



HEALTH QUARTERLY STATEMENT

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

One Health Plan of Ohio, Inc.

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

Organized under the Laws of Ohio State of Domicile or Port of Entry Ohio
Country of Domicile United States

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

Is HMO Federally Qualified? Yes [] No [X]
Date Incorporated or Organized..... July 1, 1996 Date Commenced Business..... May 16, 1997

Statutory Home Office 25000 Country Club Blvd #140 North Olmstead OH 44070
(Street and Number) (City or Town, State and Zip Code)
Address of Main Administrative Office 13045 Tesson Ferry Road B2-91 St. Louis MO 63128 314-543-8388
(Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number)
Mail Address 13045 Tesson Ferry Road B2-91 St. Louis MO 63128
(Street and Number or P. O. Box) (City or Town, State and Zip Code)
Primary Location of Books and Records 13045 Tesson Ferry Road B2-91 St. Louis MO 63128 314-543-8388
(Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number)
Internet Website Address www.gwla.com
Statement Contact Glenn Melenbrink 314-543-8388
(Name) (Area Code) (Telephone Number) (Extension)
GMelenbrink@gwl.com 314-543-8543
(E-Mail Address) (Fax Number)
Policypowner Relations Contact PO Box 11111 Ft. Scott KS 66701 800-663-8081
(Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number) (Extension)

OFFICERS

President Karen Antoinette Smith TreasurerGlen Ray Derback
Secretary Richard George Schultz

OTHER OFFICERS

Michael Allen Friedberg Gina Michaelle Sheridan

DIRECTORS

Donna Anne Goldin Fred Charles Riggall Martin Rosenbaum

State of..... Missouri State of..... Colorado
County of..... St Louis County of..... Arapahoe

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

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

Subscribed and sworn to before me this
.....day of, 2002
.....
Colorado Notary
NOTARY PUBLIC (Seal)

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

NOTARY PUBLIC (Seal)

ASSETS

	Current Period			Prior Year
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets	4 Net Admitted Assets
1. Bonds.....	4,324,350		4,324,350	4,360,876
2. Stocks:				
2.1 Preferred stocks.....			.0	
2.2 Common stocks.....			.0	
3. Mortgage loans on real estate:				
3.1 First liens.....			.0	
3.2 Other than first liens.....			.0	
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (less \$.0 encumbrances).....			(a) .0	
4.2 Properties held for the production of income (less \$.0 encumbrances).....			.0	
4.3 Properties held for sale (less \$.0 encumbrances).....			.0	
5. Cash (\$....646,164) and short-term investments (\$....70,320).....	716,484		716,484	280,381
6. Other long-term invested assets.....			.0	
7. Receivable for securities.....			.0	
8. Aggregate write-ins for invested assets.....	.0	.0	.0	.0
9. Subtotal, cash and invested assets (Lines 1 to 8).....	5,040,834	.0	5,040,834	4,641,257
10. Accident and health premiums due and unpaid.....			.0	
11. Health care receivables.....			.0	
12. Amounts recoverable from reinsurers.....	2,646,894		2,646,894	9,346,788
13. Net adjustment in assets and liabilities due to foreign exchange rates.....			.0	
14. Investment income due and accrued.....	39,577		39,577	40,045
15. Amounts due from parent, subsidiaries and affiliates.....	139,011		139,011	58,481
16. Amounts receivable relating to uninsured accident and health plans.....			.0	
17. Furniture and equipment.....	114,285	114,285	.0	51,808
18. Amounts due from agents.....			.0	
19. Federal and foreign income tax recoverable and interest thereon (including \$.0 net deferred tax asset).....			.0	
20. Electronic data processing equipment and software.....	12,592		12,592	7,062
21. Other nonadmitted assets.....	79,473	79,473	.0	
22. Aggregate write-ins for other than invested assets.....	.0	.0	.0	.0
23. Total assets (Lines 9 plus 10 through 22).....	8,072,666	193,758	7,878,908	14,145,441

