



HEALTH QUARTERLY STATEMENT

As of June 30, 2002
of the Condition and Affairs of the

UDC Ohio, Inc.

NAIC Group Code..... 0019, 0019 NAIC Company Code..... 52022 Employer's ID Number..... 74-2609036
(Current Period) (Prior Period)

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

Country of Domicile US

Licensed as Business Type Life, Accident & Health [] Property/Casualty [] Hospital, Medical & Dental Service or Indemnity []
Dental Service Corporation [X] Vision Service Corporation [] Health Maintenance Organization [] Other []

Is HMO Federally Qualified? Yes [] No [X]

Date Incorporated or Organized..... April 20, 1990 Date Commenced Business..... May 17, 1990

Statutory Home Office	6161 Oaktree Blvd., Suite 130 Cleveland OH 44131 <i>(Street and Number) (City or Town, State and Zip Code)</i>	
Address of Main Administrative Office	3595 Grandview Parkway, Suite 150 Birmingham AL 35243 <i>(Street and Number) (City or Town, State and Zip Code)</i>	205-909-6000 <i>(Area Code) (Telephone Number)</i>
Mail Address	3595 Grandview Parkway, Suite 150 Birmingham AL 35243 <i>(Street and Number or P. O. Box) (City or Town, State and Zip Code)</i>	
Primary Location of Books and Records	3595 Grandview Parkway, Suite 150 Birmingham AL 35243 <i>(Street and Number) (City or Town, State and Zip Code)</i>	205-909-6000 <i>(Area Code) (Telephone Number)</i>
Internet Website Address	N/A	
Statement Contact	Ann Marie Moore <i>(Name)</i> AnnMarie.Moore@US.Fortis.com <i>(E-Mail Address)</i>	205-909-5997 <i>(Area Code) (Telephone Number) (Extension)</i> 205-909-5203 <i>(Fax Number)</i>
Policyowner Relations Contact	3595 Grandview Parkway, Suite 150 Birmingham AL 35243 <i>(Street and Number) (City or Town, State and Zip Code)</i>	205-909-6000 <i>(Area Code) (Telephone Number) (Extension)</i>

OFFICERS

Chief Executive Officer Michael John Peninger
President Bradley Clifford Johnson
Treasurer Floyd Fitz-Hubert Chadee
Secretary Kenneth Dale Bowen

VICE PRESIDENTS

Floyd Fitz-Hubert Chadee

DIRECTORS OR TRUSTEES

Michael John Peninger
Bradley Clifford Johnson
Kenneth Dale Bowen

State of..... Missouri
County of..... Jackson

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)	(Signature)
Bradley Clifford Johnson	Kenneth Dale Bowen	Floyd Fitz-Hubert Chadee	
(Printed Name)	(Printed Name)	(Printed Name)	(Printed Name)
President	Secretary	Vice President & Treasurer	Chief Executive Officer

Subscribed and sworn to before me this
.....day of, 2002

ASSETS

	Current Period			Prior Year
	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets	Net Admitted Assets
1. Bonds.....	200,530		200,530	200,667
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 (\$.....15,217) and short-term investments (\$.....1,627,403).....	1,642,620		1,642,620	1,509,876
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).....	1,843,150	.0	1,843,150	1,710,543
10. Accident and health premiums due and unpaid.....	90,911		90,911	117,896
11. Health care receivables.....			.0	
12. Amounts recoverable from reinsurers.....			.0	
13. Net adjustment in assets and liabilities due to foreign exchange rates.....			.0	
14. Investment income due and accrued.....	8,810	4,200	4,610	4,376
15. Amounts due from parent, subsidiaries and affiliates.....	127,301		127,301	
16. Amounts receivable relating to uninsured accident and health plans.....			.0	
17. Furniture and equipment.....			.0	
18. Amounts due from agents.....			.0	
19. Federal and foreign income tax recoverable and interest thereon (including \$.....8,546 net deferred tax asset).....	22,183	13,637	8,546	3,820
20. Electronic data processing equipment and software.....			.0	
21. Other nonadmitted assets.....			.0	
22. Aggregate write-ins for other than invested assets.....	124,916	124,916	.0	.0
23. Total assets (Lines 9 plus 10 through 22).....	2,217,271	142,753	2,074,518	1,836,635

