9  Title XIX Medicaid	10  Other
		2  Individual	3  Group							
Total Members at end of:										
1. Prior Year .....	223,310		223,310							
2 First Quarter .....			0							
3 Second Quarter .....										
4 Third Quarter .....										
5 Current Year										
6 Current Year Member Months			0							
Total Member Ambulatory Encounters for Period:										
7. Physician .....			0							
8. Non-Physician .....			0							
9. Total										
10. Hospital Patient Days Incurred			0							
11. Number of Inpatient Admissions			0							
12. Premiums Collected .....	(2,718)		(2,718)							
13. Premiums Earned			0							
14. Amount Paid for Provision of Health Care Services .....	650,106		650,106							
15. Amount Incurred for Provision of Health Care Services			0							





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UNDERWRITING AND INVESTMENT EXHIBIT  
ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1	2	3	4		
Line of Business	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) .....	650,106		972,342		1,622,448	1,622,448
2. Medicare Supplement .....						
3. Dental Only.....						
4. Vision Only.....						
5. Federal Employees Health Benefits Plan Premiums .....						
6. Title XVIII - Medicare .....						
7. Title XIX - Medicaid.....						
8. Other .....						
9. Subtotal .....	650,106		972,342		1,622,448	1,622,448
10. Medical incentive pools, accruals and disbursements .....						
11. Totals	650,106		972,342		1,622,448	1,622,448

## NOTES TO FINANCIAL STATEMENTS

OhioHealth Group HMO, Inc.

Notes to Financial Statements - Statutory Basis

December 31, 2001

### 1. Summary of Significant Accounting Policies

#### Organization

OhioHealth Group HMO, Inc. (the HMO) was incorporated on June 27, 1995 as a subsidiary of OhioHealth Corporation (OhioHealth). Effective April 1, 1996, ownership of the HMO was transferred to OhioHealth Group, Ltd. (Group), which is 50 percent owned by OhioHealth and 50 percent owned by The Medical Group of Ohio (MGO). In 1998, the Group organized two subsidiaries, OhioHealth Group Partners, Inc. (Partners) and OhioHealth Group Plans, Inc. (Plans). The HMO became a subsidiary of Plans and Plans became a subsidiary of Partners. The Group is the sole voting shareholder of Partners. On January 1, 1998, OhioHealth Group Services Corporation (Services), a subsidiary of Partners, began operations to provide management services to the HMO and other subsidiaries of the Group.

The HMO was organized as a network model health maintenance organization to provide healthcare services to enrolled subscribers and their dependents (enrollees) for a fixed premium. Enrollment in the HMO began on November 1, 1995. The HMO has contracted with various health care providers, including hospitals, freestanding facilities and physician practices owned and/or operated by OhioHealth or its subsidiaries as well as independent physicians, hospitals, multi-specialty group practices and ancillary providers. OhioHealth is the parent organization and sole voting member of Grant/Riverside Methodist Hospitals, Doctors OhioHealth Corporation, Southern Ohio Medical Center, Marion General Hospital, Inc. and Hardin Memorial Hospital. These Hospitals are major providers of service to subscribers of the HMO. MGO is an independent physician association and a major provider of physicians' services to subscribers of the HMO.

As more fully described in Note 6, OhioHealth, MGO and the Group informed the Ohio Department of Insurance on February 14, 2001 of their intent to cease doing business in Ohio as a health maintenance organization. In connection with this announcement, the HMO notified its enrollees that their coverage would terminate. The enrollee terminations were completed as of October 31, 2001.

## NOTES TO FINANCIAL STATEMENTS

### 1. Summary of Significant Accounting Policies (continued)

#### Basis of Presentation

The HMO prepares its statutory financial statements in conformity with practices prescribed or permitted by the State of Ohio. Effective January 1, 2001, the State of Ohio required that insurance companies domiciled in the State of Ohio prepare their statutory basis financial statements in accordance with the NAIC Accounting Practices and Procedures Manual. The adoption of these accounting principles did not impact the HMO's financial statements.

Statutory accounting practices vary from accounting principles generally accepted in the United States (GAAP) in that goodwill and certain prepaid expenses are designated as "nonadmitted", are excluded from the accompanying balance sheets and are charged directly to unassigned surplus; whereas for GAAP they are recognized as assets.