DETAILS OF WRITE-INS

0801. ....			.0	
0802. ....			.0	
0803. ....			.0	
0898. Summary of remaining write-ins for Line 8 from overflow page.....	.0	.0	.0	.0
0899. Totals (Lines 0801 thru 0803 plus 0898) (Line 8 above).....	.0	.0	.0	.0
2201. ....			.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).....	.0	.0	.0	.0

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

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....2,251,842 reinsurance ceded).....	218,393	18,733	237,126	360,939
2. Accrued medical incentive pool and bonus payments.....			0	
3. Unpaid claims adjustment expenses.....	13,079		13,079	19,939
4. Aggregate policy reserves.....	70,979		70,979	
5. Aggregate claim reserves.....			0	
6. Premiums received in advance.....			0	
7. General expenses due or accrued.....	99,466		99,466	335,911
8. Federal and foreign income tax payable and interest thereon (including \$.....0 on realized capital gains (losses)) (including \$.....94,638 net deferred tax liability).....	94,638		94,638	82,333
9. Amounts withheld or retained for the account of others.....			0	
10. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current).....			0	
11. Amounts due to parent, subsidiaries and affiliates.....	74,866		74,866	998,307
12. Payable for securities.....			0	
13. Funds held under reinsurance treaties with (\$.....0 authorized reinsurers and \$.....0 unauthorized reinsurers).....			0	
14. Reinsurance in unauthorized companies.....			0	
15. Net adjustments in assets and liabilities due to foreign exchange rates.....			0	
16. Liability for amounts held under uninsured accident and health plans.....			0	
17. Aggregate write-ins for other liabilities (including \$.....0 current).....	2,332,724	0	2,332,724	7,393,132
18. Total liabilities (Lines 1 to 17).....	2,904,145	18,733	2,922,878	9,190,561
19. Common capital stock.....	XXX	XXX	3,400,000	3,400,000
20. Preferred capital stock.....	XXX	XXX		
21. Gross paid in and contributed surplus.....	XXX	XXX	6,305,000	6,305,000
22. Surplus notes.....	XXX	XXX		
23. Aggregate write-ins for other than special surplus funds.....	XXX	XXX	0	0
24. Unassigned funds (surplus).....	XXX	XXX	(4,748,970)	(4,750,120)
25. Less treasury stock at cost:				
25.1 .....0.000 shares common (value included in Line 19 \$.....0).....	XXX	XXX		
25.2 .....0.000 shares preferred (value included in Line 20 \$.....0).....	XXX	XXX		
26. Total capital and surplus (Lines 19 to 24 less 25).....	XXX	XXX	4,956,030	4,954,880
27. Total liabilities, capital and surplus (Lines 18 and 26).....	XXX	XXX	7,878,908	14,145,441

DETAILS OF WRITE-INS

1701. Reinsurance payable.....	2,332,724		2,332,724	7,393,132
1702.			0	
1703.			0	
1798. Summary of remaining write-ins for Line 17 from overflow page.....	0	0	0	0
1799. Totals (Lines 1701 thru 1703 plus 1798) (Line 17 above).....	2,332,724	0	2,332,724	7,393,132
2301.	XXX	XXX		
2302.	XXX	XXX		
2303.	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page.....	XXX	XXX	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above).....	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year-to-Date		Prior Year
	1 Uncovered	2 Total	3 Total
1. Member months.....	XXX	36,076	134,757
2. Net premium income.....	XXX	1,757,623	4,983,102
3. Change in unearned premium reserves and reserve for rate credits.....	XXX		
4. Fee-for-service (net of \$.....0 medical expenses).....	XXX		
5. Risk revenue.....	XXX		
6. Aggregate write-ins for other health care related revenues.....	XXX	0	0
7. Total revenues (Lines 2 to 6).....	XXX	1,757,623	4,983,102
Medical and Hospital:			
8. Hospital/medical benefits.....	246,853	3,124,725	13,240,342
9. Other professional services.....	246,483	3,120,038	7,190,690
10. Outside referrals.....			
11. Emergency room and out-of-area.....	35,484	449,162	1,097,980
12. Prescription Drugs.....			
13. Aggregate write-ins for other medical and hospital.....	0	0	0
14. Incentive pool and withhold adjustments.....			
15. Subtotal (Lines 8 to 14).....	528,820	6,693,925	21,529,012
Less:			
16. Net reinsurance recoveries.....		6,018,358	19,394,056
17. Total medical and hospital (Lines 15 minus 16).....	528,820	675,567	2,134,956
18. Claims adjustment expenses.....		(6,860)	19,939
19. General administrative expenses.....		1,091,733	4,005,460
20. Increase in reserves for accident and health contracts.....		70,980	(121,444)
21. Total underwriting deductions (Lines 17 through 20).....	528,820	1,831,420	6,038,911
22. Net underwriting gain or (loss) (Lines 7 minus 21).....	XXX	(73,797)	(1,055,809)
23. Net investment income earned.....		155,447	615,938
24. Net realized capital gains or (losses).....			146,604
25. Net investment gains or (losses) (Lines 23 plus 24).....	0	155,447	762,542
26. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....0)].....			
27. Aggregate write-ins for other income or expenses.....	0	0	0
28. Net income or (loss) before federal income taxes (Lines 22 plus 25 plus 26 plus 27).....	0	81,650	(293,267)
29. Federal and foreign income taxes incurred.....	XXX	16,273	(88,412)
30. Net income (loss) (Lines 28 minus 29).....	XXX	65,377	(204,855)