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. Prepaid Expenses.....	124,916	124,916	.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).....	124,916	124,916	.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 \$.....0 reinsurance ceded).....	34,967	24,799	59,766	84,678
2. Accrued medical incentive pool and bonus payments.....			.0	
3. Unpaid claims adjustment expenses.....			.0	
4. Aggregate policy reserves.....	23,964		23,964	20,892
5. Aggregate claim reserves.....			.0	
6. Premiums received in advance.....	21,246		21,246	27,548
7. General expenses due or accrued.....		18,595	18,595	30,925
8. Federal and foreign income tax payable and interest thereon (including \$.....0 on realized capital gains (losses)) (including \$.....0 net deferred tax liability).....	20,345		20,345	32,921
9. Amounts withheld or retained for the account of others.....	370		370	370
10. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current).....			.0	
11. Amounts due to parent, subsidiaries and affiliates.....		63,060	63,060	
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 \$.....142,489 current).....	0	142,489	142,489	142,490
18. Total liabilities (Lines 1 to 17).....	100,892	248,943	349,835	339,824
19. Common capital stock.....	XXX	XXX	100	100
20. Preferred capital stock.....	XXX	XXX		
21. Gross paid in and contributed surplus.....	XXX	XXX	865,513	865,513
22. Surplus notes.....	XXX	XXX		
23. Aggregate write-ins for other than special surplus funds.....	XXX	XXX	.1	.1
24. Unassigned funds (surplus).....	XXX	XXX	859,069	631,197
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	1,724,683	1,496,811
27. Total liabilities, capital and surplus (Lines 18 and 26).....	XXX	XXX	2,074,518	1,836,635

DETAILS OF WRITE-INS

1701. Accounts Payable Protective.....		142,490	142,490	142,490
1702. Rounding.....		(1)	(1)	
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).....	.0	142,489	142,489	142,490
2301. Rounding.....	XXX	XXX	.1	.1
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	.1	.1

STATEMENT OF REVENUE AND EXPENSES

	Current Year-to-Date		Prior Year
	1 Uncovered	2 Total	3 Total
1. Member months.....	XXX	199,274	445,229
2. Net premium income.....	XXX	1,730,275	3,784,646
3. Change in unearned premium reserves and reserve for rate credits.....	XXX	(3,072)	143,966
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	1,727,203	3,928,612
Medical and Hospital:			
8. Hospital/medical benefits.....			
9. Other professional services.....	.710	935,133	2,109,726
10. Outside referrals.....			
11. Emergency room and out-of-area.....			
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).....	.710	935,133	2,109,726
Less:			
16. Net reinsurance recoveries.....			
17. Total medical and hospital (Lines 15 minus 16).....	.710	935,133	2,109,726
18. Claims adjustment expenses.....			
19. General administrative expenses.....	463,601	463,601	1,779,864
20. Increase in reserves for accident and health contracts.....			
21. Total underwriting deductions (Lines 17 through 20).....	464,311	1,398,734	3,889,590
22. Net underwriting gain or (loss) (Lines 7 minus 21).....	XXX	328,469	39,022
23. Net investment income earned.....		18,645	67,127
24. Net realized capital gains or (losses).....			
25. Net investment gains or (losses) (Lines 23 plus 24).....	.0	18,645	67,127
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	10,166
28. Net income or (loss) before federal income taxes (Lines 22 plus 25 plus 26 plus 27).....	.0	347,114	116,315
29. Federal and foreign income taxes incurred.....	XXX	124,000	36,961
30. Net income (loss) (Lines 28 minus 29).....	XXX	223,114	79,354

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. Miscellaneous Income.....			10,166
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	10,166

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year-to-Date	2 Prior Year
CAPITAL AND SURPLUS ACCOUNT		
31. Capital and surplus prior reporting period.....	1,496,811	1,398,052
GAINS AND LOSSES TO CAPITAL & SURPLUS		
32. Net income or (loss) from Line 30.....	223,114	79,354
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.....	2,016	(8,679)
37. Change in nonadmitted assets.....	2,742	13,828
38. Change in unauthorized reinsurance.....		
39. Change in treasury stock.....		
40. Change in surplus notes.....		
41. Cumulative effect of changes in accounting principles.....		14,256
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	0
46. Net change in capital and surplus (Lines 32 to 45).....	227,872	98,759
47. Capital and surplus end of reporting period (Line 31 plus 46).....	1,724,683	1,496,811

