



QUARTERLY STATEMENT

AS OF June 30, 2002
OF THE CONDITION AND AFFAIRS OF THE
QualChoice Health Plan, Inc.

NAIC Group Code	<u>0000</u> <small>(Current Period)</small>	<u>0000</u> <small>(Prior Period)</small>	NAIC Company Code	<u>10001</u>	Employer's ID Number	<u>34-1737469</u>
Organized under the Laws of	<u>Ohio</u>		State of Domicile or Port of Entry	<u>OH</u>		
Country of Domicile	<u>U.S.A.</u>					
Incorporated	<u>08/24/1993</u>		Commenced Business	<u>09/13/1993</u>		
Statutory Home Office	<u>6000 Parkland Blvd.</u> <small>(Street and Number)</small>			<u>Cleveland, Oh 44124</u> <small>(City, or Town, State and Zip Code)</small>		
Main Administrative Office	<u>6000 Parkland Blvd.</u> <small>(Street and Number)</small>					
	<u>Cleveland, Oh 44124</u> <small>(City or Town, State and Zip Code)</small>			<u>(440)460-0093-</u> <small>(Area Code) (Telephone Number)</small>		
Mail Address	<u>6000 Parkland Blvd.</u> <small>(Street and Number or P.O. Box)</small>			<u>Cleveland, Oh 44124</u> <small>(City, or Town, State and Zip Code)</small>		
Primary Location of Books and Records	<u>6000 Parkland Blvd.</u> <small>(Street and Number)</small>					
	<u>Cleveland, Oh 44124</u> <small>(City, or Town, State and Zip Code)</small>			<u>(440)460-0093-</u> <small>(Area Code) (Telephone Number)</small>		
Internet Website Address	<u>www.qchp.com</u>					
Statutory Statement Contact	<u>Teresa J. Schaffer</u> <small>(Name)</small>			<u>(440)460-4039-</u> <small>(Area Code)(Telephone Number)(Extension)</small>		
	<u>tschaffer@qchp.com</u> <small>(E-Mail Address)</small>			<u>(440)460-4000-</u> <small>(Fax Number)</small>		
Policyowner Relations Contact	<u>6000 Parkland Blvd</u> <small>(Street and Number)</small>					
	<u>Cleveland, OH 44124</u> <small>(City, or Town, State and Zip Code)</small>			<u>(440)460-0093-</u> <small>(Area Code) (Telephone Number)(Extension)</small>		

OFFICERS

President Thomas A. Sullivan
VP & General Counsel Rebecca Nedelkoff Holland
SR VP of Operations & CFO Karen Fifer Ferry #

VICE PRESIDENTS

Todd W. Locke M.D.

DIRECTORS OR TRUSTEES

Fred C. Rothstein M.D. # Jon Schurmeier Margaret W. Wong Martin I. Resnick M.D. Kevin V. Roberts	Donna J. Sexton-Cicero M.D. James L. Bayman Richard A. Horvitz Cathy M. Lewis
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State of Ohio
County of Cuyahoga 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 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) Thomas A. Sullivan (Printed Name) President	_____ (Signature) Rebecca Nedelkoff Holland (Printed Name) VP & General Counsel	_____ (Signature) Karen Fifer Ferry (Printed Name) SR VP of Operations & CFO
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Subscribed and sworn to before me this _____ day of _____, 2002

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

Yes[X] No[]

(Notary Public Signature)

ASSETS

		Current Statement Date			4 December 31, Prior Year Net Admitted Assets
		1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1.	Bonds	53,284,345		53,284,345	47,834,872
2.	Stocks:				
2.1	Preferred stocks				
2.2	Common stocks	27,918,163		27,918,163	26,757,309
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 \$..... encumbrances)				
4.2	Properties held for the production of income (less \$..... encumbrances)				
4.3	Properties held for sale (less \$..... encumbrance)				
5.	Cash (\$.....5,461,712 and short-term investments \$.....10,453,764)	15,915,476		15,915,476	11,579,895
6.	Other invested assets				
7.	Receivable for securities				
8.	Aggregate write-ins for invested assets				
9.	Subtotals, cash and invested assets (Lines 1 to 8)	97,117,984		97,117,984	86,172,076
10.	Agents' balances or uncollected premiums:				
10.1	Premiums and agents' balances in course of collection	6,652,366	3,770,744	2,881,622	4,147,216
10.2	Premiums, agents' balances and installments booked but deferred and not yet due (including \$..... earned but unbilled premiums)				
10.3	Accrued retrospective premiums				
11.	Funds held by or deposited with reinsured companies				
12.	Bills receivable, taken for premiums				
13.	Amounts billed and receivable under high deductible policies				
14.	Reinsurance recoverables on loss and loss adjustment expense payments	1,973,010	310,209	1,662,801	97,831
15.	Federal and foreign income tax recoverable and interest thereon (including \$..... net deferred tax asset)				
16.	Guaranty funds receivable or on deposit				
17.	Electronic data processing equipment and software				
18.	Interest, dividends and real estate income due and accrued	734,942		734,942	667,976
19.	Net adjustments in assets and liabilities due to foreign exchange rates				
20.	Receivable from parent, subsidiaries and affiliates	48,537		48,537	6,594,414
21.	Amounts due from / to protected cells				
22.	Equities and deposits in pools and associations				
23.	Amounts receivable relating to uninsured accident and health plans				
24.	Other assets nonadmitted				
25.	Aggregate write-ins for other than invested assets	2,387,029	2,387,029		
26.	Total assets excluding protected cell assets (Lines 9 through 25) ...	108,913,868	6,467,982	102,445,886	97,679,513
27.	Protected cell assets				
28.	TOTALS (Lines 26 and 27)	108,913,868	6,467,982	102,445,886	97,679,513
DETAILS OF WRITE-INS					
0801				
0802				
0803				
0898.	Summary of remaining write-ins for Line 8 from overflow page				
0899.	TOTALS (Lines 0801 through 0803 plus 0898) (Line 8 above)				
2501.	Subrogation Receivable	296,516	296,516		
2502.	Pharmacy Rebate Receivable	1,884,617	1,884,617		
2503.	A/R - Metro	205,896	205,896		
2598.	Summary of remaining write-ins for Line 25 from overflow page				
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	2,387,029	2,387,029		

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31, Prior Year
1. Losses (current accident year \$.....)	51,893,417	46,290,605
2. Reinsurance payable on paid losses and loss adjustment expenses		
3. Loss adjustment expenses	553,913	591,650
4. Commissions payable, contingent commissions and other similar charges	62,397	127,182
5. Other expenses (excluding taxes, licenses and fees)	451,517	503,201
6. Taxes, licenses and fees (excluding federal and foreign income taxes)	1,355,704	1,928,372
7. Federal and foreign income taxes (including \$..... on realized capital gains (losses) (including \$..... net deferred tax liability)		
8. Borrowed money \$..... and interest thereon \$.....		
9. Unearned premiums (after deducting unearned premiums for ceded reinsurance of \$..... and including warranty reserves of \$.....)	12,975,096	12,072,318
10. Advance premium		
11. Dividends declared and unpaid:		
11.1 Stockholders		
11.2 Policyholders		
12. Ceded reinsurance premiums payable (net of ceding commissions)		
13. Funds held by company under reinsurance treaties		
14. Amounts withheld or retained by company for account of others		
15. Remittances and items not allocated		
16. Provision for reinsurance		
17. Net adjustments in assets and liabilities due to foreign exchange rates		
18. Drafts outstanding		
19. Payable to parent, subsidiaries and affiliates	1,607,704	
20. Payable for securities		
21. Liability for amounts held under uninsured accident and health plans		
22. Capital notes \$..... and interest thereon \$.....		
23. Aggregate write-ins for liabilities		
24. TOTAL liabilities excluding protected cell liabilities (Lines 1 through 23)	68,899,748	61,513,328
25. Protected cell liabilities		
26. TOTAL liabilities (Lines 24 and 25)	68,899,748	61,513,328
27. Aggregate write-ins for special surplus funds		
28. Common capital stock	1,500,000	1,500,000
29. Preferred capital stock		
30. Aggregate write-ins for other than special surplus funds		
31. Surplus notes		
32. Gross paid in and contributed surplus	123,808,889	123,808,889
33. Unassigned funds (surplus)	(91,762,751)	(89,142,704)
34. Less treasury stock, at cost:		
34.1 shares common (value included in Line 28 \$.....)		
34.2 shares preferred (value included in Line 29 \$.....)		
35. Surplus as regards policyholders (Lines 27 to 33, less 34)	33,546,138	36,166,185
36. TOTALS	102,445,886	97,679,513
DETAILS OF WRITE-INS		
2301. Ceded reinsurance payable		
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)		
2701		
2702		
2703		
2798. Summary of remaining write-ins for Line 27 from overflow page		
2799. TOTALS (Lines 2701 through 2703 plus 2798) (Line 27 above)		
3001		
3002		
3003		
3098. Summary of remaining write-ins for Line 30 from overflow page		
3099. TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 above)		