DETAILS OF WRITE-INS

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

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year-to-Date	2 Prior Year
CAPITAL AND SURPLUS ACCOUNT		
31. Capital and surplus prior reporting period.....	4,954,880	4,617,156
GAINS AND LOSSES TO CAPITAL & SURPLUS		
32. Net income or (loss) from Line 30.....	65,377	(204,855)
33. Change in valuation basis of aggregate policy and claim reserves.....		
34. Net unrealized capital gains and losses.....		
35. Change in net unrealized foreign exchange capital gain or (loss).....		
36. Change in net deferred income tax.....	(12,305)	14,232
37. Change in nonadmitted assets.....	(49,910)	647,664
38. Change in unauthorized reinsurance.....		
39. Change in treasury stock.....		
40. Change in surplus notes.....		
41. Cumulative effect of changes in accounting principles.....		(448,894)
42. Capital changes:		
42.1 Paid in.....		
42.2 Transferred from surplus (Stock Dividend).....		
42.3 Transferred to surplus.....		
43. Surplus adjustments:		
43.1 Paid in.....		
43.2 Transferred to capital (Stock Dividend).....		
43.3 Transferred from capital.....		
44. Dividends to stockholders.....		
45. Aggregate write-ins for gains or (losses) in surplus.....	(2,012)	329,577
46. Net change in capital and surplus (Lines 32 to 45).....	1,150	337,724
47. Capital and surplus end of reporting period (Line 31 plus 46).....	4,956,030	4,954,880

DETAILS OF WRITE-INS

4501. Prior year adjustment to net worth.....	(2,012)	329,577
4502.		
4503.		
4598. Summary of remaining write-ins for Line 45 from overflow page.....	0	0
4599. Totals (Lines 4501 thru 4503 plus 4598) (Line 45 above).....	(2,012)	329,577