DETAILS OF WRITE-INS

4501.		
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	0

CASH FLOW

	1 Current Year to Date	2 Prior Year
CASH FROM OPERATIONS		
1. Premiums and revenues collected net of reinsurance.....	1,750,958	3,827,190
2. Claims and claims adjustment expenses.....	960,045	2,128,007
3. General administrative expenses paid.....	475,930	1,807,420
4. Other underwriting income (expenses).....		
5. Cash from underwriting (Line 1 minus Line 2 minus Line 3 plus Line 4).....	314,983	(108,237)
6. Net Investment income.....	14,348	67,439
7. Other income (expenses).....		10,166
8. Federal and foreign income taxes (paid) recovered.....	(136,576)	(75,087)
9. Net cash from operations (Lines 5 to 8).....	192,755	(105,719)
CASH FROM INVESTMENTS		
10. Proceeds from investments sold, matured or repaid:		
10.1 Bonds.....		
10.2 Stocks.....	1,827,413	
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).....	1,827,413	.0
11. Cost of investments acquired (long-term only):		
11.1 Bonds.....		
11.2 Stocks.....	1,827,413	
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).....	1,827,413	.0
12. Net cash from investments (Line 10.8 minus Line 11.7).....	.0	.0
CASH FROM FINANCING AND MISCELLANEOUS SOURCES		
13. Cash provided:		
13.1 Surplus notes, capital and surplus paid in.....		
13.2 Net transfers from affiliates.....		187,170
13.3 Borrowed funds received.....		
13.4 Other cash provided.....	4,231	198,832
13.5 Total (Lines 13.1 to 13.4).....	4,231	386,002
14. Cash applied:		
14.1 Dividends to stockholders paid.....		
14.2 Net transfers to affiliates.....	64,242	
14.3 Borrowed funds repaid.....		
14.4 Other applications.....		
14.5 Total (Lines 14.1 to 14.4).....	64,242	.0
15. Net cash from financing and miscellaneous sources (Line 13.5 minus Line 14.5).....	(60,011)	386,002
RECONCILIATION OF CASH AND SHORT-TERM INVESTMENTS		
16. Net change in cash and short-term investments (Line 9 plus Line 12 plus Line 15).....	132,744	280,283
17. Cash and short-term investments:		
17.1 Beginning of period.....	1,509,876	1,229,593
17.2 End of period (Line 16 plus Line 17.1).....	1,642,620	1,509,876

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plans	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at End of:										
1. Prior Year.....	34,111					34,111				
2. First Quarter.....	33,953					33,953				
3. Second Quarter.....	32,033					32,033				
4. Third Quarter.....	0									
5. Current Year.....	0									
6. Current Year Member Months.....	199,274					199,274				
Total Member Ambulatory Encounters for Period:										
7. Physician.....	0									
8. Non-Physician.....	0									
9. Total.....	0	0	0	0	0	0	0	0	0	0
10. Hospital Patient Days Incurred.....	0									
11. Number of Inpatient Admissions.....	0									
12. Premiums Collected.....	1,750,958					1,750,958				
13. Premiums Earned.....	1,727,203					1,727,203				
14. Amount Paid for Provision of Health Care Services.....	960,045					960,045				
15. Amount Incurred for Provision of Health Care Services.....	935,133					935,133				

7

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)						
0399999. Aggregate Accounts Not Individually Listed-Covered.....	17,732	17,235				34,967
0499999. Subtotals.....	17,732	17,235	0	0	0	34,967
0599999. Unreported Claims and Other Claim Reserves.....						24,799
0799999. Total Claims Payable.....						59,766

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).....					0	
2. Medicare Supplement.....					0	
3. Dental only.....	25,554	934,491	1,592	58,174	27,146	84,678
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	25,554	934,491	1,592	58,174	27,146	84,678
10. Medical incentive pools, accruals and disbursements.....					0	
11. Totals.....	25,554	934,491	1,592	58,174	27,146	84,678

6

NOTES TO FINANCIAL STATEMENTS

The reporting entity did not change any of its accounting policies since the end of its preceding year.

17. **Wash Sales**
The Company did not have any wash sales during the current period.

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 [X] N/A []

If yes, attach an explanation.