#### Use of Estimates

The preparation of financial statements of insurance companies requires management to make estimates and assumptions that affect amounts reported in the financial statements and accompanying notes. Such estimates and assumptions could change in the future, as more information becomes known which could impact the amounts reported and disclosed herein.

#### Subscriber Premiums

Subscriber premiums are included in income in the period earned. The unearned portion of premiums are recorded as unearned premiums and subsequently credited to income as earned during the coverage period.

#### Claims

Claims are charged to expense based upon the date services are rendered and represent the estimated remaining ultimate net cost of unpaid claims, both reported and unreported, during the year. The reserves for unpaid claims are estimated using an actuarially determined cost model. Those estimates are subject to the effects of trends in claim severity and frequency. Although considerable variability is inherent in such estimates, management believes that the reserves for claims are adequate. The estimates are reviewed and adjusted as necessary as experience develops or new information becomes known; such adjustments are included in current operations.

### 1. Summary of Significant Accounting Policies (continued)

#### Cash and Short-term Investments

Cash and short-term investments include investments with maturities of less than one year at the date of acquisition.

#### Minimum Security Requirements

Under the laws of the State of Ohio, the HMO is required to provide a minimum-security deposit of \$400,000. The HMO has restricted \$400,000 for such purpose as of December 31, 2001 and 2000.

#### Minimum Net Worth

Currently, the laws of the State of Ohio require the HMO at all times to maintain total net worth of at least \$1,500,000 and total admitted assets equal to at least one hundred and ten percent of its liabilities. The HMO has satisfied the minimum net worth requirements at December 31, 2001.

#### Risk Based Capital Requirements

## NOTES TO FINANCIAL STATEMENTS

Health insurance companies are subject to certain Risk Based Capital ("RBC") requirements as specified by the NAIC. Under these requirements, the amount of capital and surplus maintained by a health insurance company is to be determined based on the various risk factors. Although the Department has not adopted the RBC requirements for HMOs, the Department does require that the calculations be filed.

### Income Taxes

At December 31, 2001 and 2000, the HMO had a gross deferred tax asset of \$5,983,000 and \$11,259,000, respectively. The deferred tax asset results primarily from net operating loss carryforwards and differences between book and tax basis loss reserves. Realization of the deferred tax benefits is dependent on future earnings of the HMO. As previously mentioned, the HMO ceased doing business as a health maintenance organization effective October 31, 2001. Therefore, a full valuation allowance has been provided on the entire deferred tax asset. At December 31, 2001, the HMO has net operating loss carryforwards of \$6,113,000. These loss carryforwards are not expected to expire prior to the run off of the remaining HMO business.

### 1. Summary of Significant Accounting Policies (continued)

#### Reclassifications

Certain items in the 2000 financial statements have been reclassified to conform with the 2001 presentation.

### 2. Capital Contribution Receivable

During 2000, \$5,902,000 of additional paid-in capital was contributed to the HMO by Plans, of which \$3,880,000 was recorded as a capital contribution receivable at December 31, 2000. On February 20, 2001, the capital contribution was paid by Plans in the form of cash. During 2001, there was no additional capital contribution to the HMO.

### 3. Related Party Transactions

Administrative and management services were provided by Services for 2001 and 2000, totaling \$5,408,000 and \$6,843,000, respectively. At December 31, 2001 and 2000, the HMO had management fees payable of \$85,000 and \$32, respectively, included in payable to affiliates.

Certain employees of OhioHealth, Grant/Riverside Methodist Hospitals, Doctors OhioHealth Corporation, Southern Ohio Medical Center, Marion General Hospital, Inc. and Hardin Memorial Hospital are subscribers of the HMO. Total premiums for 2001 and 2000, received on behalf of these subscribers, were \$16,845,000 and \$25,522,000, respectively.

Substantially all claims are paid to the MGO physicians and OhioHealth affiliated hospitals.

### 4. Reinsurance

The HMO has reinsurance which provides for recovery of losses per member, per contract year as defined by the reinsurance agreement. The HMO recovers losses in excess of \$100,000 for hospital charges for commercial HMO members. Outstanding reinsurance recoveries were \$50,000 and \$226,000, at December 31, 2001 and 2000, respectively.