CASH FLOW

	1 Current Year to Date	2 Prior Year
CASH FROM OPERATIONS		
1. Premiums and revenues collected net of reinsurance.....	1,757,623	4,983,102
2. Claims and claims adjustment expenses.....	(5,900,514)	10,171,375
3. General administrative expenses paid.....	1,328,178	3,685,978
4. Other underwriting income (expenses).....		
5. Cash from underwriting (Line 1 minus Line 2 minus Line 3 plus Line 4).....	6,329,959	(8,874,251)
6. Net Investment income.....	163,857	663,701
7. Other income (expenses).....	(5,060,408)	7,393,132
8. Federal and foreign income taxes (paid) recovered.....	(16,273)	88,412
9. Net cash from operations (Lines 5 to 8).....	1,417,135	(729,006)
CASH FROM INVESTMENTS		
10. Proceeds from investments sold, matured or repaid:		
10.1 Bonds.....	28,583	5,986,742
10.2 Stocks.....		
10.3 Mortgage loans.....		
10.4 Real estate.....		
10.5 Other invested assets.....		
10.6 Net gains or (losses) on cash and short-term investments.....		
10.7 Miscellaneous proceeds.....		
10.8 Total investment proceeds (Lines 10.1 to 10.7).....	28,583	5,986,742
11. Cost of investments acquired (long-term only):		
11.1 Bonds.....		781,490
11.2 Stocks.....		
11.3 Mortgage loans.....		
11.4 Real estate.....		
11.5 Other invested assets.....		
11.6 Miscellaneous applications.....		
11.7 Total investments acquired (Lines 11.1 to 11.6).....	0	781,490
12. Net cash from investments (Line 10.8 minus Line 11.7).....	28,583	5,205,252
CASH FROM FINANCING AND MISCELLANEOUS SOURCES		
13. Cash provided:		
13.1 Surplus notes, capital and surplus paid in.....		
13.2 Net transfers from affiliates.....		1,432,897
13.3 Borrowed funds received.....		
13.4 Other cash provided.....	36,063	539,620
13.5 Total (Lines 13.1 to 13.4).....	36,063	1,972,517
14. Cash applied:		
14.1 Dividends to stockholders paid.....		
14.2 Net transfers to affiliates.....	1,003,971	7,286,115
14.3 Borrowed funds repaid.....		
14.4 Other applications.....	41,707	
14.5 Total (Lines 14.1 to 14.4).....	1,045,678	7,286,115
15. Net cash from financing and miscellaneous sources (Line 13.5 minus Line 14.5).....	(1,009,615)	(5,313,598)
RECONCILIATION OF CASH AND SHORT-TERM INVESTMENTS		
16. Net change in cash and short-term investments (Line 9 plus Line 12 plus Line 15).....	436,103	(837,352)
17. Cash and short-term investments:		
17.1 Beginning of period.....	280,381	1,117,733
17.2 End of period (Line 16 plus Line 17.1).....	716,484	280,381

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.....	8,099		8,099							
2. First Quarter.....	6,312		6,312							
3. Second Quarter.....	4,968		4,968							
4. Third Quarter.....	0									
5. Current Year.....	0									
6. Current Year Member Months.....	36,076		36,076							
Total Member Ambulatory Encounters for Period:										
7. Physician.....	13,181		13,181							
8. Non-Physician.....	2,792		2,792							
9. Total.....	15,973	0	15,973	0	0	0	0	0	0	0
10. Hospital Patient Days Incurred.....	535		535							
11. Number of Inpatient Admissions.....	152		152							
12. Premiums Collected.....	7,072,927		7,072,927							
13. Premiums Earned.....	1,757,623		1,757,623							
14. Amount Paid for Provision of Health Care Services.....	7,993,799		7,993,799							
15. Amount Incurred for Provision of Health Care Services.....	6,693,924		6,693,924							

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CLAIMS PAYABLE (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Payable (Reported)						
0299999. Aggregate Accounts Not Individually Listed-Uncovered.....	31,250	2,323				33,573
0399999. Aggregate Accounts Not Individually Listed-Covered.....	364,324	27,086				391,410
0499999. Subtotals.....	395,574	29,409	0	0	0	424,983
0599999. Unreported Claims and Other Claim Reserves.....						2,063,985
0799999. Total Claims Payable.....						2,488,968

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).....	275,426	523,953	46,799	190,327	322,225	360,939
2. Medicare Supplement.....					0	
3. Dental only.....					0	
4. Vision only.....					0	
5. Federal Employees Health Benefits Plan Premiums.....					0	
6. Title XVIII - Medicare.....					0	
7. Title XIX - Medicaid.....					0	
8. Other.....					0	
9. Subtotal	275,426	523,953	46,799	190,327	322,225	360,939
10. Medical incentive pools, accruals and disbursements.....					0	
11. Totals.....	275,426	523,953	46,799	190,327	322,225	360,939

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NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

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

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

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

	2002
Statutory surplus, Ohio basis	\$ <u>4,956,030</u>
State Prescribed Practices:	
Admissible equipment	\$ <u>(8,047)</u>
Statutory surplus, NAIC SAP	\$ <u>4,947,983</u>

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

GENERAL INTERROGATORIES

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

PART 1 - COMMON INTERROGATORIES

GENERAL

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

1.2 If yes, explain:..... _____

2.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]

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

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

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

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

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

5.2 If yes, provide name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that ceased to exist as a result of the merger or consolidation.

