



IMAGING COVER SHEET

NAIC #: 95060

NAIC Group Code:

Company Name: HealthAmerica Pennsylvania, Inc.

Company Type: ☐ P&C ☐ Life ☒ HIC ☐ Frat ☐ Title ☐ MEWA ☐ HW ☐ MPA
☐ DOMESTIC ☒ FOREIGN

Form Type: STATEMENTS

Sub-form Type: QUARTERLY

Transaction # (if applicable):

Effective Date: 09/30/2002

Additional Info:

Date Scanned: 11/12/02

Scanned By (initials):



November 7, 2002

Mr. Terrance A. Miller
Office of Financial Regulation
Ohio Department of Insurance
2100 Stella Court
Columbus, Ohio 43215-1067

Dear Mr. Miller:

HealthAmerica Pennsylvania, Inc. d.b.a. HealthAssurance HMO is pleased to provide the Quarterly Statement for the quarter ending September 30, 2002.

Also, included are copies of the various supplemental schedules as required by the Ohio Department of Insurance for the quarter ended September 30, 2002:

- | | |
|-----------------------|--|
| 1. Schedule K | Surplus Notes (N/A) |
| 2. Schedule L | Summary of Transactions with Providers |
| 3. Schedule Y, Part 2 | Summary of Transactions with Affiliates |
| 4. Report #4 | Enrollment and Utilization Table (State of Ohio) |

If you should have any questions or require additional information, please contact me at (717) 541-5742 or Dane Kreiss at (717) 671-2411.

Sincerely,

A handwritten signature in black ink, appearing to read "F. Chronister".

Frank Chronister
Accountant – Regulatory Reporting

Enclosure

✓
QUARTERLY STATEMENT

OF THE

HealthAmerica Pennsylvania, Inc.

OF

Pittsburgh

IN THE STATE OF

Pennsylvania

TO THE

INSURANCE DEPARTMENT

OF THE

STATE OF Ohio

AS OF

SEPTEMBER 30, 2002

2002

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HEALTH

2002



HEALTH QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2002
OF THE CONDITION AND AFFAIRS OF THE

HealthAmerica Pennsylvania, Inc.

NAIC Group Code 1137 1137 NAIC Company Code 95060 Employer's ID Number 25-1264318
(Current Period) (Prior Period)

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

Country of Domicile United States of America

Licensed as business type: Life, Accident & Health [] Property/Casualty [] Dental Service Corporation []
Vision Service Corporation [] Other [] Health Maintenance Organization [X]
Hospital, Medical & Dental Service or Indemnity [] Is HMO, Federally Qualified? Yes [X] No []

Incorporated 04/04/1974 Commenced Business 01/13/1975

Statutory Home Office Five Gateway Center Pittsburgh, PA 15222
(Street and Number) (City or Town, State and Zip Code)

Main Administrative Office PO Box 67103, 3721 Tecport Drive
Harrisburg, PA 17106 800-788-6445
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address PO Box 67103, 3721 Tecport Drive Harrisburg, PA 17106
(Street and Number or P.O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records PO Box 67103, 3721 Tecport Drive
Harrisburg, PA 17106 717-671-2411
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Website Address www.healthamerica.cvtv.com

Statement Contact Dane J. Kreiss 717-671-2411
(Name) (Area Code) (Telephone Number) (Extension)
dkreiss@cvty.com 717-541-5918
(E-mail Address) (FAX Number)

Policyowner Relations Contact Customer Service Organization, PO Box 67103, 3721 Tecport Drive
Harrisburg, PA 17106 800-788-8445
(City or Town, State and Zip Code) (Area Code) (Telephone Number) (Extension)

OFFICERS

President Francis Samuel Soistman Jr. Secretary Nicholas Timothy Guarneschelli
Treasurer Stephen Richard Dengler

VICE PRESIDENTS

Dale Brian Wolf Shirley Ann Roquemore Smith Thomas Paul McDonough
John Joseph Stelben

DIRECTORS OR TRUSTEES

Dale Brian Wolf Thomas Paul McDonough Allen Floyd Wise
Jan Heeke Hodges Francis Samuel Soistman Jr. Robert Addison Mathias Ph.D
Ronald Michael Robinson Eugene Frank Weaver Charles John Wallendjack M.D.