7.1 State as of what date the latest financial examination of the reporting entity was made or is being made.12/31/2000.....

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.12/31/2000.....

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).01/12/2002.....

7.4 By what department or departments?..... 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)

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
Marshall & Ilsley Trust Company	1000 N Water Street, Milwaukee, WI 53202
BankOne Safekeeping	100 North Broadway, Oklahoma City, OK 73102

15.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation.

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

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

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

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

15.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address

SCHEDULE A - VERIFICATION

	1 First Quarter Current Year	2 Second Quarter Current Year	3 Third Quarter Current Year	4 Prior Year Ended December 31
1. Book/adjusted carrying value, beginning of period.....	.....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

NONE

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.....	.....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

NONE

SCHEDULE BA - VERIFICATION

Other Invested Assets Included in Schedule BA

	1 First Quarter Current Year	2 Second Quarter Current Year	3 Third Quarter Current Year	4 Prior Year Ended December 31
1. Book/adjusted carrying value of long-term invested assets owned, beginning of period.....	.....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

NONE

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	2	3	4	5	6	7	8
	Statement Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Statement Value End of First Quarter	Statement Value End of Second Quarter	Statement Value End of Third Quarter	Statement Value December 31 Prior Year
BONDS								
1. Class 1.....	200,600	1,627,403		(69)	200,600	1,827,933		532,667
2. Class 2.....								
3. Class 3.....								
4. Class 4.....								
5. Class 5.....								
6. Class 6.....								
7. Total Bonds.....	200,600	1,627,403	0	(69)	200,600	1,827,933	0	532,667
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.....	200,600	1,627,403	0	(69)	200,600	1,827,933	0	532,667

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.....	1,627,403	XXX	1,627,403		

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.....	332,000	0	0	131,000
2. Cost of short-term investments acquired.....	686,000	1,627,403		31,171,000
3. Increase (decrease) by adjustment.....				
4. Increase (decrease) by foreign exchange adjustment.....				
5. Total profit (loss) on disposal of short-term investments.....				
6. Consideration received on disposal of short-term investments.....	1,018,000			30,970,000
7. Book/adjusted carrying value, current period.....	0	1,627,403	0	332,000
8. Total valuation allowance.....				
9. Subtotal (Lines 7 plus 8).....	0	1,627,403	0	332,000
10. Total nonadmitted amounts.....				
11. Statement value (Lines 9 minus 10).....	0	1,627,403	0	332,000
12. Income collected during period.....	919			4,238
13. Income earned during period.....	906	271		4,189

**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	Yes				
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	1,730,275			
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).....2	1,730,275	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
5799. Total (Lines 5701 thru 5703 plus 5798) (Line 57 above).....		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

Fortis (SA/NV) and Fortis N.V.	Owns 100% of Fortis Utrecht	NETHERLANDS
Fortis Utrecht	Owns 75% of Fortis Insurance N.V.	NETHERLANDS
Fortis Insurance N.V.	Owns 100% of Fortis, Inc.	FEI 39-1126612 - NV
Fortis, Inc.	Owns 1% of Dental Health Alliance, LLC Owns 100% of Core, Inc. Owns 100% of Dental Care Holdings, Inc. Owns 100% of Florida Office Corp. Owns 100% of First Fortis Life Insurance Company Owns 100% of Fortis Family, Inc. Owns 100% of Fortis Legacy Place, Inc. Owns 100% of Gala, Inc. Owns 100% of Insureco, Inc. Owns 100% of Interfinancial Inc. Owns 100% of Jacksonville Apartments, Inc.	FEI 13-3830846 - DE FEI 04-2828817 - MA FEI 13-4195935 - DE FEI 13-3896525 - DE FEI 13-2699219; NAIC 81477 - NY FEI 58-2315775 - GA FEI 13-3882719 - DE FEI 63-1115291 - AL FEI 33-0658229 - CA FEI 13-3036467 - GA FEI 13-3868664 -DE
Core, Inc.	Owns 100% of Disability Reinsurance Management Services, Inc. Owns 100% of SSDC, Corp.	FEI 01-0483086 - DE FEI 38-3357459 - DE
Dental Care Holdings, Inc.	Owns 100% of Denticare, Inc. (FL) Owns 100% of Denticare, Inc. (KY) Owns 100% of Denticare of Alabama, Inc. Owns 100% of Denticare of Arkansas, Inc. Owns 100% of Georgia Dental Plan, Inc. Owns 100% of International Dental Plans, Inc. Owns 100% of Fortis Benefits DentalCare of Wisconsin, Inc. (formerly Protective Dental Care, Inc.) Owns 100% of Fortis Benefits DentalCare of New Jersey, Inc. (formerly Protective Dental Care of New Jersey, Inc.) Owns 100% of UDC Dental California, Inc. dba United Dental Care of California Owns 100% of UDC Ohio, Inc. Owns 100% of United Dental Care, Inc. Owns 100% of United Dental Care Insurance Company	FEI 59-1652450; NAIC 52016 - FL FEI 59-2228719; NAIC 96200 - KY FEI 59-3063687 - AL FEI 73-1274686; NAIC 95813 - AK FEI 58-1909945 - GA FEI 59-2327793; NAIC 52011 - FL FEI 39-1586450; NAIC 95129 - WI FEI 52-1565653 - NJ FEI 33-0360239; NAIC 52031 - CA FEI 74-2609036; NAIC 52022 - OH FEI 63-1197769 - DE FEI 86-0538651; NAIC 97870 - AZ