STATEMENT OF INCOME

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
UNDERWRITING INCOME			
1. Premiums earned			
1.1 Direct (written \$.....182,167,369)	179,661,166	153,081,080	318,227,057
1.2 Assumed (written \$.....)			
1.3 Ceded (written \$.....3,051,336)	1,447,911	1,083,383	3,503,919
1.4 Net (written \$.....179,116,033)	178,213,255	151,997,697	314,723,138
DEDUCTIONS:			
2. Losses incurred (current accident year \$.....)			
2.1 Direct	156,920,798	139,981,943	288,433,437
2.2 Assumed			
2.3 Ceded	632,208	620,397	2,753,163
2.4 Net	156,288,590	139,361,546	285,680,274
3. Loss expenses incurred	553,912	604,867	591,650
4. Other underwriting expenses incurred	21,817,904	19,362,555	36,954,980
5. Aggregate write-ins for underwriting deductions			
6. Total underwriting deductions (Lines 2 through 5)	178,660,406	159,328,968	323,226,904
7. Net income of protected cells			
8. Net underwriting gain or (loss) (Line 1 minus Line 6 + Line 7)	(447,151)	(7,331,271)	(8,503,766)
INVESTMENT INCOME			
9. Net investment income earned	1,842,147	1,638,667	3,459,933
10. Net realized capital gains (losses)	(1,876,150)	(264,934)	(443,521)
11. Net investment gain (loss) (Lines 9 + 10)	(34,003)	1,373,733	3,016,412
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$..... amount charged off \$.....)			
13. Finance and service charges not included in premiums			
14. Aggregate write-ins for miscellaneous income			
15. Total other income (Lines 12 through 14)			
16. Net income before dividends to policyholders and before federal and foreign income taxes (Lines 8 + 11 + 15)	(481,154)	(5,957,538)	(5,487,354)
17. Dividends to policyholders			
18. Net income, after dividends to policyholders but before federal and foreign income taxes (Line 16 minus Line 17)	(481,154)	(5,957,538)	(5,487,354)
19. Federal and foreign income taxes incurred			
20. Net income (Line 18 minus Line 19) (to Line 22)	(481,154)	(5,957,538)	(5,487,354)
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year	36,166,182	24,531,311	24,531,311
GAINS AND (LOSSES) IN SURPLUS			
22. Net income (from Line 20)	(481,154)	(5,957,538)	(5,487,354)
23. Net unrealized capital gains or losses	(2,375,654)	(1,208,997)	(750,502)
24. Change in net unrealized foreign exchange capital gain (loss)			
25. Change in net deferred income tax			
26. Change in nonadmitted assets	(899,947)	1,434,457	846,880
27. Change in provision for reinsurance			
28. Change in surplus notes			
29. Surplus (contributed to) withdrawn from protected cells			
30. Cumulative effect of changes in accounting principles			
31. Capital changes:			
31.1 Paid in		4,000,000	
31.2 Transferred from surplus (Stock Dividend)			
31.3 Transferred to surplus			
32. Surplus adjustments:			
32.1 Paid in			17,152,725
32.2 Transferred to capital (Stock Dividend)			
32.3 Transferred from capital			
33. Net remittances from or (to) Home Office			
34. Dividends to stockholders			
35. Change in treasury stock			
36. Aggregate write-ins for gains and losses in surplus	1,136,708	686,028	(126,878)
37. Change in surplus as regards policyholders for the year (Lines 22 through 36)	(2,620,047)	(1,046,050)	11,634,871
38. Surplus as regards policyholders, as of statement date (Lines 21 plus 37)	33,546,135	23,485,261	36,166,182
DETAILS OF WRITE-INS			
0501			
0502			
0503			
0598. Summary of remaining write-ins for Line 5 from overflow page			
0599. TOTALS (Lines 0501 through 0503 plus 0598) (Line 5 above)			
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)			
3601. Change in Allowance for Retroactivity	1,136,708	686,028	(126,878)
3602			
3603			
3698. Summary of remaining write-ins for Line 36 from overflow page			
3699. TOTALS (Lines 3601 through 3603 plus 3698) (Line 36 above)	1,136,708	686,028	(126,878)

CASH FLOW

		1 Current Year to Date	2 Prior Year Ended December 31
Cash from Operations			
1.	Premiums collected net of reinsurance	179,515,964	314,393,073
2.	Loss and loss adjustment expenses paid (net of salvage and subrogation)	152,456,810	284,188,303
3.	Underwriting expenses paid	21,370,481	36,345,206
4.	Other underwriting income (expenses)		
5.	Cash from underwriting (Line 1 minus Line 2 minus Line 3 plus Line 4)	5,688,673	(6,140,436)
6.	Net investment income	1,840,319	3,506,273
7.	Other income (expenses):		
7.1	Agents' balances charged off		
7.2	Net funds held under reinsurance treaties		
7.3	Net amount withheld or retained for account of others		
7.4	Aggregate write-ins for miscellaneous items		
7.5	TOTAL other income (Lines 7.1 to 7.4)		
8.	Dividends to policyholders on direct business, less \$..... dividends on reinsurance assumed or ceded (net)		
9.	Federal and foreign income taxes (paid) recovered		
10.	Net cash from operations (Line 5 plus Line 6 plus Line 7.5 minus Line 8 plus Line 9)	7,528,992	(2,634,163)
Cash from Investments			
11.	Proceeds from investments sold, matured or repaid:		
11.1	Bonds	20,197,197	43,648,965
11.2	Stocks	118,673,891	165,007,470
11.3	Mortgage loans		
11.4	Real estate		
11.5	Other invested assets		
11.6	Net gains or (losses) on cash and short-term investments		
11.7	Miscellaneous proceeds		
11.8	Total investment proceeds (Lines 11.1 to 11.7)	138,871,088	208,656,435
12.	Cost of investments acquired (long-term only):		
12.1	Bonds	26,566,119	57,713,489
12.2	Stocks	123,232,089	173,488,612
12.3	Mortgage loans		
12.4	Real estate		
12.5	Other invested assets		
12.6	Miscellaneous applications		
12.7	TOTAL investments acquired (Lines 12.1 to 12.6)	149,798,208	231,202,101
13.	Net Cash from investments (Line 11.8 minus Line 12.7)	(10,927,120)	(22,545,666)
Cash from Financing and Miscellaneous Sources			
14.	Cash provided:		
14.1	Surplus notes, capital and surplus paid in		12,952,725
14.2	Capital notes \$..... less amounts repaid \$.....		
14.3	Net transfers from affiliates	8,153,581	22,652,769
14.4	Borrowed funds received		
14.5	Other cash provided	(419,872)	(973,979)
14.6	TOTAL (Lines 14.1 to 14.5)	7,733,709	34,631,515
15.	Cash applied:		
15.1	Dividends to stockholders paid		
15.2	Net transfers to affiliates		
15.3	Borrowed funds repaid		
15.4	Other applications		
15.5	TOTAL (Lines 15.1 to 15.4)		
16.	Net cash from financing and miscellaneous sources (Line 14.6 minus Line 15.5)	7,733,709	34,631,515
RECONCILIATION OF CASH AND SHORT-TERM INVESTMENTS			
17.	Net change in cash and short-term investments (Line 10, plus Line 13, plus Line 16)	4,335,581	9,451,686
18.	Cash and short-term investments:		
18.1	Beginning of year	11,579,895	2,128,210
18.2	End of year (Line 17 plus Line 18.1)	15,915,476	11,579,896
DETAILS OF WRITE-INS			
07.401		
07.402		
07.403		
07.498.	Summary of remaining write-ins for Line 7.4 from overflow page		
07.499.	TOTALS (Lines 07.401 through 07.403 plus 07.498) (Line 07.4 above)		

Notes to Financial Statement

NONE

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: Yes[] No[X] N/A[]
- 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[X] N/A[]
- 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. Yes[] No[X]
- 4. Have there been any substantial changes in the organizational chart since the prior quarter end?
If yes attach an organizational chart. Yes[] No[X]
- 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?
If yes, attach an explanation. Yes[] No[X] N/A[]
- 7.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2001
- 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. 12/31/2001
- 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). 04/30/2002
- 7.4 By what department or departments?
Department of Financial Regulation - 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 (continued)

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

INVESTMENT

- 9.1 Has there been any changes 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		
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 in 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[X] N/A[]
 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
Key Bank - Trustee	Cleveland, OH

- 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
.....	Key Bank (Trustee)	Cleveland, OH

GENERAL INTERROGATORIES (continued)