NOTES TO FINANCIAL STATEMENTS

5. Estimated Claims Liability

The HMO provided for claims incurred but unreported and the cost of settling these claims based on an actuarially determined cost model. Estimates are adjusted as changes in these factors occur and such adjustments are reported in the period of determination. Activity in the estimated claim liability as of December 31 is summarized as follows:

	Year ended December 31	
	2001	2000
Claims liability balance at January 1	\$9,872,554	\$ 5,241,018
Medical incentive pool balance at January 1	298,665	1,076,049
Incurred related to:		
Current year	28,580,804	47,079,649
Prior years	(511,175)	346,228
Total incurred	28,069,629	47,425,877
Paid related to:		
Current year	27,258,756	36,908,430
Prior years	9,637,644	6,663,295
Total paid	36,896,400	43,571,725
	1,344,448	10,171,219
Less medical incentive pool at December 31	(39,000)	(298,665)
Claims liability balance at December 31	1,305,448	\$ 9,872,554

Claim expenses incurred related to prior years vary from previously estimated liabilities as the claims are ultimately settled, negative amounts reported for incurred claims and claim adjustment expenses related to prior years indicate that actual claims were less than the prior year-end liability.

NOTES TO FINANCIAL STATEMENTS

6. Discontinued Operations

As discussed in Note 1, OhioHealth, MGO and the Group made the strategic decision on February 14, 2001 to cease doing business in Ohio as a health maintenance organization. In connection with this announcement, the HMO notified its enrollees that their coverage would terminate. As of October 31, 2001, the enrollee termination was complete. The HMO entered into an agreement with Anthem Blue Cross and Blue Shield (Anthem), whereby the enrollees of the HMO were given the opportunity to obtain replacement coverage with Anthem. Following the termination of the enrollee contracts, the HMO will remain liable for claims incurred prior to October 31, 2001. At December 31, 2001, the liability for claims incurred prior to October 31, 2001 was deemed adequate by management to cover any remaining obligations.

7. Reconciliation with 2001 Annual Statement

Amounts as reported on the Statements of Operations and Capital and Surplus for 2001 differed from the Annual Statement filed with the Department for the year ended December 31, 2001. The difference resulted from adjustments to claims payable to health care providers. The difference is as follows:

	<u>Increase (Decrease)</u>
Net loss per Annual Statement (unaudited)	\$ (202,065)
Decrease claims payable to health care providers	<u>278,000</u>
Net income per Statement of Operations and Surplus	<u>\$ 75,935</u>
Surplus per Annual Statement (unaudited)	\$ 2,479,372
Decrease claims payable to health care providers	<u>278,000</u>
Surplus per Balance Sheet	<u>\$ 2,757,372</u>

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted.)

PART 1 - COMMON INTERROGATORIES  
GENERAL

1.1 Did the reporting entity implement any significant accounting policy changes which would require disclosure in the Notes to the Financial Statements? ..... Yes [ ] No [X]

1.2 If yes, explain:  
.....

2.1 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]

2.2 If yes, has the report been filed with the domiciliary state? ..... Yes [ ] No [ ]

3.1 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]

3.2 If yes, date of change: .....  
If not previously filed, furnish herewith a certified copy of the instrument as amended.

4. Have there been any substantial changes in the organizational chart since the prior quarter end? ..... Yes [ ] No [X]  
If yes, attach an organizational chart.

5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? ..... Yes [ ] No [X]

5.2 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
.....	.....	.....
.....	.....	.....
.....	.....	.....

6. 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 [ ] NA [ ]  
If yes, attach an explanation.

7.1 State as of what date the latest financial examination of the reporting entity was made or is being made. .... 12/31/1999

7.2 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. .... 12/31/1999

7.3 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). .... 03/01/2000

7.4 By what department or departments?  
State of Ohio Department of Insurance.....

8.1 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? (You need not report an action, either formal or informal, if a confidentiality clause is part of the agreement.) ..... Yes [ ] No [X]

8.2 If yes, give full information:  
.....

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted.)