State of Pennsylvania } ss
County of Dauphin

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual 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.

Francis Samuel Soistman Jr. Nicholas Timothy Guarneschelli Stephen Richard Dengler
President Secretary Treasurer

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

John C. Earnest

Notarial Seal
John C. Earnest, II, Notary Public
City of Harrisburg, Dauphin County
My Commission Expires June 11, 2006

ASSETS

	Current Period			Prior Year
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets	4 Net Admitted Assets
1. Bonds	126,668,878		126,668,878	109,383,904
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks				
3. Mortgage loans on real estate:				
3.1 First liens				
3.2 Other than first liens				
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (less \$ encumbrances)			(a)	
4.2 Properties held for the production of income (less \$ encumbrances)				
4.3 Properties held for sale (less \$ encumbrances)				
5. Cash (\$ (7,726,263)) and short-term investments (\$ 19,996,351)	12,270,088		12,270,088	37,098,506
6. Other long-term invested assets				
7. Receivable for securities				
8. Aggregate write-ins for invested assets				
9. Subtotals, cash and invested assets (Lines 1 to 8)	138,938,966		138,938,966	146,482,410
10. Accident and health premiums due and unpaid	21,326,908		21,326,908	15,412,228
11. Health care receivables	642,606		642,606	
12. Amounts recoverable from reinsurers	0		0	1,162,390
13. Net adjustment in assets and liabilities due to foreign exchange rates				
14. Investment income due and accrued	1,787,452		1,787,452	1,486,996
15. Amounts due from parent, subsidiaries and affiliates	3,912,569		3,912,569	6,598,629
16. Amounts receivable relating to uninsured accident and health plans	92,867		92,867	
17. Furniture and equipment	237,410	237,410	0	
18. Amounts due from agents				
19. Federal and foreign income tax recoverable and interest thereon (including \$ 3,310,297 net deferred tax asset)	17,122,175	11,286,410	5,835,765	4,104,205
20. Electronic data processing equipment and software	339,113	339,113	0	
21. Other nonadmitted assets	183,609	183,609	0	(1)
22. Aggregate write-ins for other than invested assets	10,144,321	9,793,262	351,059	
23. Total assets (Lines 9 plus 10 through 22)	194,727,996	21,839,804	172,888,192	175,246,857
DETAILS OF WRITE-INS				
0801.				
0802.				
0803.				
0898. Summary of remaining write-ins for Line 8 from overflow page				
0899. Totals (Lines 0801 thru 0803 plus 0898) (Line 8 above)				
2201. Prepaid expenses	344,544	344,544	0	0
2202. Intangible assets	9,448,718	9,448,718	0	0
2203. Amounts due from prior owner of New Alliance	351,059		351,059	0
2298. Summary of remaining write-ins for Line 22 from overflow page				
2299. Totals (Lines 2201 thru 2203 plus 2298) (Line 22 above)	10,144,321	9,793,262	351,059	