PART 2

PROPERTY & CASUALTY INTERROGAOTRIES

1. If the reporting entity is a member of a pooling arrangement, did the agreement or the reporting entity's participation change? Yes[] No[X] N/A[]
 If yes, attach an explanation.
2. Has the reporting entity reinsured any risk with any other reporting entity and agreed to release such entity from liability, in whole or in part, from any loss that may occur on the risk, or portion thereof, reinsured? Yes[] No[X]
 If yes, attach an explanation.
- 3.1 Have any of the reporting entity's primary reinsurance contracts been canceled? Yes[] No[X]
 3.2 If yes, giv full and complete information thereto
- 4.1 Are any of the liabilities for unpaid losses and loss adjustment expenses other than certain workers' compensation liabilities tabular reserves (see annual statement instructions pertaining to disclosure of discounting for definition of "tabular reserves"), discounted at a rate of interest greater than zero? Yes[] No[X]
 4.2 If yes, complete the following schedule:

1 Line of Business	2 Maximum Interest	3 Discount Rate	TOTAL DISCOUNT				DISCOUNT TAKEN DURING PERIOD			
			4 Unpaid Losses	5 Unpaid LAE	6 IBNR	7 TOTAL	8 Unpaid Losses	9 Unpaid LAE	10 IBNR	11 TOTAL
04.2999 Total

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	NONE			
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	NONE			
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**

Description	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	NONE			
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				

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	30,988,166	26,114,286	18,559,582	3,162,073	30,988,166	39,895,372		33,794,865
2. Class 2	19,046,833	350,898	3,655,075	1,340,221	19,046,833	14,384,350		15,386,170
3. Class 3								
4. Class 4								
5. Class 5								
6. Class 6								
7. TOTAL Bonds	50,034,999	26,465,184	22,214,657	4,502,294	50,034,999	54,279,722		49,181,035
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 & Preferred Stock	50,034,999	26,465,184	22,214,657	4,502,294	50,034,999	54,279,722		49,181,035

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	10,453,765	X X X	10,453,765	66,502	

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	11,649,612	16,703,619		890,315
2. Cost of short-term investments acquired	18,107,528	18,397,474		69,781,912
3. Increase (decrease) by adjustment				(100,000)
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	13,053,521	24,647,329		58,922,615
7. Book/adjusted carrying value, current period	16,703,619	10,453,764		11,649,612
8. Total valuation allowance				
9. Subtotals (Lines 7 plus 8)	16,703,619	10,453,764		11,649,612
10. Total nonadmitted amounts				
11. Statement value (Lines 9 minus 10)	16,703,619	10,453,764		11,649,612
12. Income collected during period	39,862	66,502		225,115
13. Income earned during period	40,527	57,199		245,837

13 **Schedule DB Part F Section 1..... NONE**

14 **Schedule DB Part F Section 2..... NONE**

SCHEDULE F - CEDED REINSURANCE

Showing all new reinsurers - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Name of Reinsurer	4 Location	5 Is Insurer Authorized? (Yes or No)
Affiliates				
66346 ...	58-0828824 ...	Munich American Reassur Co	Georgia Yes[X] No[] .

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date--Allocated by States and Territories

States, Etc.	1 Is Insurer Licensed? (Yes or No)	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid		
		2 Current Year To Date	3 Prior Year To Date	4 Current Year To Date	5 Prior Year To Date	6 Current Year To Date	7 Prior Year To Date	
1. Alabama	AL	No						
2. Alaska	AK	No						
3. Arizona	AZ	No						
4. Arkansas	AR	No						
5. California	CA	No						
6. Colorado	CO	No						
7. Connecticut	CT	No						
8. Delaware	DE	No						
9. District of Columbia	DC	No						
10. Florida	FL	No						
11. Georgia	GA	No						
12. Hawaii	HI	No						
13. Idaho	ID	No						
14. Illinois	IL	No						
15. Indiana	IN	No						
16. Iowa	IA	No						
17. Kansas	KS	No						
18. Kentucky	KY	No						
19. Louisiana	LA	No						
20. Maine	ME	No						
21. Maryland	MD	No						
22. Massachusetts	MA	No						
23. Michigan	MI	No						
24. Minnesota	MN	No						
25. Mississippi	MS	No						
26. Missouri	MO	No						
27. Montana	MT	No						
28. Nebraska	NE	No						
29. Nevada	NV	No						
30. New Hampshire	NH	No						
31. New Jersey	NJ	No						
32. New Mexico	NM	No						
33. New York	NY	No						
34. North Carolina	NC	No						
35. North Dakota	ND	No						
36. Ohio	OH	No	182,167,369	154,897,478	151,317,986	136,740,365	51,893,417	47,667,963
37. Oklahoma	OK	No						
38. Oregon	OR	No						
39. Pennsylvania	PA	No						
40. Rhode Island	RI	No						
41. South Carolina	SC	No						
42. South Dakota	SD	No						
43. Tennessee	TN	No						
44. Texas	TX	No						
45. Utah	UT	No						
46. Vermont	VT	No						
47. Virginia	VA	No						
48. Washington	WA	No						
49. West Virginia	WV	No						
50. Wisconsin	WI	No						
51. Wyoming	WY	No						
52. American Samoa	AS	No						
53. Guam	GU	No						
54. Puerto Rico	PR	No						
55. U.S. Virgin Islands	VI	No						
56. Canada	CN	No						
57. Aggregate other alien	OT	X X X						
58. TOTALS	(a)		182,167,369	154,897,478	151,317,986	136,740,365	51,893,417	47,667,963
DETAILS OF WRITE-INS								
5701		X X X						
5702		X X X						
5703		X X X						
5798. Summary of remaining write-ins for Line 57 from overflow page		X X X						
5799. TOTALS (Lines 5701 through 5703 plus 5798) (Line 57 above)		X X X						

(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

All insurer members of a Holding Company Group that has acquired and/or disposed of any domestic insurer (s) since filing the last annual or quarterly statement shall prepare a common schedule for inclusion in each of the individual quarterly statements

PART 1 - ORGANIZATIONAL CHART



PART 1 - LOSS EXPERIENCE

Line of Business	Current Year to Date			4 Prior Year to Date Direct Loss Percentage
	1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	
1. Fire				
2. Allied lines				
3. Farmowners multiple peril				
4. Homeowners multiple peril				
5. Commercial multiple peril				
6. Mortgage guaranty				
8. Ocean marine				
9. Inland marine				
10. Financial guaranty				
11.1 Medical malpractice - occurrence				
11.2 Medical malpractice - claims made				
12. Earthquake				
13. Group accident and health	179,661,166	156,920,798	87.343	0.917
14. Credit accident and health				
15. Other accident and health				
16. Workers' compensation				
17.1 Other liability - occurrence				
17.2 Other liability - claims made				
18.1 Products liability - occurrence				
18.2 Products liability - claims made				
19.1 19.2 Private passenger auto liability				
19.3 19.4 Commercial auto liability				
21. Auto physical damage				
22. Aircraft (all perils)				
23. Fidelity				
24. Surety				
26. Burglary and theft				
27. Boiler and machinery				
28. Credit				
29. International				
30. Reinsurance-Nonproportional Assumed Property	X X X	X X X	X X X	X X X
31. Reinsurance-Nonproportional Assumed Liability	X X X	X X X	X X X	X X X
32. Reinsurance-Nonproportional Assumed Financial Lines	X X X	X X X	X X X	X X X
33. Aggregate write-ins for other lines of business				
34. TOTALS	179,661,166	156,920,798	87.343	
DETAILS OF WRITE-INS				
3301				
3302				
3303				
3398. Summary of remaining write-ins for Line 33 from overflow page				
3399. TOTALS (Lines 3301 through 3303 plus 3398) (Line 33 above)				

PART 2 - DIRECT PREMIUMS WRITTEN

Line of Business	1	2	3
	Current Quarter	Current Year to Date	Prior Year Year to Date
1. Fire			
2. Allied lines			
3. Farmowners multiple peril			
4. Homeowners multiple peril			
5. Commercial multiple peril			
6. Mortgage guaranty			
8. Ocean marine			
9. Inland marine			
10. Financial guaranty			
11.1 Medical malpractice - occurrence			
11.2 Medical malpractice - claims made			
12. Earthquake			
13. Group accident and health	91,134,565	182,167,369	154,897,478
14. Credit accident and health			
15. Other accident and health			
16. Workers' compensation			
17.1 Other liability - occurrence			
17.2 Other liability - claims made			
18.1 Products liability - occurrence			
18.2 Products liability - claims made			
19.1 19.2 Private passenger auto liability			
19.3 19.4 Commercial auto liability			
21. Auto physical damage			
22. Aircraft (all perils)			
23. Fidelity			
24. Surety			
26. Burglary and theft			
27. Boiler and machinery			
28. Credit			
29. International			
30. Reinsurance-Nonproportional Assumed Property	X X X	X X X	X X X
31. Reinsurance-Nonproportional Assumed Liability	X X X	X X X	X X X
32. Reinsurance-Nonproportional Assumed Financial Lines	X X X	X X X	X X X
33. Aggregate write-ins for other lines of business			
34. TOTALS	91,134,565	182,167,369	154,897,478
DETAILS OF WRITE-INS			
3301			
3302			
3303			
3398. Summary of remaining write-ins for Line 33 from overflow page			
3399. TOTALS (Lines 3301 through 3303 plus 3398) (Line 33 above)			