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

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

If yes, attach an explanation.

7.1 State as of what date the latest financial examination of the reporting entity was made or is being made.09/30/2000.....

7.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.09/30/2000.....

7.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). To be released.....

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

8.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? (You need not report an action, either formal or informal, if a confidentiality clause is part of the agreement.) Yes [] No [X]

8.2 If yes, give full information:

GENERAL INTERROGATORIES (continued)

INVESTMENT

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

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

9.2 If yes, explain:..... _____

10.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [] No [X]

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

11. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$ NONE.....

12. Amount of real estate and mortgages held in short-term investments: \$ NONE.....

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?
If no, attach a description with this statement. Yes [] No []

15. Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Part 1-General, Section IV.H-Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No []

15.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
The Bank of New York	One Wall Street, NY NY 10286

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

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

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

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

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

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

1 Central Registration Depository	2 Name(s)	3 Address

SCHEDULE A - VERIFICATION

	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.....	4,351,621	70,098	23,000	(4,049)	4,351,621	4,394,670		4,376,167
2. Class 2.....								
3. Class 3.....								
4. Class 4.....								
5. Class 5.....								
6. Class 6.....								
7. Total Bonds.....	4,351,621	70,098	23,000	(4,049)	4,351,621	4,394,670	0	4,376,167
PREFERRED STOCK								
8. Class 1.....								
9. Class 2.....								
10. Class 3.....								
11. Class 4.....								
12. Class 5.....								
13. Class 6.....								
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock.....	4,351,621	70,098	23,000	(4,049)	4,351,621	4,394,670	0	4,376,167

SCHEDULE DA - PART 1

Short-Term Investments Owned End of Current Quarter

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Amount of Interest Received Current Quarter	5 Paid for Accrued Interest
8099999. Totals.....	70,320	XXX	70,320	65	

SCHEDULE DA - PART 2 - Verification

Short-Term Investments Owned

	1 First Quarter Current Year	2 Second Quarter Current Year	3 Third Quarter Current Year	4 Prior Year Ended December 31
1. Book/adjusted carrying value, beginning of period.....	15,292	23,222	0	1,617,726
2. Cost of short-term investments acquired.....	75,629	70,098		8,305,627
3. Increase (decrease) by adjustment.....				20,436
4. Increase (decrease) by foreign exchange adjustment.....				
5. Total profit (loss) on disposal of short-term investments.....				
6. Consideration received on disposal of short-term investments.....	67,699	23,000		9,928,497
7. Book/adjusted carrying value, current period.....	23,222	70,320	0	15,292
8. Total valuation allowance.....				
9. Subtotal (Lines 7 plus 8).....	23,222	70,320	0	15,292
10. Total nonadmitted amounts.....				
11. Statement value (Lines 9 minus 10).....	23,222	70,320	0	15,292
12. Income collected during period.....	345	80		30,204
13. Income earned during period.....	53	152		29,078

**Sch. DB-Part F-Section 1
NONE**

**Sch. DB-Part F-Section 2
NONE**

**Sch. S
NONE**

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Allocated by States and Territories

