



HEALTH QUARTERLY STATEMENT

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

SUPERIOR DENTAL CARE, INC.

NAIC Group Code..... , NAIC Company Code..... Employer's ID Number.....
(Current Period) (Prior Period) 06280 1119867

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

Country of Domicile US

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

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

Date Incorporated or Organized..... November 30, 1984 Date Commenced Business..... 1986

Statutory Home Office <i>(Street)</i>	6683 CENTERVILLE-BUSINESS PARKWAY .. DAYTON OH 45459 <i>and Number (City or Town, State and Zip Code)</i>	
Address of Main Administrative Office <i>(Street)</i>	6683 CENTERVILLE-BUSINESS PARKWAY .. DAYTON OH 45459 <i>and Number (City or Town, State and Zip Code) (Area)</i>	937-438-0283 <i>Code (Telephone Number)</i>
Mail Address <i>(Street)</i>	6683 CENTERVILLE-BUSINESS PARKWAY .. DAYTON OH 45459 <i>and Number or P. O. Box (City or Town, State and Zip Code)</i>	
Primary Location of Books and Records <i>(Street)</i>	6683 CENTERVILLE-BUSINESS PARKWAY .. DAYTON OH 45459 <i>and Number (City or Town, State and Zip Code) (Area)</i>	937-438-0283 <i>Code (Telephone Number)</i>
Internet Website Address	WWW.SUPERIORDENTAL.COM	
Statement Contact <i>(Name)</i>	WENDY GLOVER <i>(Area)</i>	937-438-0283 <i>Code (Telephone Number) (Extension)</i>
	WGLOVER@SUPERIORDENTAL.COM <i>(E-Mail Address) (Fax)</i>	937-291-5690
Policyowner Relations Contact <i>(Street)</i>	..... <i>and Number (City or Town, State and Zip Code) (Area)</i>	<i>Code (Telephone Number) (Extension)</i>

OFFICERS

President THOMAS G PAVEY DMD Treasurer DOUGLAS R HOEFLING DDS
Secretary JAMES R MILLER DDS

VICE PRESIDENTS

REBECCA J YORK EXECUTIVE VP & CEO RICHARD W PORTUNE DDS DENTAL DIRECTOR & VP

DIRECTORS

Dennis A Burns DDS Roger E Clark DDS
James Miller DDS Thomas G Pavey DMD
Rebecca J York

OR TRUSTEES

Douglas R Hoeffling DDS Kenneth D Jones DDS
Richard W Portune DDS L Don Shumaker DDS

State of..... Ohio
County of..... Montgomery

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)
THOMAS G PAVEY DMD
(Printed Name)
President

(Signature)
REBECCA J YORK
(Printed Name)
Executive VP and CEO

(Signature)

(Printed Name)

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.....			0	
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 (\$.....1,109,747) and short-term investments (\$.....669,876).....	1,779,623	162	1,779,461	1,468,350
6. Other long-term invested assets.....	732,191	1,983	730,208	889,064
7. Receivable for securities.....			0	
8. Aggregate write-ins for invested assets.....	125,000	0	125,000	125,000
9. Subtotal, cash and invested assets (Lines 1 to 8).....	2,636,814	2,145	2,634,669	2,482,414
10. Accident and health premiums due and unpaid.....			0	
11. Health care receivables.....	174,656		174,656	409,142
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.....	10,802		10,802	26,518
15. Amounts due from parent, subsidiaries and affiliates.....	110,566	110,566	0	0
16. Amounts receivable relating to uninsured accident and health plans.....			0	
17. Furniture and equipment.....	131,808		131,808	147,013
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.....	22,884		22,884	26,720
21. Other nonadmitted assets.....			0	
22. Aggregate write-ins for other than invested assets.....	367,030	144,246	222,784	217,629
23. Total assets (Lines 9 plus 10 through 22).....	3,454,560	256,957	3,197,603	3,309,435

DETAILS OF WRITE-INS

0801. Restricted Assets.....	125,000		125,000	125,000
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).....	125,000	0	125,000	125,000
2201. Prepaid Expenses.....	93,146	93,146	0	0
2202. Deferred Income Taxes.....	51,100	51,100	0	
2203. Supplemental Company Trust Fund.....	164,175		164,175	164,175
2298. Summary of remaining write-ins for Line 22 from overflow page.....	58,608	0	58,608	53,453
2299. Totals (Lines 2201 thru 2203 plus 2298) (Line 22 above).....	367,030	144,246	222,784	217,629