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

PART 1 – ORGANIZATIONAL CHART

20.1

	<p>Owns 100% of United Dental Care of Arizona, Inc. Owns 100% of United Dental Care of Colorado, Inc. Owns 100% of United Dental Care of Indiana, Inc. Owns 100% of United Dental Care of Michigan, Inc. Owns 100% of United Dental Care of Nebraska, Inc. Owns 100% of United Dental Care of New Mexico, Inc. Owns 100% of United Dental Care of Pennsylvania, Inc. Owns 100% of United Dental Care of Texas, Inc. Owns 100% of United Dental Care of Utah, Inc.</p>	<p>FEI 86-0517444; NAIC 47708 - AZ FEI 86-0631335; NAIC 52032 -CO FEI 31-1307814; NAIC 52034 - IN FEI 38-2833988 - MI FEI 86-0676044; NAIC 52033 - NE FEI 86-0384270; NAIC 47042 - NM FEI 75-2635406; NAIC 47014 - PA FEI 75-2076282; NAIC 95142 - TX FEI 75-2635404; NAIC 95450 - UT</p>
United Dental Care, Inc.	<p>Owns 100% of Denticare of Oklahoma, Inc. Owns 100% of UDC Life and Health Insurance Company Owns 100% of United Dental Care of Missouri, Inc.</p>	<p>FEI 73-1153844; NAIC 47023 - OK FEI 73-1394955; NAIC 65929 - OK FEI 75-2481527; NAIC 47044 - MO</p>
Insureco, Inc.	<p>Owns 100% of Insureco Services, Inc. Owns 100% of Assurant Reinsurance of Turks & Caicos, Ltd.</p>	<p>FEI 95-2698862 - CA TURKS & CAICOS</p>
Insureco Services, Inc.	<p>Owns 100% of Crown Valley Insurance Agency, Inc. Owns 100% of Crown Valley Insurance Agency of Florida, Inc. Owns 100% of Adjusco, Inc. (fka Insureco Adjusters, Inc.) Owns 100% of Insureco Agency & Insurance Services, Inc. (AL) Owns 100% of Insureco Agency & Insurance Services, Inc. (CA) Owns 100% of Insureco Agency & Insurance Services, Inc. (HI) Owns 100% of Insureco Agency & Insurance Services, Inc. (KY) Owns 100% of Insureco Agency & Insurance Services, Inc. (MA) Owns 100% of Insureco Agency & Insurance Services, Inc. (NV) Owns 100% of Insureco Agency & Insurance Services, Inc. (OH) Owns 100% of Insureco Agency & Insurance Services, Inc. (TX)</p>	<p>FEI 95-3089343 - CA FEI 58-1455734 - FL FEI 95-2818626 - CA FEI 22-3579065 - AL FEI 95-3097622 - CA FEI 95-3990223 - HI FEI 31-1507410 - KY FEI 04-3373573 - MA FEI 88-0181942 - NV FEI 31-0161049 - OH FEI 74-2230714 - TX</p>
Interfinancial Inc.	<p>Owns 100% of American Security Insurance Company Owns 100% of Fortis Benefits Insurance Company Owns 100% of Fortis Insurance Company Owns 100% of John Alden Financial Corporation Owns 100% of United Family Life Insurance Company</p>	<p>FEI 58-1529575; NAIC 42978 - DE FEI 81-0170040; NAIC 70408 - MN FEI 39-0658730; NAIC 69477 - WI FEI 59-2840712 - DE FEI 13-3036472; NAIC 91693 - GA</p>