(a) \$ 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 \$ reinsurance ceded)	73,765,223	3,973,187	77,738,410	59,109,406
2. Accrued medical incentive pool and bonus payments	17,945		17,945	538,054
3. Unpaid claims adjustment expenses	2,749,530		2,749,530	2,054,697
4. Aggregate policy reserves	366,298		366,298	
5. Aggregate claim reserves				
6. Premiums received in advance	8,558,017		8,558,017	15,024,647
7. General expenses due or accrued	9,897,243		9,897,243	9,294,236
8. Federal and foreign income tax payable and interest thereon (including \$ (291,512) on realized capital gains (losses) (including \$ net deferred tax liability)	(291,512)		(291,512)	1,009,941
9. Amounts withheld or retained for the account of others	1,615		1,615	224,193
10. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)				
11. Amounts due to parent, subsidiaries and affiliates	1,422,769		1,422,769	5,381,922
12. Payable for securities				1,044,874
13. Funds held under reinsurance treaties with (\$ authorized reinsurers and \$ unauthorized reinsurers)				
14. Reinsurance in unauthorized companies				
15. Net adjustments in assets and liabilities due to foreign exchange rates				
16. Liability for amounts held under uninsured accident and health plans	(1,347,254)		(1,347,254)	401,947
17. Aggregate write-ins for other liabilities (including \$ current)	34,492,510		34,492,510	31,514,681
18. Total liabilities (Lines 1 to 17)	129,632,384	3,973,187	133,605,571	125,598,598
19. Common capital stock	XXX	XXX	5	5
20. Preferred capital stock	XXX	XXX		
21. Gross paid in and contributed surplus	XXX	XXX	2,888,585	2,888,585
22. Surplus notes	XXX	XXX		
23. Aggregate write-ins for other than special surplus funds	XXX	XXX		
24. Unassigned funds (surplus)	XXX	XXX	36,394,031	46,759,669
25. Less treasury stock, at cost:				
25.1 shares common (value included in Line 19)				
\$)	XXX	XXX		
25.2 shares preferred (value included in Line 20)				
\$)	XXX	XXX		
26. Total capital and surplus (Lines 19 to 25)	XXX	XXX	39,282,621	49,648,259
27. Total liabilities, capital and surplus (Lines 18 and 26)	XXX	XXX	172,888,192	175,246,857
DETAILS OF WRITE-INS				
1701. Due to capitated providers	241,570		241,570	327,504
1702. Office of personnel management reserve	30,768,519		30,768,519	27,033,568
1703. Restructuring Liability	0		0	206,224
1798. Summary of remaining write-ins for Line 17 from overflow page	3,482,421		3,482,421	3,947,385
1799. Totals (Lines 1701 thru 1703 plus 1798) (Line 17 above)	34,492,510		34,492,510	31,514,681
2301.	XXX	XXX		
2302.	XXX	XXX		
2303.	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX		
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	XXX	XXX		

CAPITAL AND SURPLUS ACCOUNT

	1 Current Year to Date	2 Prior Year
CAPITAL AND SURPLUS ACCOUNT:		
31. Capital and surplus prior reporting period	49,648,259	42,094,684
GAINS AND LOSSES TO CAPITAL & SURPLUS:		
32. Net income or (loss) from Line 30	14,509,001	16,276,704
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	464,174	9,940,252
37. Change in nonadmitted assets	(5,338,813)	(10,855,663)
38. Change in unauthorized reinsurance		
39. Change in treasury stock		
40. Change in surplus notes		
41. Cumulative effect of changes in accounting principles	0	4,192,282
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	(20,000,000)	(12,000,000)
45. Aggregate write-ins for gains or (losses) in surplus		
46. Net change in capital & surplus (Lines 32 to 45)	(10,365,638)	7,553,575
47. Capital and surplus end of reporting period (Line 31 plus 46)	39,282,621	49,648,259
DETAILS OF WRITE-INS		
4501.		
4502.		
4503.		
4598. Summary of remaining write-ins for Line 45 from overflow page		
4599. Totals (Lines 4501 thru 4503 plus 4598) (Line 45 above)		