State, Etc.	1 Guaranty Fund (Yes or No)	2 Is Insurer Licensed? (Yes or No)	Direct Business Only Year-to-Date			
			3 Premiums	4 Medicare Title XVIII	5 Medicaid Title XIX	6 Federal Employees Health Benefits Program Premiums
1. Alabama.....AL	No.....	No.....				
2. Alaska.....AK	No.....	No.....				
3. Arizona.....AZ	No.....	No.....				
4. Arkansas.....AR	No.....	No.....				
5. California.....CA	No.....	No.....				
6. Colorado.....CO	No.....	No.....				
7. Connecticut.....CT	No.....	No.....				
8. Delaware.....DE	No.....	No.....				
9. District of Columbia.....DC	No.....	No.....				
10. Florida.....FL	No.....	No.....				
11. Georgia.....GA	No.....	No.....				
12. Hawaii.....HI	No.....	No.....				
13. Idaho.....ID	No.....	No.....				
14. Illinois.....IL	No.....	No.....				
15. Indiana.....IN	No.....	No.....				
16. Iowa.....IA	No.....	No.....				
17. Kansas.....KS	No.....	No.....				
18. Kentucky.....KY	No.....	No.....				
19. Louisiana.....LA	No.....	No.....				
20. Maine.....ME	No.....	No.....				
21. Maryland.....MD	No.....	No.....				
22. Massachusetts.....MA	No.....	No.....				
23. Michigan.....MI	No.....	No.....				
24. Minnesota.....MN	No.....	No.....				
25. Mississippi.....MS	No.....	No.....				
26. Missouri.....MO	No.....	No.....				
27. Montana.....MT	No.....	No.....				
28. Nebraska.....NE	No.....	No.....				
29. Nevada.....NV	No.....	No.....				
30. New Hampshire.....NH	No.....	No.....				
31. New Jersey.....NJ	No.....	No.....				
32. New Mexico.....NM	No.....	No.....				
33. New York.....NY	No.....	No.....				
34. North Carolina.....NC	No.....	No.....				
35. North Dakota.....ND	No.....	No.....				
36. Ohio.....OH	No.....	Yes.....	7,072,927			
37. Oklahoma.....OK	No.....	No.....				
38. Oregon.....OR	No.....	No.....				
39. Pennsylvania.....PA	No.....	No.....				
40. Rhode Island.....RI	No.....	No.....				
41. South Carolina.....SC	No.....	No.....				
42. South Dakota.....SD	No.....	No.....				
43. Tennessee.....TN	No.....	No.....				
44. Texas.....TX	No.....	No.....				
45. Utah.....UT	No.....	No.....				
46. Vermont.....VT	No.....	No.....				
47. Virginia.....VA	No.....	No.....				
48. Washington.....WA	No.....	No.....				
49. West Virginia.....WV	No.....	No.....				
50. Wisconsin.....WI	No.....	No.....				
51. Wyoming.....WY	No.....	No.....				
52. American Samoa.....AS	No.....	No.....				
53. Guam.....GU	No.....	No.....				
54. Puerto Rico.....PR	No.....	No.....				
55. U.S. Virgin Islands.....VI	No.....	No.....				
56. Canada.....CN	No.....	XXX.....				
57. Aggregate Other alien.....OT	XXX.....	XXX.....	0	0	0	0
58. Total (Direct Business).....	XXX.....	(a).....1	7,072,927	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

Paul Desmarais (controls 64.9% of the votes attached to the outstanding voting shares of Power Corporation of Canada)

Power Corporation of Canada

100.0% - 2795957 Canada Inc.

100.0% - 171263 Canada Inc..

67.5% - Power Financial Corporation

82.2% - Great-West Lifeco Inc.

100.0% - GWL&A Financial (Canada) Inc.

100.0% - GWL&A Financial (Nova Scotia) Co.

100.0% - GWL&A Financial Inc.

100.0% - Great-West Life& Annuity Capital I

100.0% - Great-West Life& Annuity Insurance Company -Fed ID #84-0467907, NAIC 68322,CO

100.0% - First Great-West Life & Annuity Insurance Company - Fed ID #93-1225432, NAIC 60214,NY

100.0% - Advised Assets Group, LLC

100.0% - Alta Health & Life Insurance Company - Fed ID #59-1031071, NAIC 67369, IN

100.0% - Alta Agency, Inc.

100.0% - BenefitsCorp, Inc.

100.0% - BenefitsCorp Equities, Inc.

100.0% - BenefitsCorp, Inc. of Wyoming, Inc.

100.0% - National Plan Coordinators of Delaware, Inc.

100.0% - NPC Securities, Inc.

100.0% - National Plan Coordinators of Washington, Inc.

100.0% - National Plan Coordinators of Ohio, Inc.