PART 3 (000 omitted)

LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE

	1	2	3	4	5	6	7	8	9	10	11	12	13
Years in Which Losses Occurred	Prior Year-End Known Case Loss and LAE Reserves	Prior Year-End IBNR Loss and LAE Reserves	Total Prior Year-End Loss and LAE Reserves (Cols. 1 + 2) (a)	2002 Loss and LAE Payments on Claims Reported as of Prior Year-End	2002 Loss and LAE Payments on Claims Unreported as of Prior Year-End	Total 2002 Loss and LAE Payments (Cols. 4 + 5)	Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year-End	Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year-End	Q.S. Date IBNR Loss and LAE Reserves	Total Q.S. Loss and LAE Reserves (Cols. 7 + 8 + 9) (b)	Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/ Deficiency (Cols. 4 + 7 minus Col. 1)	Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/ Deficiency (Cols. 5 + 8 + 9 minus Col. 2)	Prior Year-End Total Loss and LAE Reserves Developed (Savings)/ Deficiency (Cols. 11 + 12) (c)
1. 1999 + Prior													
2. 2000		2,297	2,297									(2,297)	(2,297)
3. Subtotals 2000 + Prior		2,297	2,297									(2,297)	(2,297)
4. 2001	4,666	39,919	44,585	5,156	26,857	32,013			10,461	10,461	490	(2,601)	(2,111)
5. Subtotals 2001 + Prior	4,666	42,216	46,882	5,156	26,857	32,013			10,461	10,461	490	(4,898)	(4,408)
6. 2002	X X X	X X X	X X X	X X X	119,554	119,554	X X X	5,156	36,830	41,986	X X X	X X X	X X X
7. Totals	4,666	42,216	46,882	5,156	146,411	151,567		5,156	47,291	52,447	490	(4,898)	(4,408)
8. Prior Year-End's Surplus As Regards Policyholders	36,166										Col. 11, Line 7 As % of Col. 1 Line 7	Col. 12, Line 7 As % of Col. 2 Line 7	Col. 13, Line 7 As % of Col. 3 Line 7
											10.502	(11.602)	(9.402)
9.													Col. 13, Line 7 Line 8
													(12.188)

(a) Should Equal Prior Year-End Annual Statement: Page 3, Col. 1, Lines 1 + 3
 (b) Should Equal Q.S. Page 3, Col. 1, Lines 1 and 3.
 (c) Should Also Equal Cols. 6 + 10 less Col. 3 for Lines A through E only.

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

RESPONSES

- | | |
|--------------------------------------------------------------------------------------------------------------|----|
| 1. Will the SVO Compliance Certification be filed with this statement? | No |
| 2. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement? | No |
| 3. Will Supplement A to Schedule T (Medical Malpractice Supplement) be filed with this statement? | No |

Explanations:

Bar Codes:



OVERFLOW PAGE FOR WRITE-INS**ASSETS**

	Current Statement Date			4
	1	2	3	December 31, Prior Year Net Admitted Assets
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	
0897. Summary of remaining write-ins for Line 8 (Lines 0804 through 0896)				
2504. Prepaid Expenses				
2597. Summary of remaining write-ins for Line 25 (Lines 2504 through 2596)				

E01 **Schedule A Part 2** **NONE**

E01 **Schedule A Part 3** **NONE**

E02 **Schedule B Part 1** **NONE**

E02 **Schedule B Part 2** **NONE**

E03 **Schedule BA Part 1** **NONE**

E03 **Schedule BA Part 2** **NONE**

SCHEDULE D - PART 3**Showing All Long-Term Bonds and Stocks ACQUIRED During Current Quarter**

1 CUSIP Identification	2 Description	3 Date Acquired	4 Name of Vendor	5 Number of Shares of Stock	6 Actual Cost	7 Par Value	8 Paid for Accrued Interest and Dividends	9 NAIC Designation (a)
Bonds - U.S. Governments								
31359MEX7	Fannie Mae Global Note	04/08/2002	Morgan Stanley & Co	X X X	301,009	285,000	2,882	1
31371KMG3	Fannie Mae Pool 254259	05/14/2002	Undefined	X X X	1,343,000	1,360,000	3,948	1
9128275G3	US Treasury NTS 5.5% 5/15/09	05/28/2002	Merrill Lynch Gov't Secs	X X X	1,188,429	1,145,000	2,738	1PE
912827Z62	US Treasury Note	04/26/2002	VARIOUS	X X X	3,703,925	3,445,000	97,649	1PE
0399999 Subtotal - Bonds - U.S. Governments					6,536,363	6,235,000	107,217	
Bonds - States, Territories and Possessions								

3134A4CX0	Freddie Mac Global Note	04/05/2002	CS First Boston Corp	X X X	2,543,359	2,500,000	30,990	1PE
1799999 Subtotal - Bonds - States, Territories and Possessions					2,543,359	2,500,000	30,990	
Bonds - Industrial and Miscellaneous								
097014AC8	Boeing Capital Corp	06/04/2002	VARIOUS	X X X	474,136	435,000	5,974	1
36962GY4	General Elec Cap Corp	05/31/2002	VARIOUS	X X X	893,278	900,000		1
487836AR9	Kellogg Co Global Note	05/09/2002	MLPF & S/Fixed Income Op	X X X	210,906	205,000	1,469	2
492386AG2	Kerr McGee Corp	04/09/2002	CS First Boston Corp	X X X	139,992	140,000		2
617446GM5	Morgan Stanley Dean Witter	04/23/2002	UBSW Warburg	X X X	826,386	810,000	1,671	1
4599999 Subtotal - Bonds - Industrial and Miscellaneous					2,544,698	2,490,000	9,114	
6099997 Subtotal - Bonds - Part 3					11,624,420	11,225,000	147,321	
6099998 Summary Item for Bonds Bought and Sold This Quarter								
6099999 Subtotal - Bonds					11,624,420	11,225,000	147,321	
6599998 Summary Item for Preferred Stock Bought and Sold This Quarter								
Common Stock - Public Utilities								
025816109	American Express Co	06/03/2002	Abel Noser Corporation	2,850.000	120,899	X X X		L
055921100	BMC Software, Inc.	04/24/2002	Abel Noser Corporation	900.000	13,365	X X X		L
172474108	Cinergy Corp	04/24/2002	Abel Noser Corporation	250.000	9,145	X X X		L
264399106	Duke Energy Corp.	04/24/2002	Abel Noser Corporation	1,400.000	54,908	X X X		L
302571104	FPL Group Inc	04/24/2002	Abel Noser Corporation	325.000	20,488	X X X		L
480074103	Jones Apparel Group Inc.	04/24/2002	Abel Noser Corporation	700.000	27,167	X X X		L
57772K101	Maxim Integrated Prods Inc.	04/18/2002	Prudential Securities Inc	100.000	5,582	X X X		L
583334107	MeadWestvaco	04/24/2002	Abel Noser Corporation	445.000	13,572	X X X		L
983024100	Wyeth	05/28/2002	Abel Noser Corporation	1,350.000	79,388	X X X		L
6699999 Subtotal - Common Stock - Public Utilities					344,514	X X X		
Common Stock - Banks, Trust and Insurance Companies								
026874107	American Intl Group Inc.	05/08/2002	VARIOUS	2,840.000	200,032	X X X		L
060505104	Bank of America Corp.	06/03/2002	Abel Noser Corporation	950.000	69,219	X X X		L
171232101	Chubb Corp	04/24/2002	Abel Noser Corporation	200.000	15,282	X X X		L
172967101	Citigroup Inc.	05/08/2002	VARIOUS	5,134.000	235,542	X X X		L
28336L109	El Paso Corporation	04/24/2002	Abel Noser Corporation	800.000	35,880	X X X		L
339030108	Fleetboston Financial Corp.	04/24/2002	Abel Noser Corporation	1,250.000	45,250	X X X		L
46625H100	JP Morgan Chase	04/24/2002	Abel Noser Corporation	1,350.000	49,401	X X X		L
534187109	Lincoln Natl Corp Ind	04/24/2002	Abel Noser Corporation	600.000	29,724	X X X		L
55262L100	MBNA Corp.	05/08/2002	VARIOUS	5,200.000	195,603	X X X		L
743315103	Progressive Corp Ohio	05/08/2002	VARIOUS	2,600.000	69,256	X X X		L

E04

SCHEDULE D - PART 3**Showing All Long-Term Bonds and Stocks ACQUIRED During Current Quarter**