INVESTMENT

9.1 Has there been any change in the reporting entity's own preferred or common stock? ..... Yes [ ] No [X]

9.2 If yes, explain:  
.....

10.1 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]

10.2 If yes, give full and complete information relating thereto:  
.....

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

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

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

13.2 If yes, please complete the following:

		1 Prior Year-End Statement Value	2 Current Quarter Statement Value
13.21 Bonds .....	\$	.....	\$
13.22 Preferred Stock .....	\$	.....	\$
13.23 Common Stock .....	\$	.....	\$
13.24 Short-term Investments .....	\$	.....	\$
13.25 Mortgages, Loans or Real Estate .....	\$	.....	\$
13.26 All Other .....	\$	.....	\$
13.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 13.21 to 13.26).....	\$	.....	\$
13.28 Total Investment in Parent included in Lines 13.21 to 13.26 above .....	\$	.....	\$
13.29 Receivable from Parent not included in Lines 13.21 to 13.26 above .....	\$	.....	\$

14.1 Does the reporting entity have any hedging transactions reported on Schedule DB? ..... Yes [ ] No [X]

14.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? ..... Yes [ ] No [ ]

If no, attach a description with this statement.

15. Excluding items in Schedule E, 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 Part 1 - General, Section IV.H - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? ..... Yes [X] No [ ]

15.1 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

15.2 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)

15.3 Have there been any changes, including name changes in the custodian(s) identified in 15.1 during the current year? ..... Yes [ ] No [X]

15.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

15.5 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



SCHEDULE A - VERIFICATION

	1 First Quarter Current Year	2 Second Quarter Current Year	3 Third Quarter Current Year	4 Prior Year Ended December 31
1. Book/adjusted carrying value, beginning of period .....				
2. Increase (decrease) by adjustment .....				
3. Cost of acquired .....				
4. Cost of additions to and permanent improvements .....				
5. Total profit (loss) on sales .....				
6. Increase (decrease) by foreign exchange adjustment .....				
7. Amount received on sales .....				
8. Book/adjusted carrying value at end of current period .....				
9. Total valuation allowance .....				
10. Subtotal (Lines 8 plus 9) .....				
11. Total nonadmitted amounts .....				
12. Statement value, current period (Page 2, real estate lines, current period)				

SCHEDULE B - VERIFICATION

	1 First Quarter Current Year	2 Second Quarter Current Year	3 Third Quarter Current Year	4 Prior Year Ended December 31
1. Book/recorded investment excluding accrued interest on mortgages owned, beginning of period .....				
2. Amount loaned during period:				
2.1. Actual cost at time of acquisitions .....				
2.2. Additional investment made after acquisitions .....				
3. Accrual of discount and mortgage interest points and commitment fees.....				
4. Increase (decrease) by adjustment .....				
5. Total profit (loss) on sale .....				
6. Amounts paid on account or in full during the period .....				
7. Amortization of premium .....				
8. Increase (decrease) by foreign exchange adjustment.....				
9. Book value/recorded investment excluding accrued interest on mortgages owned at end of current period .....				
10. Total valuation allowance .....				
11. Subtotal (Lines 9 plus 10) .....				
12. Total nonadmitted amounts .....				
13. Statement value of mortgages owned at end of current period				

SCHEDULE BA - VERIFICATION

Other Invested Assets Included in Schedule BA				
	1 First Quarter Current Year	2 Second Quarter Current Year	3 Third Quarter Current Year	4 Prior Year Ended December 31
1. Book/adjusted carrying value of long-term invested assets owned, beginning of period .....				
2. Cost of acquisitions during period:				
2.1. Actual cost at time of acquisitions .....				
2.2. Additional investment made after acquisitions .....				
3. Accrual of discount .....				
4. Increase (decrease) by adjustment .....				
5. Total profit (loss) on sale .....				
6. Amounts paid on account or in full during the period .....				
7. Amortization of premium .....				
8. Increase (decrease) by foreign exchange adjustment.....				
9. Book/adjusted carrying value of long-term invested assets at end of current period .....				
10. Total valuation allowance .....				
11. Subtotal (Lines 9 plus 10) .....				
12. Total nonadmitted amounts .....				
13. Statement value of long-term invested assets at end of current period				

STATEMENT AS OF MARCH 31, 2002 OF THE OhioHealth Group HMO, Inc.  
445 Hutchinson Avenue, Suite 300  
Columbus, OH 43235

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity  
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Statement Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Statement Value End of First Quarter	6 Statement Value End of Second Quarter	7 Statement Value End of Third Quarter	8 Statement Value December 31 Prior Year
BONDS								
1. Class 1 .....								
2. Class 2 .....								
3. Class 3 .....								
4. Class 4 .....								
5. Class 5 .....								
6. Class 6 .....								
7. Total Bonds								
PREFERRED STOCK								
8. Class 1 .....								
9. Class 2 .....								
10. Class 3 .....								
11. Class 4 .....								
12. Class 5 .....								
13. Class 6 .....								
14. Total Preferred Stock								
15. Total Bonds and Preferred Stock								