100.0% - P.C. Enrollment Services & Insurance Brokerage, Inc.

100.0% - One Benefits, Inc.

100.0% - One Health Plan of Alaska, Inc.

100.0% - One Health Plan of Arizona, Inc. - Fed ID #84-1466148, NAIC 95797, AZ

100.0% - One of Arizona, Inc.

100.0% - One Health Plan of California, Inc. - Fed ID #93-1142460, NAIC 95379, CA

100.0% - One Health Plan of Colorado, Inc. - Fed ID #84-1340487, NAIC 95412, CO

100.0% - One Health Plan of Florida, Inc. - Fed ID #59-3428587, NAIC 95805, FL

100.0% - One Health Plan of Georgia, Inc. - Fed ID #58-2232269, NAIC 95569, GA

100.0% - One Health Plan of Illinois, Inc. - Fed ID #93-1174749, NAIC 95388, IL

100.0% - One Health Plan of Indiana, Inc. - Fed ID #35-2002533, NAIC 95735, IN

100.0% - One Health Plan of Kansas\Missouri, Inc. - Fed ID # 48-1214041, NAIC 10253,KS

100.0% - One Health Plan of Maine, Inc.

100.0% - One Health Plan of Massachusetts, Inc. - Fed ID #04-3333755, NAIC 95659, MA

100.0% - One Health Plan of Michigan, Inc.

100.0% - One Health Plan of Minnesota, Inc.

100.0% - One Health Plan of Nevada, Inc.

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

PART 1 – ORGANIZATIONAL CHART

- 100.0% - One Health Plan of New Hampshire, Inc.
- 100.0% - One Health Plan of New Jersey, Inc. - Fed ID #22-3487731, NAIC 95806, NJ
- 100.0% - One Health Plan of New York, Inc.
- 100.0% - One Health Plan of North Carolina, Inc. - Fed ID #56-2013583, NAIC 95840, NC
- 100.0% - One Health Plan of Ohio, Inc. - Fed ID #34-1845496, NAIC 95663, OH
- 100.0% - One Health Plan of Oregon, Inc. - Fed ID #93-1227656, NAIC 47080, OR
- 100.0% - One Health Plan of Pennsylvania, Inc. - Fed ID #52-2077170, NAIC 52636, PA
- 100.0% - One Health Plan of South Carolina, Inc.
- 100.0% - One Health Plan of Tennessee, Inc. - Fed ID #62-1655185, NAIC 95719, TN
- 100.0% - One Health Plan of Texas, Inc. - Fed ID #84-1289570, NAIC 95415, TX
- 100.0% - One Health Plan, Inc. – Fed ID #02-0495422, NAIC, VT
- 100.0% - One Health Plan of Virginia, Inc.
- 100.0% - One Health Plan of Washington, Inc. - Fed ID #91-1786249, NAIC 47081, WA
- 100.0% - One Health Plan of Wisconsin, Inc.
- 100.0% - One Health Plan of Wyoming, Inc.
- 100.0% - One Orchard Equities, Inc.

100.0% - Financial Administrative Services Corporation

100.0% - GWL Properties, Inc.

50.0% - Westkin Properties Ltd.

100.0% - Great-West Benefit Services, Inc.

89.1% - Maxim Series Fund, Inc.

100.0% - GW Capital Management, LLC.

100.0% - Orchard Capital Management, LLC

100.0% - Greenwood Investments, LLC

77.7% - Orchard Series Fund

100.0% - Orchard Trust Company

100.0% - The Great-West Life Assurance Company - Fed ID #98-0000673, NAIC 80705 (a direct subsidiary of Great-West Lifeco Inc.)

100.0% - Gold Circle Insurance Company

100.0% - GWL Realty Advisors Inc.

100.0% - GWL Investment Management Ltd.

100.0% - 801611 Ontario Ltd.

40.0% - Peel Condominium Corporation No 454

40.0% - Peel Condominium Corporation No 454

100.0% - 118050 Canada Inc.

100.0% - 1213763 Ontario Inc.

100.0% - 681348 Alberta Ltd.