1	2	3	4	5	6	7	8	9
CUSIP Identification	Description	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation (a)
792860108	St. Paul Cos Inc.	04/24/2002	Abel Noser Corporation	550.000	27,198	X X X		L
6799999 Subtotal - Common Stock - Banks, Trust and Insurance Companies					972,387	X X X		
Common Stock - Industrial and Miscellaneous								
001765106	AMR Corp	05/28/2002	Abel Noser Corporation	1,900.000	42,089	X X X		L
00184A105	AOL Time Warner Inc	05/08/2002	VARIOUS	5,600.000	113,568	X X X		L
002824100	Abbott Labs	06/24/2002	Abel Noser Corporation	1,800.000	85,790	X X X		L
00845V100	Agere Systems Class A	06/03/2002	Spin Off	122.880	482	X X X		L
00845V209	Agere Systems Inc Com Cl B	06/03/2002	Spin Off	3,016.010	11,839	X X X		L
013817101	Alcoa Inc.	04/24/2002	Abel Noser Corporation	600.000	21,144	X X X		L
020002101	Allstate Corp	04/24/2002	Abel Noser Corporation	500.000	20,235	X X X		L
020039103	AllTel Corp.	04/24/2002	VARIOUS	1,900.000	101,409	X X X		L
023551104	Amerada Hess Corp.	06/25/2002	Abel Noser Corporation	1,000.000	79,776	X X X		L
031162100	Amgen Inc.	06/27/2002	VARIOUS	2,400.000	114,190	X X X		L
035229103	Anheuser Busch COS Inc	04/24/2002	Abel Noser Corporation	400.000	20,960	X X X		L
038222105	Applied Matis Inc.	05/15/2002	VARIOUS	2,800.000	44,596	X X X		L
053015103	Automatic Data Processing, Inc	05/08/2002	VARIOUS	1,000.000	51,247	X X X		L
071813109	Baxter Intl Inc	04/24/2002	Abel Noser Corporation	300.000	17,190	X X X		L
075896100	Bed Bath & Beyond	05/08/2002	VARIOUS	1,000.000	35,718	X X X		L
097023105	Boeing Company	04/24/2002	Abel Noser Corporation	500.000	21,370	X X X		L
14149Y108	Cardinal Health Inc.	06/12/2002	VARIOUS	1,700.000	117,530	X X X		L
166764100	ChevronTexaco Corp	04/24/2002	Abel Noser Corporation	600.000	51,468	X X X		L
17275R102	Cisco Sys Inc.	05/08/2002	VARIOUS	5,050.000	76,862	X X X		L
184502102	Clear Channel Communications	05/08/2002	VARIOUS	900.000	46,323	X X X		L
194162103	Colgate Palmolive Co.	05/08/2002	VARIOUS	1,200.000	65,524	X X X		L
200340107	Comerica Inc	06/03/2002	Abel Noser Corporation	1,100.000	70,533	X X X		L
208251504	Conoco, Inc.	06/26/2002	VARIOUS	6,800.000	191,379	X X X		L
224044107	Cox Communications Inc	05/08/2002	VARIOUS	1,600.000	57,896	X X X		L
244199105	Deere & Co.	04/24/2002	Abel Noser Corporation	100.000	4,323	X X X		L
247025109	Dell Computer Corp.	05/08/2002	VARIOUS	2,970.000	79,606	X X X		L
254687106	Walt Disney Company	05/08/2002	VARIOUS	1,400.000	33,959	X X X		L
260543103	Dow Chem Co	06/03/2002	Abel Noser Corporation	500.000	16,322	X X X		L
26188J206	Dreyfus Cash Management	06/30/2002	Money Mkt-Short Term	37,162.887.370	37,162,887	X X X		L
26874Q100	Enesco International	06/26/2002	Donaldson & Co., Inc.	2,800.000	82,396	X X X		L
277432100	Eastman Chem Co	05/28/2002	Abel Noser Corporation	650.000	29,957	X X X		L
278058102	Eaton Corp	06/24/2002	Donaldson & Co., Inc.	350.000	25,360	X X X		L
285661104	Electronic Data Sys New	05/08/2002	VARIOUS	1,400.000	75,155	X X X		L
291011104	Emerson Elec Co.	04/24/2002	Abel Noser Corporation	900.000	51,012	X X X		L
30161N101	Exelon Corp	05/29/2002	Abel Noser Corporation	1,250.000	67,890	X X X		L
30231G102	Exxon Mobil Corp.	04/24/2002	Abel Noser Corporation	700.000	28,616	X X X		L
313586109	Fannie Mae	05/08/2002	VARIOUS	2,425.000	194,444	X X X		L
345370860	Ford Motor Co.	04/24/2002	Abel Noser Corporation	1,100.000	18,194	X X X		L
349631101	Fortune Brands Inc.	04/24/2002	Abel Noser Corporation	500.000	26,716	X X X		L
364730101	Gannett Inc.	04/24/2002	Abel Noser Corporation	300.000	23,082	X X X		L
369604103	General Elec Co	06/03/2002	VARIOUS	8,700.000	285,793	X X X		L
375766102	Gillette Co.	06/13/2002	VARIOUS	2,700.000	97,640	X X X		L
38141G104	Goldman Sachs Group Inc.	05/02/2002	VARIOUS	600.000	50,209	X X X		L
404119109	HCA-The Healthcare Co.	06/03/2002	Abel Noser Corporation	1,500.000	71,114	X X X		L
421933102	Health Mgmt Assoc Inc. New	04/24/2002	Abel Noser Corporation	1,300.000	27,521	X X X		L

E04.1

SCHEDULE D - PART 3**Showing All Long-Term Bonds and Stocks ACQUIRED During Current Quarter**

1	2	3	4	5	6	7	8	9
CUSIP Identification	Description	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation (a)
428236103	Hewlett Packard Co.	05/29/2002	Abel Noser Corporation	3,590.000	65,612	X X X		L
437076102	Home Depot Inc.	05/30/2002	VARIOUS	4,200.000	195,812	X X X		L
438516106	Honeywell International Inc.	04/24/2002	Abel Noser Corporation	650.000	24,457	X X X		L
458140100	Intel Corp	05/08/2002	VARIOUS	3,900.000	116,080	X X X		L
460146103	International Paper Co	06/24/2002	Abel Noser Corporation	950.000	39,851	X X X		L
460690100	Interpublic Group Cos Inc	04/24/2002	Abel Noser Corporation	800.000	26,648	X X X		L
478160104	Johnson & Johnson	05/08/2002	VARIOUS	1,100.000	69,700	X X X		L
478366107	Johnson Controls, Inc	04/24/2002	Abel Noser Corporation	150.000	13,220	X X X		L
48265R109	KPMG Consulting Inc	04/24/2002	MLPF & S/Fixed Income Op	483.000	9,018	X X X		L
492386107	Kerr McGee Corp	04/24/2002	Abel Noser Corporation	400.000	24,104	X X X		L
494368103	Kimberly Clark Corp.	04/24/2002	Abel Noser Corporation	275.000	18,164	X X X		L
500255104	Kohls Corp.	05/16/2002	VARIOUS	2,600.000	192,762	X X X		L
502161102	LSI Logic Corp.	04/24/2002	Abel Noser Corporation	100.000	1,534	X X X		L
530718105	Liberty Media Corp	05/08/2002	VARIOUS	5,100.000	60,387	X X X		L
549463107	Lucent Technologies Inc.	04/24/2002	Abel Noser Corporation	2,900.000	13,717	X X X		L
577778103	May Dept Stores Co	04/24/2002	Abel Noser Corporation	850.000	30,736	X X X		L
585055106	Medtronic Inc.	05/08/2002	VARIOUS	1,800.000	83,962	X X X		L
58551A108	Mellon Financial Corp.	04/24/2002	Abel Noser Corporation	550.000	21,230	X X X		L
589331107	Merck & Co. Inc.	05/08/2002	VARIOUS	1,200.000	67,078	X X X		L
594918104	Microsoft Corp.	05/08/2002	VARIOUS	4,450.000	246,264	X X X		L
617446448	Morgan Stanley Dean Witter & Co.	05/08/2002	VARIOUS	1,500.000	78,317	X X X		L
620076109	Motorola Inc.	04/24/2002	Abel Noser Corporation	2,000.000	29,696	X X X		L
654902204	Nokia Corp.	05/08/2002	VARIOUS	4,400.000	77,805	X X X		L
656568102	Nortel Networks Corp.	04/24/2002	Abel Noser Corporation	1,275.000	4,768	X X X		L
665859104	Northern TR Corp	05/14/2002	VARIOUS	1,300.000	71,067	X X X		L
693475105	PNC Financial Services Group	04/24/2002	Abel Noser Corporation	800.000	45,904	X X X		L
713448108	Pepsico Inc	05/08/2002	VARIOUS	1,500.000	78,152	X X X		L
717081103	Pfizer Inc.	05/28/2002	VARIOUS	7,800.000	291,959	X X X		L
71713U102	Pharmacia Corp	05/28/2002	Abel Noser Corporation	1,050.000	45,537	X X X		L
718154107	Philip Morris Cos Inc.	04/24/2002	Abel Noser Corporation	400.000	21,968	X X X		L
74005P104	Praxair Inc	04/24/2002	Abel Noser Corporation	400.000	22,836	X X X		L
742718109	Proctor & Gamble Co	06/18/2002	MLPF & S/Fixed Income Op	1,000.000	90,542	X X X		L
78387G103	SBC Communications Inc.	04/24/2002	Abel Noser Corporation	1,250.000	40,387	X X X		L
803111103	Sara Lee Corp.	04/24/2002	Abel Noser Corporation	950.000	20,758	X X X		L
806857108	Schlumberger LTD	06/26/2002	VARIOUS	1,650.000	82,714	X X X		L
832696306	Smucker J M Co	06/03/2002	Spin Off	13.000	368	X X X		L
866810104	Sun Microsystems Inc.	04/24/2002	MLPF & S/Fixed Income Op	1,200.000	10,632	X X X		L
87612E106	Target Corp.	05/15/2002	VARIOUS	2,700.000	117,450	X X X		L
88033G100	Tenet Healthcare Corp	05/08/2002	VARIOUS	1,000.000	72,517	X X X		L
882508104	Texas Instruments Inc	04/24/2002	Abel Noser Corporation	500.000	16,415	X X X		L
883203101	Textron Inc.	04/24/2002	Abel Noser Corporation	450.000	22,774	X X X		L
907818108	Union Pac Corp.	06/03/2002	Abel Noser Corporation	150.000	9,181	X X X		L
91324P102	UnitedHealth Group	06/07/2002	VARIOUS	1,600.000	141,236	X X X		L
915289102	Unocal Corp.	04/24/2002	Abel Noser Corporation	400.000	14,976	X X X		L
91913Y100	Valero Energy Corp New	06/26/2002	Donaldson & Co., Inc.	2,100.000	78,804	X X X		L
922040100	Vanguard Institutional Index Fund	06/24/2002	VARIOUS	97.921	9,498	X X X		L
923436109	Veritas Software Co	05/14/2002	VARIOUS	2,100.000	60,538	X X X		L
92343V104	Verizon Communications	04/24/2002	Abel Noser Corporation	1,350.000	55,930	X X X		L
925524308	Viacom Inc.	05/08/2002	VARIOUS	2,850.000	141,762	X X X		L

