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HEALTH QUARTERLY STATEMENT

As of March 31, 2002
of the Condition and Affairs of the

One Health Plan of Ohio, Inc.

NAIC Group Code..... 0769, 0769 (Current Period) (Prior Period) NAIC Company Code..... 95663 Employer's ID Number..... 34-1845496

Organized under the Laws of Ohio State of Domicile or Port of Entry Ohio

Country of Domicile United States

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]
Date Incorporated or Organized..... July 1, 1996 Date Commenced Business..... May 16, 1997

Statutory Home Office	24950 Country Club Blvd #400….. North Olmstead ..... OH ..... 44070 *(Street and Number) (City or Town, State and Zip Code)*	
Address of Main Administrative Office	13045 Tesson Ferry Road F1-06….. St. Louis ..... MO ..... 63128 *(Street and Number) (City or Town, State and Zip Code)*	314-525-5028 *(Area Code) (Telephone Number)*
Mail Address	13045 Tesson Ferry Road F1-06….. St. Louis ..... MO ..... 63128 *(Street and Number or P. O. Box) (City or Town, State and Zip Code)*	
Primary Location of Books and Records	13045 Tesson Ferry Road F1-06….. St. Louis ..... MO ..... 63128 *(Street and Number) (City or Town, State and Zip Code)*	314-525-5028 *(Area Code) (Telephone Number)*
Internet Website Address	www.gwla.com	
Statement Contact	Glenn Melenbrink *(Name)* *GMelenbrink@gwl.com* *(E-Mail Address)*	314-525-5028 *(Area Code) (Telephone Number) (Extension)* *314-525-3547* *(Fax Number)*
Policyowner Relations Contact	PO Box 11111….. Ft. Scott ..... KS ..... 66701 *(Street and Number) (City or Town, State and Zip Code)*	800-663-8081 *(Area Code) (Telephone Number) (Extension)*

OFFICERS

President ..... Karen Antoinette Smith
Treasurer..... Glen Ray Derback
Secretary ..... Richard George Schultz

OTHER OFFICERS

Michael Allen Friedberg Gina Michaelle Sheridan

DIRECTORS

Donna Anne Goldin Fred Charles Riggall Martin Rosenbaum

State of..... Missouri
County of..... St Louis

State of..... Colorado
County of ..... Arapahoe

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of the 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* manuals 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.

(Signature)	(Signature)	(Signature)
Karen Antoinette Smith	Richard George Schultz	Glen Ray Derback
(Printed Name)	(Printed Name)	(Printed Name)
President	Secretary	Treasurer

Subscribed and sworn to before me this

.....day of ....., 2002

.....

Colorado Notary

NOTARY PUBLIC (Seal)

Subscribed and sworn to before me this

.....day of ....., 2002

.....

Missouri Notary

NOTARY PUBLIC (Seal)

ASSETS

	Current Period			Prior Year
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets	4 Net Admitted Assets
1. Bonds	4,328,399		4,328,399	4,360,876
2. Stocks:				
2.1 Preferred stocks			0	
2.2 Common stocks			0	
3. Mortgage loans on real estate:				
3.1 First liens			0	
3.2 Other than first liens			0	
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (less $.....0 encumbrances)			(a) 0	
4.2 Properties held for the production of income (less $.....0 encumbrances)			0	
4.3 Properties held for sale (less $.....0 encumbrances)			0	
5. Cash ($.....(275,432)) and short-term investments ($.....23,222)	(252,210)		(252,210)	280,381
6. Other long-term invested assets			0	
7. Receivable for securities			0	
8. Aggregate write-ins for invested assets	0	0	0	0
9. Subtotal, cash and invested assets (Lines 1 to 8)	4,076,189	0	4,076,189	4,641,257
10. Accident and health premiums due and unpaid			0	
11. Health care receivables			0	
12. Amounts recoverable from reinsurers	4,547,526		4,547,526	9,346,788
13. Net adjustment in assets and liabilities due to foreign exchange rates			0	
14. Investment income due and accrued	28,696		28,696	40,045
15. Amounts due from parent, subsidiaries and affiliates	90,524		90,524	58,481
16. Amounts receivable relating to uninsured accident and health plans			0	
17. Furniture and equipment	121,494	94,175	27,319	51,808
18. Amounts due from agents			0	
19. Federal and foreign income tax recoverable and interest thereon (including $.....0 net deferred tax asset)			0	
20. Electronic data processing equipment and software	5,744		5,744	7,062
21. Other nonadmitted assets	49,545	49,545	0	
22. Aggregate write-ins for other than invested assets	19,659	19,659	0	0
23. Total assets (Lines 9 plus 10 through 22)	8,939,377	163,379	8,775,998	14,145,441