(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).....	841,396		841,396	1,473,127
2. Accrued medical incentive pool and bonus payments.....			0	
3. Unpaid claims adjustment expenses.....			0	
4. Aggregate policy reserves.....			0	
5. Aggregate claim reserves.....			0	
6. Premiums received in advance.....	343,607		343,607	300,471
7. General expenses due or accrued.....	290,687		290,687	119,433
8. Federal and foreign income tax payable and interest thereon (including \$.....0 on realized capital gains (losses)) (including \$.....0 net deferred tax liability).....			0	
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.....			0	
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).....	154,658	0	154,658	154,658
18. Total liabilities (Lines 1 to 17).....	1,630,348	0	1,630,348	2,047,688
19. Common capital stock.....	XXX	XXX	269,850	276,450
20. Preferred capital stock.....	XXX	XXX		
21. Gross paid in and contributed surplus.....	XXX	XXX	(113,896)	(86,628)
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	1,411,301	1,071,924
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	1,567,255	1,261,746
27. Total liabilities, capital and surplus (Lines 18 and 26).....	XXX	XXX	3,197,603	3,309,434

DETAILS OF WRITE-INS

1701. Deferred Compensation Payable.....	154,658		154,658	154,658
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).....	154,658	0	154,658	154,658
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	542,806	1,224,294
2. Net premium income.....	XXX	7,964,906	14,999,803
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	7,964,906	14,999,803
Medical and Hospital:			
8. Hospital/medical benefits.....			
9. Other professional services.....		5,833,432	11,847,444
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).....0		5,833,432	11,847,444
Less:			
16. Net reinsurance recoveries.....			
17. Total medical and hospital (Lines 15 minus 16).....0		5,833,432	11,847,444
18. Claims adjustment expenses.....			
19. General administrative expenses.....		1,752,980	3,343,891
20. Increase in reserves for accident and health contracts.....			
21. Total underwriting deductions (Lines 17 through 20).....0		7,586,412	15,191,335
22. Net underwriting gain or (loss) (Lines 7 minus 21).....XXX		378,494	(191,532)
23. Net investment income earned.....		24,518	101,858
24. Net realized capital gains or (losses).....		26	(12,132)
25. Net investment gains or (losses) (Lines 23 plus 24).....0		24,544	89,726
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	202,928
28. Net income or (loss) before federal income taxes (Lines 22 plus 25 plus 26 plus 27).....0		403,038	101,122
29. Federal and foreign income taxes incurred.....XXX		130,300	26,140
30. Net income (loss) (Lines 28 minus 29).....XXX		272,738	74,982

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	.0
2701. Other Income.....			202,928
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	202,928

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.....	1,261,746	1,421,393
GAINS AND LOSSES TO CAPITAL & SURPLUS		
32. Net income or (loss) from Line 30.....	272,738	74,982
33. Change in valuation basis of aggregate policy and claim reserves.....		
34. Net unrealized capital gains and losses.....		
35. Change in net unrealized foreign exchange capital gain or (loss).....		
36. Change in net deferred income tax.....		
37. Change in nonadmitted assets.....	66,639	(126,017)
38. Change in unauthorized reinsurance.....		
39. Change in treasury stock.....		
40. Change in surplus notes.....		
41. Cumulative effect of changes in accounting principles.....		
42. Capital changes:		
42.1 Paid in.....	(6,600)	(23,400)
42.2 Transferred from surplus (Stock Dividend).....		
42.3 Transferred to surplus.....		
43. Surplus adjustments:		
43.1 Paid in.....	(27,268)	(85,212)
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).....	305,509	(159,647)
47. Capital and surplus end of reporting period (Line 31 plus 46).....	1,567,255	1,261,746