E04.2

SCHEDULE D - PART 3

Showing All Long-Term Bonds and Stocks ACQUIRED During Current Quarter

1 CUSIP Identification	2 Description	3 Date Acquired	4 Name of Vendor	5 Number of Shares of Stock	6 Actual Cost	7 Par Value	8 Paid for Accrued Interest and Dividends	9 NAIC Designation (a)
92857W100	Vodafone Group PLC	05/08/2002	VARIOUS	1,700.000	28,208	X X X		L
931142103	Wal Mart Stores Inc.	05/08/2002	VARIOUS	1,700.000	98,174	X X X		L
931422109	WalGreen Co.	05/08/2002	VARIOUS	2,200.000	85,074	X X X		L
G4776G101	Ingersoll Rand Co	04/24/2002	Abel Noser Corporation	200.000	10,010	X X X		L
6899999 Subtotal - Common Stock - Industrial and Miscellaneous					43,207,607	X X X		
7099997 Subtotal - Common Stock - Part 3					44,524,508	X X X		
7099998 Summary Item for Common Stock Bought and Sold This Quarter					15,635,549	X X X		
7099999 Subtotal - Common Stock					60,160,057	X X X		
7199999 Subtotal - Preferred and Common Stock					60,160,057	X X X		
7299999 Total - Bonds, Preferred and Common Stock					71,784,477	X X X	147,321	

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

E04.3

SCHEDULE D - PART 4**Showing All Long-Term Bonds and Stocks Sold, Redeemed, or Otherwise Disposed of
by the Company During the Current Quarter**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17
CUSIP Identification	Description	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Book/Adjusted Carrying Value at Disposal Date	Increase (Decrease) by Adjustment	Increase (Decrease) by Foreign Exchange Adjustment	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) On Disposal	Interest on Bonds Received During Year	Dividends on Stocks Received During Year	NAIC Desig- nation (a)
Bonds - U.S. Governments																
3128GRAE9	Freddie Mac Gold	06/25/2002	PRINCIPAL RECEIPT	X X X	8,463	8,463	8,538	8,463	(75)					135	X X X	1
31371KMG3	Fannie Mae Pool 254259	06/25/2002	PRINCIPAL RECEIPT	X X X	6,103	6,103	6,027	6,103	76					28	X X X	1
31385H3M2	Fannie Mae Pool 545404	06/25/2002	PRINCIPAL RECEIPT	X X X	32,749	32,749	32,759	32,749	(10)					808	X X X	1
31385HRW4	Fannie Mae Pool 545093	06/25/2002	PRINCIPAL RECEIPT	X X X	114,615	114,615	118,376	114,615	(3,619)					5,232	X X X	1
31387A3Y9	Fannie Mae Pool 578715	06/25/2002	PRINCIPAL RECEIPT	X X X	10,775	10,775	10,923	10,775	(145)					430	X X X	1
31387CL90	Fannie Mae Pool 580052	06/25/2002	PRINCIPAL RECEIPT	X X X	45,780	45,780	46,528	45,780	(734)					1,576	X X X	1
31387CLZ2	Fannie Mae Pool 580044	06/25/2002	PRINCIPAL RECEIPT	X X X	18,809	18,809	18,830	18,809	(20)					691	X X X	1
31387VYV5	Fannie Mae Pool 595724	06/25/2002	PRINCIPAL RECEIPT	X X X	8,799	8,799	8,801	8,799	(3)					278	X X X	1
31388DZP6	Fannie Mae Pool 602050	06/25/2002	PRINCIPAL RECEIPT	X X X	10,579	10,579	10,762	10,579	(180)					406	X X X	1
31389S3G7	Fannie Mae Pool 634499	06/25/2002	PRINCIPAL RECEIPT	X X X	2,258	2,258	2,286	2,258	(28)					22	X X X	1
31389TFL1	Fannie Mae Pool 634771	06/25/2002	PRINCIPAL RECEIPT	X X X	25,656	25,656	25,905	25,656	(249)					309	X X X	1
36205XWM2	Government Natl Mtg Assn #403952	06/25/2002	PRINCIPAL RECEIPT	X X X	7,923	7,923	8,199	7,923	(246)					438	X X X	2
36225AHY9	Government National Mtg Assn 780247	06/17/2002	PRINCIPAL RECEIPT	X X X	11,273	11,273	12,185	11,619	(6)			(345)	(345)	529	X X X	1PE
9128274D1	USTreas Notes 5.75% due 4/30/03	06/10/2002	MLPF & S/Fixed Income Op	X X X	72,196	70,000	72,218	71,796	(421)			399	399	2,042	X X X	1PE
9128275G3	US Treasury NTS 5.5% 5/15/09	05/31/2002	Duetsches Bank Alex Brown	X X X	912,871	875,000	908,188	908,149	(39)			4,722	4,722		X X X	1PE
0399999	Subtotal - Bonds - U.S. Governments				1,288,849	1,248,782	1,290,525	1,284,073	(5,699)			4,776	4,776	12,924	X X X	X X X
Bonds - Special Revenue, Special Assessment																