DETAILS OF WRITE-INS

0801.			0	
0802.			0	
0803.			0	
0898. Summary of remaining write-ins for Line 8 from overflow page	0	0	0	0
0899. Totals (Lines 0801 thru 0803 plus 0898) (Line 8 above)	0	0	0	0
2201. Other assets	19,659	19,659	0	
2202.			0	
2203.			0	
2298. Summary of remaining write-ins for Line 22 from overflow page	0	0	0	0
2299. Totals (Lines 2201 thru 2203 plus 2298) (Line 22 above)	19,659	19,659	0	0

(a) $.....0 health care delivery assets included in Line 4.1, Column 3.

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less $.....2,330,882 reinsurance ceded)	225,927	19,379	245,306	360,939
2. Accrued medical incentive pool and bonus payments			0	
3. Unpaid claims adjustment expenses	13,681		13,681	19,939
4. Aggregate policy reserves	63,466		63,466	
5. Aggregate claim reserves			0	
6. Premiums received in advance			0	
7. General expenses due or accrued	170,739		170,739	335,911
8. Federal and foreign income tax payable and interest thereon (including $.....0 on realized capital gains (losses)) (including $.....90,300 net deferred tax liability)	90,300		90,300	82,333
9. Amounts withheld or retained for the account of others			0	
10. Borrowed money (including $.....0 current) and interest thereon $.....0 (including $.....0 current)			0	
11. Amounts due to parent, subsidiaries and affiliates	345,849		345,849	998,307
12. Payable for securities			0	
13. Funds held under reinsurance treaties with ($.....0 authorized reinsurers and $.....0 unauthorized reinsurers)			0	
14. Reinsurance in unauthorized companies			0	
15. Net adjustments in assets and liabilities due to foreign exchange rates			0	
16. Liability for amounts held under uninsured accident and health plans			0	
17. Aggregate write-ins for other liabilities (including $.....0 current)	2,982,580	0	2,982,580	7,393,132
18. Total liabilities (Lines 1 to 17)	3,892,542	19,379	3,911,921	9,190,561
19. Common capital stock	XXX	XXX	3,400,000	3,400,000
20. Preferred capital stock	XXX	XXX		
21. Gross paid in and contributed surplus	XXX	XXX	6,305,000	6,305,000
22. Surplus notes	XXX	XXX		
23. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
24. Unassigned funds (surplus)	XXX	XXX	(4,840,923)	(4,750,120)
25. Less treasury stock at cost:				
25.1 .....0.000 shares common (value included in Line 19 $.....0)	XXX	XXX		
25.2 .....0.000 shares preferred (value included in Line 20 $.....0)	XXX	XXX		
26. Total capital and surplus (Lines 19 to 24 less 25)	XXX	XXX	4,864,077	4,954,880
27. Total liabilities, capital and surplus (Lines 18 and 26)	XXX	XXX	8,775,998	14,145,441