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

PART 1 – ORGANIZATIONAL CHART

American Security Insurance Company	Owns 100% of American Security Company Owns 100% of Standard Guaranty Insurance Company Owns 100% of Union Security Life Insurance Company	FEI 58-0970668 - GA FEI 58-1529579; NAIC 42986 - DE FEI 58-1529581; NAIC 98884 - DE
Fortis Benefits Insurance Company	Owns 99% of Dental Health Alliance, LLC	FEI 13-3830846 - DE
John Alden Financial Corporation	Owns 100% of Houston National Life Insurance Company Owns 100% of JA Services, Inc.	FEI 74-2080029; NAIC 90379 - TX FEI 65-0040859 - DE
Houston National Life Insurance Company	Owns 100% of John Alden Life Insurance Company	FEI 41-0999752; NAIC 65080 - MN
John Alden Life Insurance Company	Owns 100% of Alden Risk Management Services, Inc. Owns 100% of North Star Marketing Corporation	FEI 59-2261315 - NV FEI 59-2394561 - OH
JA Services, Inc.	Owns 100% of John Alden Horizon Health, Inc. Owns 100% of John Alden Service Warranty Corporation Owns 100% of John Alden Service Warranty Corporation of Florida Owns 100% of John Alden Systems Company Owns 100% of NSM Sales Corporation	FEI 65-0457005 - NV FEI 65-0362333 - DE FEI 65-0362330 - FL FEI 41-0946005 - MN FEI 65-0416844 - NV
United Family Life Insurance Company	Owns 100% of American Bankers Insurance Group Owns 100% of American Memorial Life Insurance Company	FEI 59-1985922- FL FEI 46-0260270; NAIC 67989- SD
American Memorial Life Insurance Company	Owns 100% of Rushmore National Life Insurance Company	FEI 46-0184173; NAIC 68586- SD
American Bankers Insurance Group, Inc.	Owns 100% of AB Warranty Company Owns 100% of American Association for Financial Institution Services Owns 100% of American Bankers Dominicana, S.A.	FEI 65-0344416 - DE FEI 75-2337610 - TX DOMINICAN REPUBLIC

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

PART 1 – ORGANIZATIONAL CHART

20.3

Owns 100% of American Bankers Capital, Inc. FEI 59-2731675 - DE
 Owns 100% of American Bankers Financial Services, L.L.C. FEI 38-3443906 - MI
 Owns 100% of American Bankers Insurance Company of Florida FEI 59-0593886; NAIC 10111- FL
 IRELAND
 Owns 100% of Assurant Services Ireland, Ltd. FEI 66-0568288 - PR
 Owns 100% of American Bankers International Division, Inc. FEI 59-0676017; NAIC 60275 - FL
 Owns 100% of American Bankers Life Assurance Company of Florida FEI 65-0597010 - FL
 Owns 100% of American Bankers Management Company, Inc. FEI 59-1967729 - FL
 Owns 100% of American Bankers Sales Corporation, Inc. FEI 41-0735002; NAIC 19615 - AZ
 Owns 100% of American Reliable Insurance Company UNITED KINGDOM
 Owns 100% of Assurant Group, Ltd. CANADA
 Owns 100% of Assurant Membership Services, Inc. DENMARK
 Owns 100% of Assurant Services Denmark A/S FEI 98-0152782 - TURKS & CAICOS
 Owns 100% of Bankers Atlantic Reinsurance Company FEI 31-1265003 - CA
 Owns 100% of Computer Insurance Agency, Inc (CA) CANADA
 Owns 100% of Dominion Automobile Association FEI 36-3596362 - IL
 Owns 100% of Federal Warranty Service Corporation FEI 75-1391092 - TX
 Owns 100% of Financial Exchange, Inc. FEI 59-2720545 - FL
 Owns 100% of Guardian Investment Services, Inc. FEI 64-0660045 - MS
 Owns 100% of MSDiversified Corp. FEI 59-1357775 - FL
 Owns 100% of National Insurance Agency FEI 75-2321226 - TX
 Owns 100% of PAS Financial Group, Inc. FEI 59-1414202 - FL
 Owns 100% of Quail Roost Properties, Inc. FEI 59-2192619 - FL
 Owns 100% of Roadgard Motor Club, Inc. FEI 31-1073966 - OH
 Owns 100% of Safeware, The Insurance Agency, Inc. (OH) FEI 59-1532747 - DE
 Owns 100% of Sureway, Inc. FEI 59-1236556 - FL
 Owns 100% of Voyager Group, Inc. FEI 58-1023083; NAIC 71196 - GA
 Owns 100% of Voyager Life and Health Insurance Company FEI 59-1090425; NAIC 66699 - GA
 Owns 100% of Voyager Life Insurance Company FEI 59-2675787 - FL
 Owns 100% of Voyager Service Warranties, Inc.