31283JY88	Freddie Mac Gold G10735	05/25/2002	VARIOUS	X X X	78,765	75,132	77,327	76,426	(46)			2,339	2,339	2,736	X X X	1PE
31294KBF1	Freddie Mac Gold Pool E00938	06/30/2002	PRINCIPAL RECEIPT	X X X	77,938	77,938	79,850	77,938	(1,840)					3,743	X X X	1
31358MQS6	Fannie Mae Remic PAC G92-19L	04/26/2002	VARIOUS	X X X	11,175	11,175	11,398	11,174	(30)					903	X X X	1PE
31371J6U3	Fannie Mae Pool 253883	06/25/2002	PRINCIPAL RECEIPT	X X X	69,570	69,570	69,891	69,570	(314)					2,346	X X X	1PE
31371JKQ6	Fannie Mae Note 253303	06/25/2002	PRINCIPAL RECEIPT	X X X	23,262	23,262	23,304	23,262	(37)					1,176	X X X	1PE
31371JW34	Fannie Mae Note 253666	06/25/2002	PRINCIPAL RECEIPT	X X X	58,154	58,154	59,381	58,154	(1,155)					2,734	X X X	1PE
31371JYQ1	Fannie Mae Pool 253719	06/25/2002	PRINCIPAL RECEIPT	X X X	23,028	23,028	23,859	23,028	(792)					974	X X X	1PE
31374GWT0	Fannie Mae Note 313958	06/25/2002	PRINCIPAL RECEIPT	X X X	9,522	9,522	9,653	9,620	(4)			(98)	(98)	397	X X X	1PE
31384H4M2	Fannie Mae Note 524728	06/25/2002	PRINCIPAL RECEIPT	X X X	96,994	96,994	99,737	96,994	(2,574)					4,374	X X X	1PE
31384LRN6	Fannie Mae Note 527093	06/25/2002	PRINCIPAL RECEIPT	X X X	1,073	1,073	1,099	1,073	(24)					1,070	X X X	1PE
31384VKT8	Fannie Mae Note #535006	06/25/2002	PRINCIPAL RECEIPT	X X X	20,510	20,510	19,997	20,510	513					938	X X X	1PE
31384VRW4	Fannie Mae Note 535201	06/25/2002	PRINCIPAL RECEIPT	X X X	57,125	57,125	57,233	57,125	(95)					2,689	X X X	1PE
31384VXE7	Fannie Mae Note 535377	06/25/2002	PRINCIPAL RECEIPT	X X X	106,790	106,790	108,747	106,790	(1,856)					4,844	X X X	1PE
31385RUF5	Fannie Mae #550582	06/25/2002	PRINCIPAL RECEIPT	X X X	70,038	70,038	69,250	70,038	718					2,564	X X X	1PE
31387BNN9	Fannie Mae Pool 579197	06/25/2002	PRINCIPAL RECEIPT	X X X	39,289	39,289	40,210	39,289	(878)					1,352	X X X	1PE
3199999	Subtotal - Bonds - Special Revenue, Special Assessment				743,233	739,600	750,936	740,991	(8,414)			2,241	2,241	32,840	X X X	X X X
Bonds - Industrial and Miscellaneous																
14040EES7	Capital One Bank Note	04/08/2002	CS First Boston Corp	X X X	281,956	285,000	284,604	284,698	35			(2,742)	(2,742)	10,288	X X X	2
184502AM4	Clear Channel Communications	04/02/2002	BT Alex. Brown Inc	X X X	616,680	635,000	620,904	621,876	724			(5,196)	(5,196)	16,828	X X X	2
370425RW2	General Mtr Accept Corp	04/24/2002	Bear Stearns	X X X	303,054	300,000	299,259	299,352	46			3,702	3,702	10,855	X X X	2
524908BY5	Lehman Bros Holdings	04/26/2002	First Analysis Securities	X X X	347,958	335,000	336,579	336,384	(117)			11,574	11,574	4,512	X X X	1
620076AR0	Motorola Inc	04/24/2002	VARIOUS	X X X	693,000	700,000	697,921	698,224	65			(5,224)	(5,224)	24,315	X X X	2
66937RH36	Norwest Asset Securities Corp	06/25/2002	PRINCIPAL RECEIPT	X X X	38,075	38,075	37,046	38,075	934					1,493	X X X	1PE
74913EAL4	Qwest Capital Funding, Inc	05/23/2002	Goldman Sachs & Co	X X X	213,252	260,000	244,923	246,632	1,709			(33,380)	(33,380)	4,922	X X X	2
852060AC6	Sprint Capital Corp	04/23/2002	VARIOUS	X X X	704,316	790,000	711,798	727,436	2,957			(23,120)	(23,120)	21,592	X X X	2PE

E05

SCHEDULE D - PART 4

**Showing All Long-Term Bonds and Stocks Sold, Redeemed, or Otherwise Disposed of
by the Company During the Current Quarter**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17
CUSIP Identification	Description	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Book/Adjusted Carrying Value at Disposal Date	Increase (Decrease) by Adjustment	Increase (Decrease) by Foreign Exchange Adjustment	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) On Disposal	Interest on Bonds Received During Year	Dividends on Stocks Received During Year	NAIC Designation (a)
912920AU9	US West Communications Inc.	05/23/2002	Goldman Sachs & Co	X X X	714,186	755,000	771,308	768,935	(1,875)			(54,749)	(54,749)	29,094	X X X	2W
98155KAB8	Worldcom Inc GA	06/26/2002	VARIOUS	X X X	48,900	370,000	389,599	386,477	(1,681)			(337,577)	(337,577)	14,338	X X X	1
98157DAC0	Worldcom Inc	06/26/2002	VARIOUS	X X X	73,962	600,000	617,826	612,340	(1,544)			(538,377)	(538,377)	24,000	X X X	1
4599999	Subtotal - Bonds - Industrial and Miscellaneous				4,035,339	5,068,075	5,011,767	5,020,429	1,253			(985,089)	(985,089)	162,237	X X X	X X X
6099997	Subtotal - Bonds - Part 4				6,067,421	7,056,457	7,053,228	7,045,493	(12,860)			(978,072)	(978,072)	208,001	X X X	X X X
6099998	Summary Item for Bonds Bought and Sold This Quarter														X X X	X X X
6099999	Subtotal - Bonds				6,067,421	7,056,457	7,053,228	7,045,493	(12,860)			(978,072)	(978,072)	208,001	X X X	X X X
6599998	Summary Item for Preferred Stock Bought and Sold This Quarter														X X X	X X X
Common Stock - Public Utilities																
055921100	BMC Software, Inc.	05/29/2002	Abel Noser Corporation	1,200.000	20,502	X X X	20,542	20,542				(39)	(39)	X X X		L
590188108	Merrill Lynch & Co Inc.	04/16/2002	VARIOUS	700.000	33,575	X X X	37,643	37,643				(4,068)	(4,068)	X X X		L
983024100	Wyeth	06/12/2002	MLPF & S/Fixed Income Op	600.000	30,235	X X X	38,127	38,127				(7,891)	(7,891)	X X X	161	L
6699999	Subtotal - Common Stock - Public Utilities				84,312	X X X	96,312	96,312				(11,998)	(11,998)	X X X	161	X X X
Common Stock - Banks, Trust and Insurance Companies																
026874107	American Intl Group Inc.	06/25/2002	VARIOUS	1,000.000	67,485	X X X	73,664	73,664	(5,736)			(6,179)	(6,179)	X X X	119	L
172967101	Citigroup Inc.	06/25/2002	VARIOUS	2,800.000	119,032	X X X	130,015	130,015	(11,329)			(10,983)	(10,983)	X X X	1,899	L
339030108	FleetBoston Financial Corp.	05/29/2002	Abel Noser Corporation	500.000	17,459	X X X	21,405	21,405	3,155			(3,946)	(3,946)	X X X		L
46625H100	JP Morgan Chase	05/29/2002	Abel Noser Corporation	900.000	33,164	X X X	45,608	45,608	12,892			(12,444)	(12,444)	X X X		L
55262L100	MBNA Corp.	06/13/2002	VARIOUS	1,000.000	34,289	X X X	27,424	27,424	(7,776)			6,866	6,866	X X X		L
743315103	Progressive Corp Ohio	04/19/2002	Smith Barney	100.000	17,323	X X X	9,584	9,584	(5,346)			7,739	7,739	X X X	11	L
6799999	Subtotal - Common Stock - Banks, Trust and Insurance Companies				288,752	X X X	307,700	307,700	(14,140)			(18,947)	(18,947)	X X X	2,029	X X X
Common Stock - Industrial and Miscellaneous																
00184A105	AOL Time Warner Inc	05/02/2002	Prudential Securities Inc	600.000	11,049	X X X	32,350	32,350	13,090			(21,301)	(21,301)	X X X		L
00845V100	Agere Systems Class A	06/21/2002	Cash in Lieu of .5 Fract	0.885	2	X X X	3	3				(1)	(1)	X X X		L
00845V209	Agere Systems Inc Com Cl B	06/21/2002	Cash in Lieu of .5 Fract	0.018		X X X								X X X		L
032511107	Anadarko Pete Corp.	06/26/2002	Abel Noser Corporation	1,350.000	65,155	X X X	68,913	68,913	(7,834)			(3,759)	(3,759)	X X X	266	L
053015103	Automatic Data Processing, Inc	05/07/2002	MLPF & S/Fixed Income Op	500.000	24,921	X X X	26,618	26,618	(2,832)			(1,696)	(1,696)	X X X		L
117043109	Brunswick Corp	04/19/2002	Donaldson & Co., Inc.	600.000	16,080	X X X	11,334	11,334	(1,722)			4,746	4,746	X X X		L
166764100	ChevronTexaco Corp	06/26/2002	Donaldson & Co., Inc.	1,600.000	137,180	X X X	137,742	137,742	(5,634)			(562)	(562)	X X X	2,367	L
194162103	Colgate Palmolive Co.	06/18/2002	MLPF & S/Fixed Income Op	200.000	10,673	X X X	11,135	11,135	(415)			(462)	(462)	X X X		L
235811106	Dana Corp	06/24/2002	Abel Noser Corporation	1,500.000	28,439	X X X	30,460	30,460	9,640			(2,021)	(2,021)	X X X	22	L
247025109	Dell Computer Corp.	05/29/2002	Abel Noser Corporation	500.000	13,170	X X X	23,248	23,248	9,658			(10,079)	(10,079)	X X X		L
26188J206	Dreyfus Cash Management	06/30/2002	Money Mkt-Short Term	35,704.650	35,704,699	X X X	35,704,699	35,704,699						X X X	12,598	L
285661104	Electronic Data Sys New	06/27/2002	VARIOUS	2,700.000	120,008	X X X	169,111	169,111	(15,371)			(49,103)	(49,103)	X X X	1,035	L
291011104	Emerson Elec Co.	05/28/2002	Abel Noser Corporation	750.000	43,204	X X X	44,070	44,070	1,245			(866)	(866)	X X X		L
30231G102	Exxon Mobil Corp.	06/26/2002	Donaldson & Co., Inc.	1,800.000	70,699	X X X	71,604	71,604	864			(905)	(905)	X X X	1,487	L
313586109	Fannie Mae	05/14/2002	Smith Barney	300.000	23,759	X X X	18,240	18,240	(5,610)			5,519	5,519	X X X	350	L
345370860	Ford Motor Co.	06/25/2002	Donaldson & Co., Inc.	500.000	8,009	X X X	13,056	13,056	5,196			(5,048)	(5,048)	X X X	556	L
349631101	Fortune Brands Inc.	05/29/2002	Abel Noser Corporation	400.000	20,763	X X X	15,491	15,491	(345)			5,272	5,272	X X X	130	L
369604103	General Elec Co	06/03/2002	MLPF & S/Fixed Income Op	500.000	15,400	X X X	26,592	26,592	6,552			(11,192)	(11,192)	X X X	286	L