DETAILS OF WRITE-INS

4501. Increase (decrease) in common stock ***SEE ABOVE.....		
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.....	8,008,042	15,080,504
2. Claims and claims adjustment expenses.....	6,465,163	11,829,689
3. General administrative expenses paid.....	1,581,726	3,374,789
4. Other underwriting income (expenses).....		(202,928)
5. Cash from underwriting (Line 1 minus Line 2 minus Line 3 plus Line 4).....	(38,847)	(326,903)
6. Net Investment income.....	40,234	101,517
7. Other income (expenses).....	63,378	(49,950)
8. Federal and foreign income taxes (paid) recovered.....	(130,300)	(26,140)
9. Net cash from operations (Lines 5 to 8).....	(65,535)	(301,475)
CASH FROM INVESTMENTS		
10. Proceeds from investments sold, matured or repaid:		
10.1 Bonds.....		
10.2 Stocks.....		
10.3 Mortgage loans.....		
10.4 Real estate.....		
10.5 Other invested assets.....	550,000	
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).....	550,000	.0
11. Cost of investments acquired (long-term only):		
11.1 Bonds.....		
11.2 Stocks.....		
11.3 Mortgage loans.....		
11.4 Real estate.....		
11.5 Other invested assets.....	393,013	(87,806)
11.6 Miscellaneous applications.....		
11.7 Total investments acquired (Lines 11.1 to 11.6).....	393,013	(87,806)
12. Net cash from investments (Line 10.8 minus Line 11.7).....	156,987	87,806
CASH FROM FINANCING AND MISCELLANEOUS SOURCES		
13. Cash provided:		
13.1 Surplus notes, capital and surplus paid in.....	(33,868)	
13.2 Net transfers from affiliates.....		
13.3 Borrowed funds received.....		
13.4 Other cash provided.....	253,527	
13.5 Total (Lines 13.1 to 13.4).....	219,659	.0
14. Cash applied:		
14.1 Dividends to stockholders paid.....		
14.2 Net transfers to affiliates.....		.0
14.3 Borrowed funds repaid.....		
14.4 Other applications.....		26,483
14.5 Total (Lines 14.1 to 14.4).....	.0	26,483
15. Net cash from financing and miscellaneous sources (Line 13.5 minus Line 14.5).....	219,659	(26,483)
RECONCILIATION OF CASH AND SHORT-TERM INVESTMENTS		
16. Net change in cash and short-term investments (Line 9 plus Line 12 plus Line 15).....	311,111	(240,153)
17. Cash and short-term investments:		
17.1 Beginning of period.....	1,468,349	1,708,502
17.2 End of period (Line 16 plus Line 17.1).....	1,779,460	1,468,349

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.....	104,289					104,289				
2. First Quarter.....	89,786					89,786				
3. Second Quarter.....	92,427					92,427				
4. Third Quarter.....	0									
5. Current Year.....	92,427					92,427				
6. Current Year Member Months.....	542,806					542,806				
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.....	8,235,024					8,235,024				
13. Premiums Earned.....	7,964,906					7,964,906				
14. Amount Paid for Provision of Health Care Services.....	6,114,892					6,114,892				
15. Amount Incurred for Provision of Health Care Services.....	5,833,432					5,833,432				

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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)						
0399999. Aggregate Accounts Not Individually Listed-Covered.....	625,760	99,013	49,298	27,164	40,161	841,396
0499999. Subtotals.....	625,760	99,013	49,298	27,164	40,161	841,396
0799999. Total Claims Payable.....						841,396

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.....	540,576	5,574,316	12,523	828,873	553,099	1,473,127
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	540,576	5,574,316	12,523	828,873	553,099	1,473,127
10. Medical incentive pools, accruals and disbursements.....					0	
11. Totals.....	540,576	5,574,316	12,523	828,873	553,099	1,473,127

NOTES TO FINANCIAL STATEMENTS

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.12/31/1999.....

7.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.12/31/1999.....

7.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).01/25/2001.....

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
FIFTH THIRD SECURITIES, INC	110 N MAIN ST DAYTON, OH

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

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

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

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

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

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

1 Central Registration Depository	2 Name(s)	3 Address

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.....	.....889,082	.....681,928	.....0	.....1,082,256
2. Cost of acquisitions during period:				
2.1 Actual cost at time of acquisitions.....	.....241,662	.....150,000		.....789,074
2.2 Additional investment made after acquisitions.....	.....1,648	.....1,116		
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.....	.....450,000	.....100,000		.....982,248
7. Amortization of premium.....	.....464	.....853		
8. Increase (decrease) by foreign exchange adjustment.....				
9. Book/adjusted carrying value of long-term invested assets at end of current period.....	.....681,928	.....732,191	.....0	.....889,082
10. Total valuation allowance.....				
11. Subtotal (Lines 9 plus 10).....	.....681,928	.....732,191	.....0	.....889,082
12. Total nonadmitted amounts.....				.....18
13. Statement value of long-term invested assets at end of current period.....	.....681,928	.....732,191	.....0	.....889,064