SCHEDULE DA - PART 1

Short-Term Investments Owned End of Current Quarter					
	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Amount of Interest Received Current Quarter	5 Paid for Accrued Interest
8099999 Totals	2,007,116	XXX	2,000,000	7,116	0

SCHEDULE DA - PART 2- Verification

Short-Term Investments Owned				
	1 First Quarter Current Year	2 Second Quarter Current Year	3 Third Quarter Current Year	4 Prior Year Ended December 31
1. Book/adjusted carrying value, beginning of period .....	2,000,000			2,974,958
2. Cost of short-term investments acquired .....	7,116			
3. Increase (decrease) by adjustment .....				
4. Increase (decrease) by foreign exchange adjustment .....				
5. Total profit (loss) on disposal of short-term investments .....				
6. Consideration received on disposal of short-term investments .....				974,958
7. Book/adjusted carrying value, current period .....	2,007,116			2,000,000
8. Total valuation allowance .....				
9. Subtotal (Lines 7 plus 8) .....	2,007,116			2,000,000
10. Total nonadmitted amounts .....				
11. Statement value (Lines 9 minus 10) .....	2,007,116			2,000,000
12. Income collected during period .....	7,116			89,816
13. Income earned during period .....	7,116			85,928

Schedule DB - Part F - Section 1

NONE

Schedule DB - Part F - Section 2

NONE

Schedule S

NONE

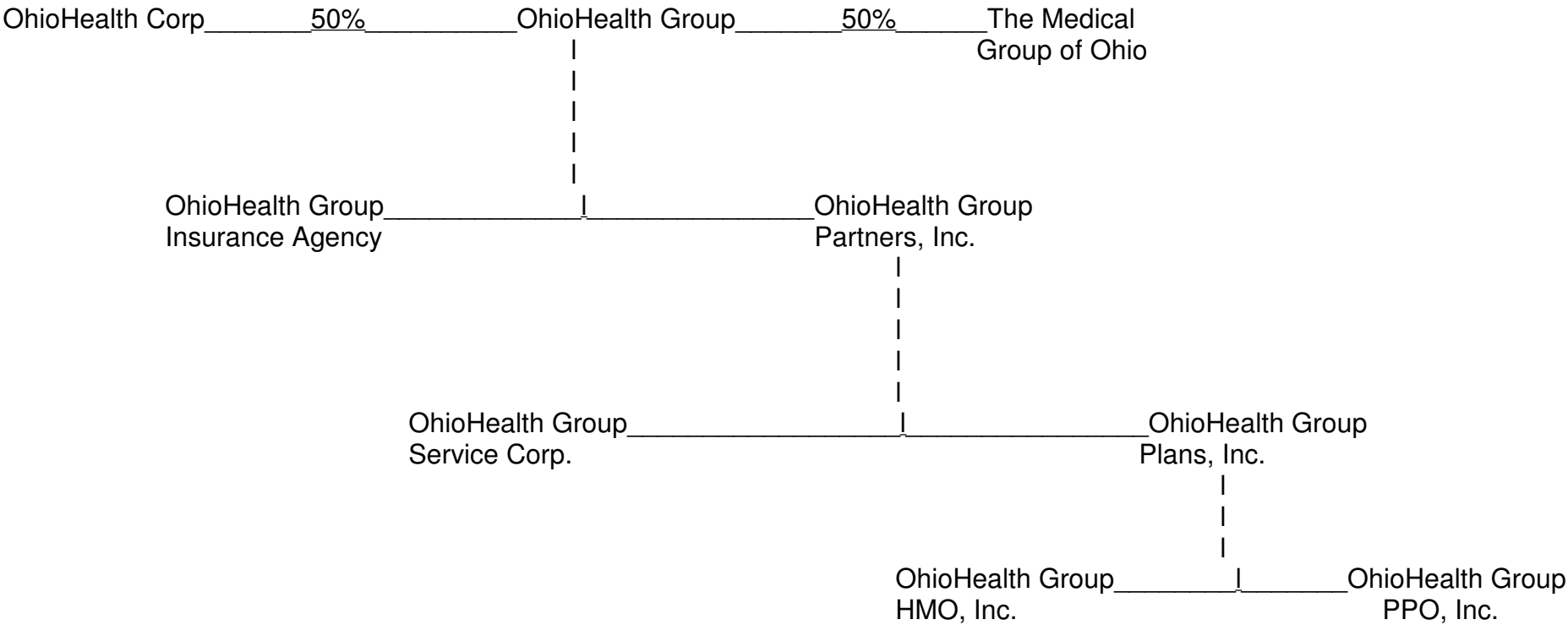
SCHEDULE T PREMIUMS AND OTHER CONSIDERATIONS