STATEMENT AS OF SEPTEMBER 30, 2002 OF THE HealthAmerica Pennsylvania, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2 Individual	3 Group							
	Total			Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	196,513	558	173,213					22,742		
2. First Quarter	204,323	600	134,784				41,812	27,127		
3. Second Quarter	247,623	528	178,012				41,749	27,334		
4. Third Quarter	263,622	526	193,915				41,715	27,466		
5. Current Year										
6. Current Year Member Months	2,084,444	5,061	1,464,010				371,408	243,965		
Total Member Ambulatory Encounters for Period:										
7. Physician	1,156,660	3,908	666,534				232,020	254,198		
8. Non-Physician	94,871	390	51,350				19,286	23,845		
9. Total	1,251,531	4,298	717,884				251,306	278,043		
10. Hospital Patient Days Incurred	63,838	52	21,914				7,267	34,605		
11. Number of Inpatient Admissions	14,359	14	5,958				2,018	6,369		
12. Premiums Collected	415,368,254	830,737	210,310,498				80,619,323	123,607,696		
13. Premiums Earned	427,749,564	855,499	208,147,718				81,290,229	137,456,118		
14. Amount Paid for Provision of Health Care Services	354,377,351	707,714	169,865,795				67,841,073	115,962,769		
15. Amount Incurred for Provision of Health Care Services	372,486,247	744,972	179,165,885				70,772,387	121,803,003		

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 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (Hospital & Medical)	25,337,452	146,368,442	295,217	37,326,260	25,632,669	31,762,569
2. Medicare Supplement						
3. Dental Only						
4. Vision Only						
5. Federal Employees Health Benefits Plan Premiums	9,853,454	56,921,061	114,806	14,515,767	9,968,260	7,547,661
6. Title XVIII - Medicare	17,062,120	98,834,846	365,757	25,120,602	17,427,877	19,799,177
7. Title XIX - Medicaid						
8. Other						
9. Subtotal	52,253,026	302,124,349	775,780	76,962,629	53,028,806	59,109,407
10. Medical incentive pools, accruals and disbursements	(22)	0	0	17,945	(22)	538,054
11. Totals	52,253,004	302,124,349	775,780	76,980,574	53,028,784	59,647,461

NOTES TO FINANCIAL STATEMENTS

	Accrued audit fees			0	0	0
	Accrued bonuses			31,246	31,246	0
	Write off of business expansion costs			0	0	0
	Incurred business expansion costs			0	0	0
	Reorganization charges			72,178	72,178	0
	IRC Section 481 adjustment			0	0	0
	Accrued legal fees			87,408	178,942	(91,534)
	Gain share reserve			66,048	66,048	0
	Miscellaneous reserve			128,204	0	128,204
	Reinsurance reserve			610,220	585,902	24,318
	OPM contingency/accrual			3,490,740	3,490,740	0
	Charitable contributions			0	0	0
	Risk sharing liability			0	0	0
	Interest expense on surplus notes			0	0	0
	AHERF reserves			0	0	0
	Accrual to market discount			0	0	0
	Plan BANKR reserved at corporate			0	0	0
	RAR adjustments			0	0	0
	Stat to gaap adjustment			0	0	0
	Non-accruable revenue			0	0	0
	Retention bonus			0	0	0
	Deferred 311(B) sec. 197 goodwill			0	0	0
	Sale of CSC 1% interest in CMS			0	0	0
	Incurred business expansion costs - BR/QC			0	0	0
	Unrealized (gain) loss			0	0	0
	Health Majority Interest			1,629,129	1,629,129	0
	Section 338 Asset Write-Up			0	0	0
				0	0	0
	Sec. 382 net operating loss			0	0	0
	Nonadmitted assets			3,693,688	2,262,348	1,431,340
	Total deferred tax assets			14,892,505	14,180,075	712,430
	Nonadmitted deferred tax assets			(11,286,410)	(10,037,142)	(1,249,269)
	Admitted deferred tax assets			3,606,095	4,142,933	(536,839)
	Deferred Tax Liabilities:					
	Total deferred tax liabilities			295,798	47,542	248,257
	Net admitted deferred tax asset			3,310,297	4,095,392	(785,095)
	The change in net deferred income taxes is comprised of the following (exclusive of nonadmitted assets):					
				September 30, 2002	December 31, 2001	Change
	Total deferred tax assets			14,892,505	14,180,075	712,430
	Total deferred tax liabilities			295,798	47,542	248,257
	Net deferred tax asset			14,596,707	14,132,534	464,173
	Tax effect of unrealized gains(losses)					0
	Change in net deferred income tax					464,173