100.0% - The Owners: Condominium Plan No 8510578

100.0% - 557140 B.C. Ltd.

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

PART 1 – ORGANIZATIONAL CHART

- 50.0% -3352200 Canadalnc.
- 100.0% - 1420731 Ontario Limited
- 100.0% - 1455250 Ontario Limited
- 100.0% - CGWLL Inc.
 - 65.0% The WalmeRoad LimitedPartnership
- 50.0% - Laurier House Apartments Limited
- 100.0% - London Insurance Group, Inc.
 - 100.0% - Trivest Insurance Network Limited
 - 100.0% - The Motion Picture Bond Company Inc.
 - 100.0% - London Life Bank & Trust Corporation
 - 100.0% - London Life Insurance Company
 - 100.0% -London LifeInvestment ManagementLtd.
 - 100.0% - 1319399 Ontario Inc.
 - 100.0% - 3853071 Canada Limited
 - 50.0% - Laurier House Apartments Limited
 - 100.0% - 389288 B.C. Ltd.
 - 100.0% - Quadrus Investment Services Ltd.
 - 35.0% - The Walmer Road Limited Partnership
 - 100.0% - 177545 Canada Limited
 - 100.0% - Lonlife Financial Services Limited
 - 82.26% - Derry Road Limited Partnership
 - 100.0% - Lifestyle Retirement Communities Ltd.
 - 100.0% - Lifestyle (Glynwood) Ltd.
 - 100.0% - Lifestyle Retirement Communities (Alberta) Ltd.
 - 38.9% - Shin Fu Life Insurance Company
 - 88.0% - Neighborhood Dental Services Ltd.
 - 66.7% - Dubigest Inc.
 - 66.7% - Vadis Engineering Limited
 - 100.0% - Investissements Caromont Ltee
 - 100.0% - Toronto College Park Ltd.
 - 25.0% - Preferred Vision Services Inc.
 - 100.0% - London Life Financial Corporation
 - 89.4% - London Reinsurance Group, Inc. (10.6% owned by London Life Insurance Company)
 - 100.0% - London Life & General Reinsurance Co. Ltd.
 - 48.1% - Atlas Re II P.L.C.
 - 100.0% - London Life & Casualty Reinsurance Corporation
 - 100.0% - Trabaja Reinsurance Company (TRC)
 - 100.0% - LRG (US), Inc.

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

PART 1 – ORGANIZATIONAL CHART

- 100.0% - London Life International Reinsurance Corporation
- 100.0% - London Life Reinsurance Company
- 100.0% - Health Reinsurance Management Partnership (HRMP)
 - 51.0% - HRMP (Massachusetts)
 - 60.0% - Disability Management Alternatives
 - 51.0% - International Reinsurance Managers

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason, enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

RESPONSE

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

YES

EXPLANATION:

BAR CODE:

**Overflow Page
NONE**

**Sch. A-Part 2
NONE**

**Sch. A-Part 3
NONE**

**Sch. B-Part 1
NONE**

**Sch. B-Part 2
NONE**

**Sch. BA-Part 1
NONE**

**Sch. BA-Part 2
NONE**

**Sch. D-Part 3
NONE**

**Sch. D-Part 4
NONE**

**Sch. DB-Part A-Section 1
NONE**

**Sch. DB-Part B-Section 1
NONE**

**Sch. DB-Part C-Section 1
NONE**

**Sch. DB-Part D-Section 1
NONE**

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository	2 Rate of Interest	3 Amount of Interest Received During Current Quarter	4 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			8 *
				5 First Month	6 Second Month	7 Third Month	
Open Depositories							
Bank of New York..... New York, New York.....	.....	.....	.....	.....150	.....150	.....150	.....
US Bank..... Denver, Colorado.....	.....	.....	.....	.....(126,359)	.....597,670	.....646,014	.....
0199999. Total Open Depositories.....	XXX	.0	.0	(126,209)	597,820	646,164	XXX
0399999. Total Cash on Deposit.....	XXX	.0	.0	(126,209)	597,820	646,164	XXX
0599999. Total Cash.....	XXX	.0	.0	(126,209)	597,820	646,164	XXX