American Bankers Insurance Company of Florida

Owns 54% of Caydeaux Group, Ltd. CAYMAN ISLANDS
 Owns 100% of American Bankers General Agency, Inc. FEI 74-2135158 - TX
 Owns 100% of EGC Management Corporation FEI ; NAIC -

American Bankers International Division, Inc.

Owns 1% of Assurant Services Brasil, Limitada BRASIL
 Owns 1% of Assurant Brasil S.A. BRASIL
 Owns 74% of Caribbean American Property Insurance Company FEI 66-0481184; NAIC 30590 - PR

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

PART 1 – ORGANIZATIONAL CHART

	Owns 100% of ABIG Holding de Espana, S.L. Owns 100% of Caribbean American Insurance Agency Company Owns 100% of Caribbean American Life Assurance Company	SPAIN FEI 66-0520042 - PR FEI 66-0448783; NAIC 73156 - PR
ABIG Holding de Espana, S.L.	Owns 99% of Assurant Services Brasil, Limitada Owns 99% of Assurant Brasil S.A. Owns 99% of American Bankers Argentina Compania de Seguros, S.A. Owns 100% of Caribbean American de Panama Compania de Seguros, S.A.	BRASIL BRASIL ARGENTINA PANAMA
Assurant Brasil S.A.	Owns 100% of Assurant Seguradora S.A.	BRASIL
American Bankers Life Assurance Company of Florida	Owns 79% of Condeaux Life Insurance Company	FEI 86-0420893; NAIC 94625 - AZ
American Bankers Management Company, Inc.	Owns 100% of Consumer Assist Network Association, Inc.	FEI 65-0597011 - DE
American Reliable Insurance Company	Owns 100% of Caravanner Insurance, Inc. of Arizona	FEI - AZ
Assurant Group LTD	Owns 100% of Bankers Insurance Company, Ltd. Owns 100% of Bankers Life Assurance Company, Ltd.	UNITED KINGDOM UNITED KINGDOM
Bankers Insurance Company, Ltd.	Owns 100% of Bankers Insurance Service Company, Limited	UNITED KINGDOM
Caribbean American Life Assurance Company	Owns 26% of Caribbean American Property Insurance Company	FEI 66-0481184; NAIC 30590 - PR
Caydeaux Group, Ltd	Owns 100% of Caydeaux Insurance Company, Ltd. Owns 100% of Caydeaux Life Assurance Company, Ltd.	CAYMAN ISLANDS CAYMAN ISLANDS
EGC Management, Inc.	Controls thru a management agreement - Specialty Lloyds Insurance Company	FEI 74-2289453; NAIC 28843 - TX