DETAILS OF WRITE-INS

1701. Reinsurance payable	2,982,580		2,982,580	7,393,132
1702.			0	
1703.			0	
1798. Summary of remaining write-ins for Line 17 from overflow page	0	0	0	0
1799. Totals (Lines 1701 thru 1703 plus 1798) (Line 17 above)	2,982,580	0	2,982,580	7,393,132
2301.	XXX	XXX		
2302.	XXX	XXX		
2303.	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year-to-Date		Prior Year
	1 Uncovered	2 Total	3 Total
1. Member months	XXX	19,687	134,757
2. Net premium income	XXX	893,418	4,983,102
3. Change in unearned premium reserves and reserve 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	0	0
7. Total revenues (Lines 2 to 6)	XXX	893,418	4,983,102
Medical and Hospital:			
8. Hospital/medical benefits	141,614	1,792,583	13,240,342
9. Other professional services	141,402	1,789,894	7,190,690
10. Outside referrals			
11. Emergency room and out-of-area	20,356	257,674	1,097,980
12. Prescription Drugs			
13. Aggregate write-ins for other medical and hospital	0	0	0
14. Incentive pool and withhold adjustments			
15. Subtotal (Lines 8 to 14)	303,372	3,840,151	21,529,012
Less:			
16. Net reinsurance recoveries		3,450,504	19,394,056
17. Total medical and hospital (Lines 15 minus 16)	303,372	389,647	2,134,956
18. Claims adjustment expenses		(6,258)	19,939
19. General administrative expenses		584,736	4,005,460
20. Increase in reserves for accident and health contracts		63,466	(121,444)
21. Total underwriting deductions (Lines 17 through 20)	303,372	1,031,591	6,038,911
22. Net underwriting gain or (loss) (Lines 7 minus 21)	XXX	(138,173)	(1,055,809)
23. Net investment income earned		77,541	615,938
24. Net realized capital gains or (losses)			146,604
25. Net investment gains or (losses) (Lines 23 plus 24)	0	77,541	762,542
26. Net gain or (loss) from agents' or premium balances charged off [(amount recovered $.....0) (amount charged off $.....0)]			
27. Aggregate write-ins for other income or expenses	0	0	0
28. Net income or (loss) before federal income taxes (Lines 22 plus 25 plus 26 plus 27)	0	(60,632)	(293,267)
29. Federal and foreign income taxes incurred	XXX	(29,189)	(88,412)
30. Net income (loss) (Lines 28 minus 29)	XXX	(31,443)	(204,855)

DETAILS OF WRITE-INS

0601.	XXX		
0602.	XXX		
0603.	XXX		
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above)	XXX	0	0
1301.			
1302.			
1303.			
1398. Summary of remaining write-ins for Line 13 from overflow page	0	0	0
1399. Totals (Lines 1301 thru 1303 plus 1398) (Line 13 above)	0	0	0
2701.			
2702.			
2703.			
2798. Summary of remaining write-ins for Line 27 from overflow page	0	0	0
2799. Totals (Lines 2701 thru 2703 plus 2798) (Line 27 above)	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

CAPITAL AND SURPLUS ACCOUNT	1 Current Year-to-Date	2 Prior Year
31. Capital and surplus prior reporting period	4,954,880	4,617,156
GAINS AND LOSSES TO CAPITAL & SURPLUS		
32. Net income or (loss) from Line 30	(31,443)	(204,855)
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	(7,967)	14,232
37. Change in nonadmitted assets	(51,393)	647,664
38. Change in unauthorized reinsurance		
39. Change in treasury stock		
40. Change in surplus notes		
41. Cumulative effect of changes in accounting principles		(448,894)
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	0	329,577
46. Net change in capital and surplus (Lines 32 to 45)	(90,803)	337,724
47. Capital and surplus end of reporting period (Line 31 plus 46)	4,864,077	4,954,880

DETAILS OF WRITE-INS

4501. Prior year adjustment to net worth		329,577
4502.		
4503.		
4598. Summary of remaining write-ins for Line 45 from overflow page	0	0
4599. Totals (Lines 4501 thru 4503 plus 4598) (Line 45 above)	0	329,577