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.....								
2. Class 2.....								
3. Class 3.....								
4. Class 4.....								
5. Class 5.....								
6. Class 6.....								
7. Total Bonds.....	0	0	NONE	0	0	0	0	0
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.....	0	0	0	0	0	0	0	0

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.....	669,876	XXX	670,038	1,013	3,947

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.....	329,322	360,075	0	218,543
2. Cost of short-term investments acquired.....	248,452	435,019		437,404
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.....	217,699	125,019		326,625
7. Book/adjusted carrying value, current period.....	360,075	670,074	0	329,322
8. Total valuation allowance.....				
9. Subtotal (Lines 7 plus 8).....	360,075	670,074	0	329,322
10. Total nonadmitted amounts.....	361	198		(233)
11. Statement value (Lines 9 minus 10).....	359,714	669,876	0	329,554
12. Income collected during period.....	8,402	1,013		
13. Income earned during period.....	1,779	2,359		6,572

**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			6 Federal Employees Health Benefits Program Premiums
			3 Premiums	4 Medicare Title XVIII	5 Medicaid Title XIX	
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	Yes				
16. Iowa.....IA	No	No				
17. Kansas.....KS	No	No				
18. Kentucky.....KY	No	Yes	40,712			
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	7,924,194			
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).....3	7,964,906	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

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?

NO

EXPLANATION:

PURPOSES&PROCEDURES MANUAL OF THE NAIC SECURITIES VALUATION OFFICE IS ON BACKORDER

BAR CODE:



Overflow Page for Write-Ins

Additional Write-ins for Assets:

	Current Period			Prior Year
	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets	Net Admitted Assets
2204. Receivable Other.....	19,089		19,089	11,122
2205. Leasehold Improvements.....	39,519		39,519	42,331
2297. Summary of remaining write-ins for Line 22 from Assets.....	58,608	0	58,608	53,453

Sch. A-Part 2
NONE

Sch. A-Part 3
NONE

Sch. B-Part 1
NONE

Sch. B-Part 2
NONE

SCHEDULE BA - PART 1

Showing Other Long-Term Invested Assets ACQUIRED During the Current Quarter

1 Number of Units and Description	Location		4 Name of Vendor	5 Date Acquired	6 Actual Cost	7 Amount of Encumbrances	8 Book/Adjusted Carrying Value Less Encumbrances	9 Increase (Decrease) by Adjustment	10 Increase (Decrease) by Foreign Exchange Adjustment
	2 City	3 State							
Any Other Class of Admitted Asset									
FHLB 3133MNCJ8.....			FIFTH THIRD SECURITIES.....	.05/06/2002..	150,000				
1499999. Total - Any Other Class of Admitted Asset.....					150,000	0	0	0	0
9999999. Totals.....					150,000	0	0	0	0

EO3

SCHEDULE BA - PART 2

Showing Other Long-Term Invested Assets SOLD, Transferred or Paid in Full During the Current Quarter

1 Number of Units and Description	Location		4 Name of Purchaser or Nature of Disposition	5 Date Acquired	6 Book/Adjusted Carrying Value Less Encumbrances, Prior Year	7 Increase (Decrease) by Adjustment	8 Increase (Decrease) by Foreign Exchange Adjustment	9 Book/ Adjusted Carrying Value Less Encumbrances at Disposition	10 Consideration Received	11 Foreign Exchange Profit (Loss) on Sale	12 Realized Profit (Loss) on Sale	13 Total Profit (Loss) on Sale
	2 City	3 State										
Any Other Class of Admitted Assets												
FNMA 3136FOJFO.....			FIFTH THIRD SECURITIES.....	05/07/2001	100,000			100,000	100,000			0
1499999. Total - Any Other Class of Admitted Assets.....					100,000	0	0	100,000	100,000	0	0	0
9999999. Totals.....					100,000	0	0	100,000	100,000	0	0	0

**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	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							
FIFTH THIRD BANK.....		1,245		857,507	984,986	1,032,252	
MONEY FUND.....		528		97,561	175,953	77,195	
0199999. Total Open Depositories.....	XXX	1,773	0	955,068	1,160,939	1,109,447	XXX
0399999. Total Cash on Deposit.....	XXX	1,773	0	955,068	1,160,939	1,109,447	XXX
0499999. Cash in Company's Office.....	XXX	XXX	XXX	300	300	300	XXX
0599999. Total Cash.....	XXX	1,773	0	955,368	1,161,239	1,109,747	XXX