Allocated by States and Territories

		Direct Business Only Year-to-Date					
		1	2	3	4	5	6
States, Etc.		Guaranty Fund (Yes or No)	Is Insurer Licensed? (Yes or No)	Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefit Program Premium
1.	Alabama	AL	No	No			
2.	Alaska	AK	No	No			
3.	Arizona	AZ	No	No			
4.	Arkansas	AR	No	No			
5.	California	CA	No	No			
6.	Colorado	CO	No	No			
7.	Connecticut	CT	No	No			
8.	Delaware	DE	No	No			
9.	District of Columbia	DC	No	No			
10.	Florida	FL	No	No			
11.	Georgia	GA	No	No			
12.	Hawaii	HI	No	No			
13.	Idaho	ID	No	No			
14.	Illinois	IL	No	No			
15.	Indiana	IN	No	No			
16.	Iowa	IA	No	No			
17.	Kansas	KS	No	No			
18.	Kentucky	KY	No	No			
19.	Louisiana	LA	No	No			
20.	Maine	ME	No	No			
21.	Maryland	MD	No	No			
22.	Massachusetts	MA	No	No			
23.	Michigan	MI	No	No			
24.	Minnesota	MN	No	No			
25.	Mississippi	MS	No	No			
26.	Missouri	MO	No	No			
27.	Montana	MT	No	No			
28.	Nebraska	NE	No	No			
29.	Nevada	NV	No	No			
30.	New Hampshire	NH	No	No			
31.	New Jersey	NJ	No	No			
32.	New Mexico	NM	No	No			
33.	New York	NY	No	No			
34.	North Carolina	NC	No	No			
35.	North Dakota	ND	No	No			
36.	Ohio	OH	No	Yes	(9,033)		
37.	Oklahoma	OK	No	No			
38.	Oregon	OR	No	No			
39.	Pennsylvania	PA	No	No			
40.	Rhode Island	RI	No	No			
41.	South Carolina	SC	No	No			
42.	South Dakota	SD	No	No			
43.	Tennessee	TN	No	No			
44.	Texas	TX	No	No			
45.	Utah	UT	No	No			
46.	Vermont	VT	No	No			
47.	Virginia	VA	No	No			
48.	Washington	WA	No	No			
49.	West Virginia	WV	No	No			
50.	Wisconsin	WI	No	No			
51.	Wyoming	WY	No	No			
52.	American Samoa	AS	No	No			
53.	Guam	GU	No	No			
54.	Puerto Rico	PR	No	No			
55.	U.S. Virgin Islands	VI	No	No			
56.	Canada	CN	No				
57.	Aggregate Other Alien	OT	XXX	XXX			
58.	Total (Direct Business)	XXX	(a) 1	(9,033)			
DETAILS OF WRITE-INS							
5701.							
5702.							
5703.							
5798.	Summary of remaining write-ins for Line 57 from overflow page						
5799.	Totals (Lines 5701 thru 5703 plus 5798)(Line 57 above)						

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

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 - ORGANIZATIONAL CHART



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 on "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 question.

RESPONSE

1. Will the SVO Compliance Certification be filed with this statement?

.....No.....

Explanation:

Bar Code:

SVO Compliance Certification (Document Identifier 470) here:



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**OVERFLOW PAGE FOR WRITE-INS**

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Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 1

NONE

Schedule B - Part 2

NONE

Schedule BA - Part 1

NONE

Schedule BA - Part 2

NONE

Schedule D - Part 3

NONE

Schedule D - Part 4

NONE

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part D - Section 1  
**NONE**

## SCHEDULE E - PART 1 - CASH

E08