CASH FLOW

		1 Current Year to Date	2 Prior Year
	CASH FROM OPERATIONS		
1.	Premiums and revenues collected net of reinsurance	893,418	4,983,102
2.	Claims and claims adjustment expenses	(4,293,982)	10,171,375
3.	General administrative expenses paid	749,908	3,685,978
4.	Other underwriting income (expenses)		
5.	Cash from underwriting (Line 1 minus Line 2 minus Line 3 plus Line 4)	4,437,492	(8,874,251)
6.	Net Investment income	92,784	663,701
7.	Other income (expenses)	(4,430,211)	7,393,132
8.	Federal and foreign income taxes (paid) recovered	29,189	88,412
9.	Net cash from operations (Lines 5 to 8)	129,254	(729,006)
	CASH FROM INVESTMENTS		
10.	Proceeds from investments sold, matured or repaid:		
	10.1 Bonds	28,583	5,986,742
	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)	28,583	5,986,742
11.	Cost of investments acquired (long-term only):		
	11.1 Bonds		781,490
	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)	0	781,490
12.	Net cash from investments (Line 10.8 minus Line 11.7)	28,583	5,205,252
	CASH FROM FINANCING AND MISCELLANEOUS SOURCES		
13.	Cash provided:		
	13.1 Surplus notes, capital and surplus paid in		
	13.2 Net transfers from affiliates		1,432,897
	13.3 Borrowed funds received		
	13.4 Other cash provided	1,318	539,620
	13.5 Total (Lines 13.1 to 13.4)	1,318	1,972,517
14.	Cash applied:		
	14.1 Dividends to stockholders paid		
	14.2 Net transfers to affiliates	684,501	7,286,115
	14.3 Borrowed funds repaid		
	14.4 Other applications	7,245	
	14.5 Total (Lines 14.1 to 14.4)	691,746	7,286,115
15.	Net cash from financing and miscellaneous sources (Line 13.5 minus Line 14.5)	(690,428)	(5,313,598)
	RECONCILIATION OF CASH AND SHORT-TERM INVESTMENTS		
16.	Net change in cash and short-term investments (Line 9 plus Line 12 plus Line 15)	(532,591)	(837,352)
17.	Cash and short-term investments:		
	17.1 Beginning of period	280,381	1,117,733
	17.2 End of period (Line 16 plus Line 17.1)	(252,210)	280,381

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 Plans	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at End of:										
1. Prior Year	8,099		8,099							
2. First Quarter	6,312		6,312							
3. Second Quarter	0									
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	19,687		19,687							
Total Member Ambulatory Encounters for Period:										
7. Physician	6,342		6,342							
8. Non-Physician	1,112		1,112							
9. Total	7,454	0	7,454	0	0	0	0	0	0	0
10. Hospital Patient Days Incurred	221		221							
11. Number of Inpatient Admissions	185		185							
12. Premiums Collected	3,875,998		3,875,998							
13. Premiums Earned	893,418		893,418							
14. Amount Paid for Provision of Health Care Services	5,052,806		5,052,806							
15. Amount Incurred for Provision of Health Care Services	3,840,151		3,840,151							

CLAIMS PAYABLE (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
Claims Payable (Reported)						
0299999. Aggregate Accounts Not Individually Listed-Uncovered	39,501	2,937				42,438
0399999. Aggregate Accounts Not Individually Listed-Covered	460,508	34,236				494,744
0499999. Subtotals	500,009	37,173	0	0	0	537,182
0599999. Unreported Claims and Other Claim Reserves						2,039,006
0799999. Total Claims Payable						2,576,188

UNDERWRITING AND INVESTMENT EXHIBIT

Analysis of Claims Unpaid - Prior Year - Net of Reinsurance

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
1. Comprehensive (Hospital and Medical)	233,207	272,073	154,135	91,171	387,342	360,939
2. Medicare Supplement					0	
3. Dental only					0	
4. Vision only					0	
5. Federal Employees Health Benefits Plan Premiums					0	
6. Title XVIII - Medicare					0	
7. Title XIX - Medicaid					0	
8. Other					0	
9. Subtotal	233,207	272,073	154,135	91,171	387,342	360,939
10. Medical incentive pools, accruals and disbursements					0	
11. Totals	233,207	272,073	154,135	91,171	387,342	360,939

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant AccountingPolicies

A. Accounting Practices

The financial statements of One Health Plan of Ohio, Inc. are presented on the basis of accounting practices prescribed or permitted by the Ohio Department of Insurance.