E05.1

SCHEDULE D - PART 4**Showing All Long-Term Bonds and Stocks Sold, Redeemed, or Otherwise Disposed of
by the Company During the Current Quarter**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17
CUSIP Identification	Description	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Book/Adjusted Carrying Value at Disposal Date	Increase (Decrease) by Adjustment	Increase (Decrease) by Foreign Exchange Adjustment	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) On Disposal	Interest on Bonds Received During Year	Dividends on Stocks Received During Year	NAIC Desig- nation (a)
438516106 500255104	Honeywell International Inc. Kohls Corp.	05/28/2002 05/24/2002	Abel Noser Corporation MLPF & S/Fixed Income Op	300.000 800.000	11,304 58,530	X X X	16,874 39,690	16,874 39,690	6,728 (16,662)			(5,571) 18,840	(5,571) 18,840	X X X	469	L
530718105	Liberty Media Corp	05/03/2002	VARIOUS	3,100.000	32,350	X X X	62,299	62,299	18,899			(29,949)	(29,949)	X X X		L
549463107	Lucent Technologies Inc.	06/03/2002	ROC		12,320	X X X	12,320	12,320						X X X		L
565849106	Marathon Oil Corp	04/01/2002	Abel Noser Corporation	2,800.000	80,812	X X X	70,057	70,057	(13,943)			10,756	10,756	X X X	644	L
577778103	May Dept Stores Co	06/24/2002	Donaldson & Co., Inc.	300.000	9,765	X X X	9,858	9,858				(94)	(94)	X X X	346	L
585055106	Medtronic Inc.	04/25/2002	UBSW Warburg	100.000	4,500	X X X	5,374	5,374	253			(873)	(873)	X X X	23	L
589331107	Merck & Co. Inc.	06/18/2002	VARIOUS	1,200.000	66,118	X X X	95,428	95,428	25,228			(29,310)	(29,310)	X X X	1,505	L
594918104	Microsoft Corp.	05/29/2002	Abel Noser Corporation	500.000	26,039	X X X	34,330	34,330	1,205			(8,291)	(8,291)	X X X		L
654902204	Nokia Corp.	05/24/2002	VARIOUS	2,100.000	29,782	X X X	120,724	120,724	69,211			(90,942)	(90,942)	X X X	830	L
701094104	Parker Hannifin Corp.	05/28/2002	VARIOUS	900.000	44,416	X X X	37,406	37,406	(3,914)			7,011	7,011	X X X	306	L
742718109	Procter & Gamble Co	06/03/2002	ROC		368	X X X	368	368						X X X		L
806605101	Schering Plough Corp.	06/10/2002	VARIOUS	2,800.000	73,212	X X X	112,839	112,839	12,571			(39,627)	(39,627)	X X X	1,021	L
852061506	Sprint Corp PCS Group	04/10/2002	Pershing Division of DLJ	2,200.000	23,501	X X X	44,134	44,134				(20,632)	(20,632)	X X X		L
87612E106	Target Corp.	05/28/2002	Abel Noser Corporation	800.000	32,279	X X X	24,808	24,808	(8,032)			7,472	7,472	X X X	54	L
883203101	Textron Inc.	05/28/2002	Abel Noser Corporation	500.000	23,344	X X X	25,171	25,171	4,441			(1,826)	(1,826)	X X X	812	L
902124106	Tyco Intl LTD New	04/29/2002	VARIOUS	2,500.000	60,906	X X X	134,522	134,522	(11,541)			(73,616)	(73,616)	X X X		L
907818108	Union Pac Corp.	06/25/2002	Donaldson & Co., Inc.	250.000	15,287	X X X	11,578	11,578	(2,672)			3,710	3,710	X X X	89	L
925524308	Viacom Inc.	06/25/2002	Donaldson & Co., Inc.	100.000	4,446	X X X	5,475	5,475	1,060			(1,029)	(1,029)	X X X		L
98157D106	Worldcom Inc.	06/25/2002	MLPF & S/Fixed Income Op	7,000.000	5,955	X X X	144,489	144,489	64,156			(138,535)	(138,535)	X X X		L
G90078109	Transocean Sedco Forex Inc.	06/26/2002	Donaldson & Co., Inc.	1,250.000	39,936	X X X	57,966	57,966	15,691			(18,029)	(18,029)	X X X	75	L
6899999	Subtotal - Common Stock - Industrial and Miscellaneous				36,968,380	X X X	37,470,376	37,470,376	169,161			(501,993)	(501,993)	X X X	25,271	X X X
7099997	Subtotal - Common Stock - Part 4				37,341,444	X X X	37,874,388	37,874,388	155,021			(532,938)	(532,938)	X X X	27,461	X X X
7099998	Summary Item for Common Stock Bought and Sold This Quarter				15,591,117	X X X	15,635,549	15,635,549				(44,433)	(44,433)	X X X	10,301	X X X
7099999	Subtotal - Common Stock				52,932,561	X X X	53,509,937	53,509,937	155,021			(577,371)	(577,371)	X X X	37,762	X X X
7199999	Subtotal - Preferred and Common Stock				52,932,561	X X X	53,509,937	53,509,937	155,021			(577,371)	(577,371)	X X X	37,762	X X X
7299999	Total - Bonds, Preferred and Common Stock				58,999,982	X X X	60,563,165	60,555,430	142,161			(1,555,443)	(1,555,443)	208,001	37,762	X X X

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

E06 Schedule DB Part A Section 1..... NONE

E06 Schedule DB Part B Section 1..... NONE

E07 Schedule DB Part C Section 1..... NONE

E07 Schedule 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			8 *
					5 First Month	6 Second Month	7 Third Month	
open depositories								
Deposits in 0 depositories < \$100,000								
Key Bank	Cleveland, Ohio				12,289,589	3,405,154	5,361,712	
Shore Bank	Cleveland, OH			1,877	100,000	100,000	100,000	
0199998 Deposits in depositories which do not exceed the allowable limit in any one depository (See Instructions) - open depositories ...		X X X						
0199999 Totals - Open Depositories		X X X		1,877	12,389,589	3,505,154	5,461,712	
suspended depositories								
Deposits in 0 depositories < \$100,000								
0299998 Deposits in depositories which do not exceed the allowable limit in any one depository (See Instructions) - suspended depositories		X X X						
0299999 Totals - Suspended Depositories		X X X						
0399999 Total Cash On Deposit		X X X		1,877	12,389,589	3,505,154	5,461,712	
0499999 Cash in Company's Office		X X X	X X X	X X X				
0599999 Total Cash		X X X		1,877	12,389,589	3,505,154	5,461,712	

AT Sup. A To T Physicians NONE

AT Sup. A To T Hospitals NONE

AT Sup. A To T Otr Health Care Professional NONE

AT Sup. A To T Other Health Care Facilities NONE

AT Sup. A To T Medical Malpractice. NONE

TSS-1 **Trusted Surplus Affidavit** **NONE**

TSS-2 **Trusted Surplus Assets** **NONE**

TSS-2 **Trusted Surplus Assets (Cont.)** **NONE**

TSS-3 **Liabilities and Trusted Surplus** **NONE**

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