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

PART 1 – ORGANIZATIONAL CHART

Federal Warranty Service Corporation	Owns 100% of Federal Warranty Service	CANADA
Financial Exchange, Inc.	Attorney in fact for: Financial Insurance Exchange	FEI 75-1391093; NAIC 18570 - TX
Guardian Investment Services, Inc.	Owns 0.01% of American Bankers Argentina Compania de Seguros, S.A.	ARGENTINA
Gulf Atlantic Insurance Agency	Owns 100% of United Service Protection, Inc.	FEI 59-1794848 - FL
MSDiversified Corp.	Owns 100% of Gulf Atlantic Insurance Agency, Inc. Owns 61% of MS Casualty Insurance Co. Owns 100% of MS Financial Services, Inc. Owns 100% of MS Life Insurance Company Owns 100% of MS Loan Center, Inc. Owns 100% of United Service Protection Corporation	FEI 59-1608916 - FL FEI 64-0681628; NAIC 15008 - MS FEI 64-0779440 - MS FEI 86-0275686; NAIC 83380 - MS FEI 64-0847246 - MS FEI 64-0906751 - DE
MS Life Insurance Company	Owns 21% of Commerce National Insurance Co. Owns 79% of Life Insurance Company of Mississippi Owns 61% of MS Diversified Life Insurance Owns 39% of MS Casualty Insurance Co.	FEI 64-0759872; NAIC 82767 - MS FEI 64-0614963; NAIC 89133 - MS FEI 64-0740613; NAIC 78310 - MS FEI 64-0681628; NAIC 15008 - MS
Sureway, Inc.	Owns 100% of Guardian Travel, Inc.	FEI 59-2519974 - FL
United Service Protection Corporation	Owns 100% of United Services Protection Corporation	CANADA
Voyager Group Inc.	Owns 100% of Voyager American Insurance Company, Ltd. Owns 100% of Voyager Indemnity Insurance Company Owns 100% of Voyager Service Programs Inc. Owns 100% of Voyager Property and Casualty Insurance Company	FEI 65-0508336 - Turks & Caicos FEI 58-1455416; NAIC 40428 - GA FEI 59-3110220 - FL FEI 57-0665589; NAIC 35971 - SC

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**

SCHEDULE D - PART 3

Show all Long-Term Bonds and Stock Acquired by the Company During the 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)
7099998	Total - Common Stocks - Summary Item for Common Stocks Bought and Sold This Quarter.....				299,710	XXX		XXX
7099999	Total - Common Stocks.....				299,710	XXX	0	XXX
7199999	Total - Preferred and Common Stocks.....				299,710	XXX	0	XXX
7299999	Total - Bonds, Preferred and Common Stocks.....				299,710	XXX	0	XXX

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

SCHEDULE D - PART 4

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

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)
Common Stocks - Industrial and Miscellaneous																
United States																
999993-44-7....	MARSHALL & ILSLEY MARSH.....	06/28/2002	Marshall & Ilsley Trust Svs.....	1,527,703.000	1,527,703		1,527,703	1,527,703					0		5,551	LZ.....
	United States.....				1,527,703	XXX	1,527,703	1,527,703	0	0	0	0	0	0	5,551	XXX
6899999.	Total - Common Stocks - Industrial & Miscellaneous.....				1,527,703	XXX	1,527,703	1,527,703	0	0	0	0	0	0	5,551	XXX
7099997.	Total - Common Stocks - Part 4.....				1,527,703	XXX	1,527,703	1,527,703	0	0	0	0	0	0	5,551	XXX
7099998.	Total - Common Stocks - Summary Item for Common Stocks Bought and Sold This Quarter.....				299,710	XXX	299,710	299,710							559	XXX
7099999.	Total - Common Stocks.....				1,827,413	XXX	1,827,413	1,827,413	0	0	0	0	0	0	6,110	XXX
7199999.	Total - Preferred and Common Stocks.....				1,827,413	XXX	1,827,413	1,827,413	0	0	0	0	0	0	6,110	XXX
7299999.	Total - Bonds, Preferred and Common Stocks.....				1,827,413	XXX	1,827,413	1,827,413	0	0	0	0	0	0	6,110	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	3	4	Book Balance at End of Each Month During Current Quarter			8
				5	6	7	
	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
Open Depositories							
SouthTrust Bank..... Birmingham, AL.....	.....	.....	.....	(2,212)	(21,355)	(31,608)	.....
SouthTrust Bank..... Dallas, TX.....	.....	.....	.....	(4,079)	(4,079)	(4,079)	.....
M&I Bank..... Milwaukee, WI.....	.....	.....	.....	.919	50,904	50,904	.....
Colonial Bank..... Birmingham, AL.....	Various.....	.369	.....	.....	.....	.....	.....
0199999. Total Open Depositories.....	XXX.....	.369	0	(5,371)	25,470	15,217	XXX
0399999. Total Cash on Deposit.....	XXX.....	.369	0	(5,371)	25,470	15,217	XXX
0599999. Total Cash.....	XXX.....	.369	0	(5,371)	25,470	15,217	XXX