The Ohio Insurance Department recognizes only statutory accounting practices prescribed or permitted by the state of Ohio for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under the Ohio Insurance Law. The National Association of Insurance Commissioners' (NAIC) Accounting Practices and Procedures manual, version effective January 1, 2001, (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the state of Ohio. The state has adopted certain prescribed accounting practices that differ from those found in NAIC SAP. Specifically, cost of furniture and equipment less accumulated depreciation is admissible, provided such assets do not exceed 15% of admitted assets and is not depreciated for more than 5 years.

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

		2002
Statutory surplus, Ohio basis	$	4,864,077
State Prescribed Practices:		
Admissible equipment	$	(27,319)
Statutory surplus, NAIC SAP	$	4,836,758

There were no significant changes, contingencies or events subsequent to those reported with the most recent annual statement that would have a material impact on the Company; therefore, there are no additional footnote disclosures being made with this interim statement.

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since 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 name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that 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 [ ] No [ ] N/A [X]

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. .....09/30/2000.....

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. .....09/30/2000.....

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). To be released.....

7.4 By what department or departments?..... Ohio Department of Insurance, Office of Financial Regulation

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 (continued)

INVESTMENT

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

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: $.....

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

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	$.....0	$.....0
13.22 Preferred Stock	$.....0	$.....0
13.23 Common Stock	$.....0	$.....0
13.24 Short-Term Investments	$.....0	$.....0
13.25 Mortgages, Loans or Real Estate	$.....0	$.....0
13.26 All Other	$.....0	$.....0
13.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 13.21 to 13.26)	$.....0	$.....0
13.28 Total Investment in Parent included in Lines 13.21 to 13.26 above	$.....0	$.....0
13.29 Receivable from Parent not included in Lines 13.21 to 13.26 above	$.....0	$.....0

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
The Bank of New York	One Wall Street, NY NY 10286

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

NONE

	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	0	0	0	
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	0	0	0	0
9. Total valuation allowance				
10. Subtotal (Lines 8 plus 9)	0	0	0	0
11. Total nonadmitted amounts				
12. Statement value, current period (Page 2, real estate lines, current period)	0	0	0	0

SCHEDULE B - VERIFICATION

NONE

	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	0	0	0	
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	0	0	0	0
10. Total valuation allowance				
11. Subtotal (Lines 9 plus 10)	0	0	0	0
12. Total nonadmitted amounts				
13. Statement value of mortgages owned at end of current period	0	0	0	0

SCHEDULE BA - VERIFICATION

Other Invested Assets Included in Schedule BA

NONE

	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	0	0	0	
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	0	0	0	0
10. Total valuation allowance				
11. Subtotal (Lines 9 plus 10)	0	0	0	0
12. Total nonadmitted amounts				
13. Statement value of long-term invested assets at end of current period	0	0	0	0

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	4,376,167	75,630	96,282	(3,894)	4,351,621			4,376,167
2. Class 2								
3. Class 3								
4. Class 4								
5. Class 5								
6. Class 6								
7. Total Bonds	4,376,167	75,630	96,282	(3,894)	4,351,621	0	0	4,376,167
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	4,376,167	75,630	96,282	(3,894)	4,351,621	0	0	4,376,167

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	23,222	XXX	23,222	282	

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	15,292	0	0	1,617,726
2. Cost of short-term investments acquired	75,629			8,305,627
3. Increase (decrease) by adjustment				20,436
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	67,699			9,928,497
7. Book/adjusted carrying value, current period	23,222	0	0	15,292
8. Total valuation allowance				
9. Subtotal (Lines 7 plus 8)	23,222	0	0	15,292
10. Total nonadmitted amounts				
11. Statement value (Lines 9 minus 10)	23,222	0	0	15,292
12. Income collected during period	345			30,204
13. Income earned during period	53			29,078

Sch. DB-Part F-Section 1
NONE

Sch. DB-Part F-Section 2
NONE

Sch. S
NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Allocated by States and Territories

State, Etc.	1 Guaranty Fund (Yes or No)	2 Is Insurer Licensed? (Yes or No)	Direct Business Only Year-to-Date 3 Premiums	4 Medicare Title XVIII	5 Medicaid Title XIX	6 Federal Employees Health Benefits Program Premiums
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	3,875,998			
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	XXX				
57. Aggregate Other alien OT	XXX	XXX	0	0	0	0
58. Total (Direct Business)	XXX	(a) 1	3,875,998	0	0	0

DETAILS OF WRITE-INS

5701.				
5702.				
5703.				
5798. Summary of remaining write-ins for line 57 from overflow page	0	0	0	0
5799. Total (Lines 5701 thru 5703 plus 5798) (Line 57 above)	0	0	0	0

(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

Paul Desmarais (controls 64.9% of the votes attached to the outstanding voting shares of Power Corporation of Canada)
Power Corporation of Canada
100.0% - 2795957 Canada Inc.
100.0% - 171263 Canada Inc..
67.5% - Power Financial Corporation
82.2% - Great-West Lifeco Inc.
100.0% - GWL&A Financial (Canada) Inc.
100.0% - GWL&A Financial (Nova Scotia) Co.
100.0% - GWL&A Financial Inc.
100.0% - Great-West Life& Annuity Capital I
100.0% - Great-West Life& Annuity Insurance Company -Fed ID #84-0467907, NAIC 68322,CO
100.0% - First Great-West Life & Annuity Insurance Company - Fed ID #93-1225432, NAIC 60214,NY
100.0% - Advised Assets Group, LLC
100.0% - Alta Health & Life Insurance Company - Fed ID #59-1031071, NAIC 67369, IN
100.0% - Alta Agency, Inc.
100.0% - BenefitsCorp, Inc.
100.0% - BenefitsCorp Equities, Inc.
100.0% - BenefitsCorp, Inc. of Wyoming, Inc.
100.0% - National Plan Coordinators of Delaware, Inc.
100.0% - NPC Securities, Inc.
100.0% - Deferred Compensation of Michigan, Inc.
100.0% - National Plan Coordinators of Washington, Inc.
100.0% - National Plan Coordinators of Ohio, Inc.
100.0% - Renco, Inc.
100.0% - P.C. Enrollment Services & Insurance Brokerage, Inc.
100.0% - One Benefits, Inc.
100.0% - One Health Plan of Alaska, Inc.
100.0% - One Health Plan of Arizona, Inc. - Fed ID #84-1466148, NAIC 95797, AZ
100.0% - One of Arizona, Inc.
100.0% - One Health Plan of California, Inc. - Fed ID #93-1142460, NAIC 95379, CA
100.0% - One Health Plan of Colorado, Inc. - Fed ID #84-1340487, NAIC 95412, CO
100.0% - One Health Plan of Florida, Inc. - Fed ID #59-3428587, NAIC 95805, FL
100.0% - One Health Plan of Georgia, Inc. - Fed ID #58-2232269, NAIC 95569, GA
100.0% - One Health Plan of Illinois, Inc. - Fed ID #93-1174749, NAIC 95388, IL
100.0% - One Health Plan of Indiana, Inc. - Fed ID #35-2002533, NAIC 95735, IN
100.0% - One Health Plan of Kansas\Missouri, Inc. - Fed ID # 48-1214041, NAIC 10253,KS
100.0% - One Health Plan of Maine, Inc.
100.0% - One Health Plan of Massachusetts, Inc. - Fed ID #04-3333755, NAIC 95659, MA
100.0% - One Health Plan of Michigan, Inc.

SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 – ORGANIZATIONAL CHART

100.0% - One Health Plan of Minnesota, Inc.
100.0% - One Health Plan of Nevada, Inc.
100.0% - One Health Plan of New Hampshire, Inc.
100.0% - One Health Plan of New Jersey, Inc. - Fed ID #22-3487731, NAIC 95806, NJ
100.0% - One Health Plan of New York, Inc.
100.0% - One Health Plan of North Carolina, Inc. - Fed ID #56-2013583, NAIC 95840, NC
100.0% - One Health Plan of Ohio, Inc. - Fed ID #34-1845496, NAIC 95663, OH
100.0% - One Health Plan of Oregon, Inc. - Fed ID #93-1227656, NAIC 47080, OR
100.0% - One Health Plan of Pennsylvania, Inc. - Fed ID #52-2077170, PA
100.0% - One Health Plan of South Carolina, Inc.
100.0% - One Health Plan of Tennessee, Inc. - Fed ID #62-1655185, NAIC 95719, TN
100.0% - One Health Plan of Texas, Inc. - Fed ID #84-1289570, NAIC 95415, TX
100.0% - One Health Plan, Inc. – Fed ID #02-0495422, NAIC, VT
100.0% - One Health Plan of Virginia, Inc.
100.0% - One Health Plan of Washington, Inc. - Fed ID #91-1786249, NAIC 47081, WA
100.0% - One Health Plan of Wisconsin, Inc.
100.0% - One Health Plan of Wyoming, Inc.
100.0% - One Orchard Equities, Inc.
100.0% - Financial Administrative Services Corporation
100.0% - GWL Properties, Inc.
50.0% - Westkin Properties Ltd.
100.0% - Great-West Benefit Services, Inc.
89.1% - Maxim Series Fund, Inc.
100.0% - GW Capital Management, LLC.
100.0% - Orchard Capital Management, LLC
100.0% - Greenwood Investments, LLC
77.7% - Orchard Series Fund
100.0% - Orchard Trust Company
100.0% - The Great-West Life Assurance Company - Fed ID #98-0000673, NAIC 80705 (a direct subsidiary of Great-West Lifeco Inc.)
100.0% - Gold Circle Insurance Company
100.0% - GWL Realty Advisors Inc.
100.0% - GWL Investment Management Ltd.
100.0% - 801611 Ontario Ltd.
40.0% - Peel Condominium Corporation No 454
40.0% - Peel Condominium Corporation No 454
100.0% - 118050 Canada Inc.
100.0% - 1213763 Ontario Inc.
100.0% - 681348 Alberta Ltd.

SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 – ORGANIZATIONAL CHART

100.0% - The Owners: Condominium Plan No 8510578
100.0% - 557140 B.C. Ltd.
50.0% - 3352200 Canada Inc.
100.0% - 1420731 Ontario Limited
100.0% - 1455250 Ontario Limited
100.0% - CGWLL Inc.
65.0% - The Walmer Road Limited Partnership
100.0% - London Insurance Group, Inc.
100.0% - Trivest Insurance Network Limited
100.0% - The Motion Picture Bond Company Inc.
100.0% - London Life Bank & Trust Corporation
100.0% - London Life Insurance Company
100.0% - 32076092 Canada Limited
82.86% - 3112675 Canada Limited
100.0% - London Guarantee Insurance Company
100.0% - 176856 Canada Inc.
99.7% - Coronation Insurance Company Limited
20.0% - 1226545 Ontario Limited
100.0% - Baker, Bartand, Chasse & Goguen Claim Services Limited
100.0% - London Life Investment Management Ltd.
100.0% - 1319399 Ontario Inc.
100.0% - 3853071 Canada Limited
100.0% - 389288 B.C. Ltd.
100.0% - Quadrus Investment Services Ltd.
35.0% - The Walmer Road Limited Partnership
100.0% - 177545 Canada Limited
100.0% - Lonlife Financial Services Limited
82.26% - Derry Road Limited Partnership
100.0% - Lifestyle Retirement Communities Ltd.
50.0% - Sencorp Properties Ltd
38.9% - Shin Fu Life Insurance Company
88.0% - Neighborhood Dental Services Ltd.
66.7% - Dubigest Inc.
66.7% - Vadis Engineering Limited
100.0% - Investissements Caromont Ltee
100.0% - Toronto College Park Ltd.
25.0% - Preferred Vision Services Inc.
100.0% - London Life Financial Corporation

SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 – ORGANIZATIONAL CHART

89.4% - London Reinsurance Group, Inc. (10.6% owned by London Life Insurance Company)
- 100.0% - London Life & General Reinsurance Co. Ltd.
  - 19.9% - North Shore Limited
  - 100.0% - North Shore Reinsurance Company
- 100.0% - London Life & Casualty Reinsurance Corporation
  - 100.0% - Trabaja Reinsurance Company (TRC)
- 100.0% - LRG (US), Inc.
  - 100.0% - London Life International Reinsurance Corporation
  - 100.0% - London Life Reinsurance Company
  - 100.0% - Health Reinsurance Management Partnership (HRMP)
    - 51.0% - HRMP (Massachusetts)
      - 60.0% - Disability Management Alternatives
    - 51.0% - International Reinsurance Managers

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 SVO Compliance Certification be filed with this statement?	YES

EXPLANATION:

BAR CODE:

Overflow Page
NONE

Sch. A-Part 2
NONE

Sch. A-Part 3
NONE

Sch. B-Part 1
NONE

Sch. B-Part 2
NONE

Sch. BA-Part 1
NONE

Sch. BA-Part 2
NONE

Sch. D-Part 3
NONE

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of by the Company During the Current Quarter

1 CUSIP Identification	2 Description	3 Disposal Date	4 Name of Purchaser	5 Number of Shares of Stock	6 Consideration	7 Par Value	8 Actual Cost	9 Book/Adjusted Carrying Value At Disposal Date	10 Increase (Decrease) by Adjustment	11 Increase (Decrease) by Foreign Exchange Adjustment	12 Foreign Exchange Gain (Loss) on Disposal	13 Realized Gain (Loss) on Disposal	14 Total Gain (Loss) on Disposal	15 Interest on Bonds Received During Year	16 Dividends on Stocks Received During Year	17 NAIC Designation (a)
Bonds - Special Revenue and Special Assessment																
United States																
911760-LL-8	VENDEE MORTGAGE TRUST C 6.750% 09/15/1	01/01/2002	Paydown		28,583	28,583	29,061	28,583	19				0	161		1PE
	U.S.				28,583	28,583	29,061	28,583	19	0	0	0	0	161	0	XXX
	United States				28,583	28,583	29,061	28,583	19	0	0	0	0	161	0	XXX
3199999.	Total - Bonds - Special Revenue & Assessment				28,583	28,583	29,061	28,583	19	0	0	0	0	161	0	XXX
6099997.	Total - Bonds - Part 4				28,583	28,583	29,061	28,583	19	0	0	0	0	161	0	XXX
6099999.	Total - Bonds				28,583	28,583	29,061	28,583	19	0	0	0	0	161	0	XXX
7299999.	Total - Bonds, Preferred and Common Stocks				28,583	XXX	29,061	28,583	19	0	0	0	0	161	0	XXX

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

Sch. DB-Part A-Section 1
NONE

Sch. DB-Part B-Section 1
NONE

Sch. DB-Part C-Section 1
NONE

Sch. DB-Part D-Section 1
NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository		2 Rate of Interest	3 Amount of Interest Received During Current Quarter	4 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter 5 First Month	 6 Second Month	 7 Third Month	8 *
Open Depositories								
Bank of New York	New York, New York				150	30	150	
US Bank	Denver, Colorado				(317,794)	167,272	(292,805)	
Bank One	Chicago, Illinois				16,624	16,624	17,223	
0199999. Total Open Depositories		XXX	0	0	(301,020)	183,926	(275,432)	XXX
0399999. Total Cash on Deposit		XXX	0	0	(301,020)	183,926	(275,432)	XXX
0599999. Total Cash		XXX	0	0	(301,020)	183,926	(275,432)	XXX