NOTES TO FINANCIAL STATEMENTS

	Stat to gaap adjustment				0			
	Non-accruable revenue				0			
	Retention bonus				0			
	Deferred 311(B) sec. 197 goodwill				0			
	Sale of CSC 1% interest in CMS				0			
	Incurred business expansion costs - BR/QC				0			
					0			
	Goodwill Adjustment				(496,513)			
	Non-Admitted Assets Acquired from New Alliance				(2,675,891)			
	Sec. 382 net operating loss				0			
	Nonadmitted assets				1,431,340			
	Total Statutory income taxes				2,913,314			
	Federal income taxes incurred				2,449,141			
	Change in net deferred income taxes				464,173			
	Total Statutory income taxes				2,913,314			
	e. Amount of net loss carryforwards available to offset future taxable income (from the current year:							
	None - The tax benefit of any current and prior operating losses has been realized as a result of the intercompany tax allocation agreement with the parent.							
	2. Amount of federal income taxes incurred in the current year and each preceding year that are available for recoupment in the event of future losses:							
		2002	2,913,314					
		2001	8,879,929					
		2000	5,073,157					
	f. 1. The Company's taxable income or loss is included in the consolidated federal income tax return of its parent company,							
	Coventry Health Care, Inc. The names of the entities with whom the Company's							
	federal income tax return is currently consolidated are included on page 20 of this Statement							
	(Schedule Y).							
	2. The method of tax allocation between the companies is subject to written agreement approved by							
	management of the respective companies. The tax allocation agreement with the Parent is based upon							
	separate return calculations with the current credit for the tax benefit of net losses or current charge for							
	taxes incurred on net income. Intercompany tax balances are settled monthly.							

17c. Wash Sales
The Company had no wash sales during the current quarter.

GENERAL INTERROGATORIES

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

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: \$ 0

12. Amount of real estate and mortgages held in short-term investments: \$ 0

13.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [] No [X]

13.2 If yes, please complete the following:

	1 Prior Year-End Statement Value	2 Current Quarter Statement Value
13.21 Bonds	\$	\$
13.22 Preferred Stock	\$	\$
13.23 Common Stock	\$	\$
13.24 Short-term Investments	\$	\$
13.25 Mortgages, Loans or Real Estate	\$	\$
13.26 All Other	\$	\$
13.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 13.21 to 13.26)	\$	\$
13.28 Total Investment in Parent included in Lines 13.21 to 13.26 above	\$	\$
13.29 Receivable from Parent not included in Lines 13.21 to 13.26 above	\$	\$

14.1 Does the reporting entity have any hedging transactions reported 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
Custodial - First Union National Bank	740 15th Street NW 3rd Floor Washington, DC 20005

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
NASD 1512	Conning	185 Asylum Street City Place II Hartford, CT 06103-4105
105900	New England Asset Management	Pond View Corporate Center 76 Patterson Park Road Farmington, CT 06032
104594	Evergreen	225 Water Street Suite 500 Jacksonville, FL 32202

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Statement Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Statement Value End of First Quarter	6 Statement Value End of Second Quarter	7 Statement Value End of Third Quarter	8 Statement Value December 31 Prior Year
BONDS								
1. Class 1	140,743,296	76,271,052	71,615,207	(147,947)	141,353,972	140,743,296	145,251,194	130,692,171
2. Class 2	3,371,964		1,947,800	(10,129)	5,280,996	3,371,964	1,414,035	5,702,014
3. Class 3	48,400		59,670	11,270		48,400	0	
4. Class 4								
5. Class 5								
6. Class 6	150,000		1,054,655	904,655		150,000	0	
7. Total Bonds	144,313,660	76,271,052	74,677,332	757,849	146,614,968	144,313,660	146,665,229	136,394,185
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6			0	0			0	
14. Total Preferred Stock			0	0			0	
15. Total Bonds and Preferred Stock	144,313,660	76,271,052	74,677,332	757,849	146,614,968	144,313,660	146,665,229	136,394,185

Schedule DB - Part F - Section 1

NONE

Schedule DB - Part F - Section 2

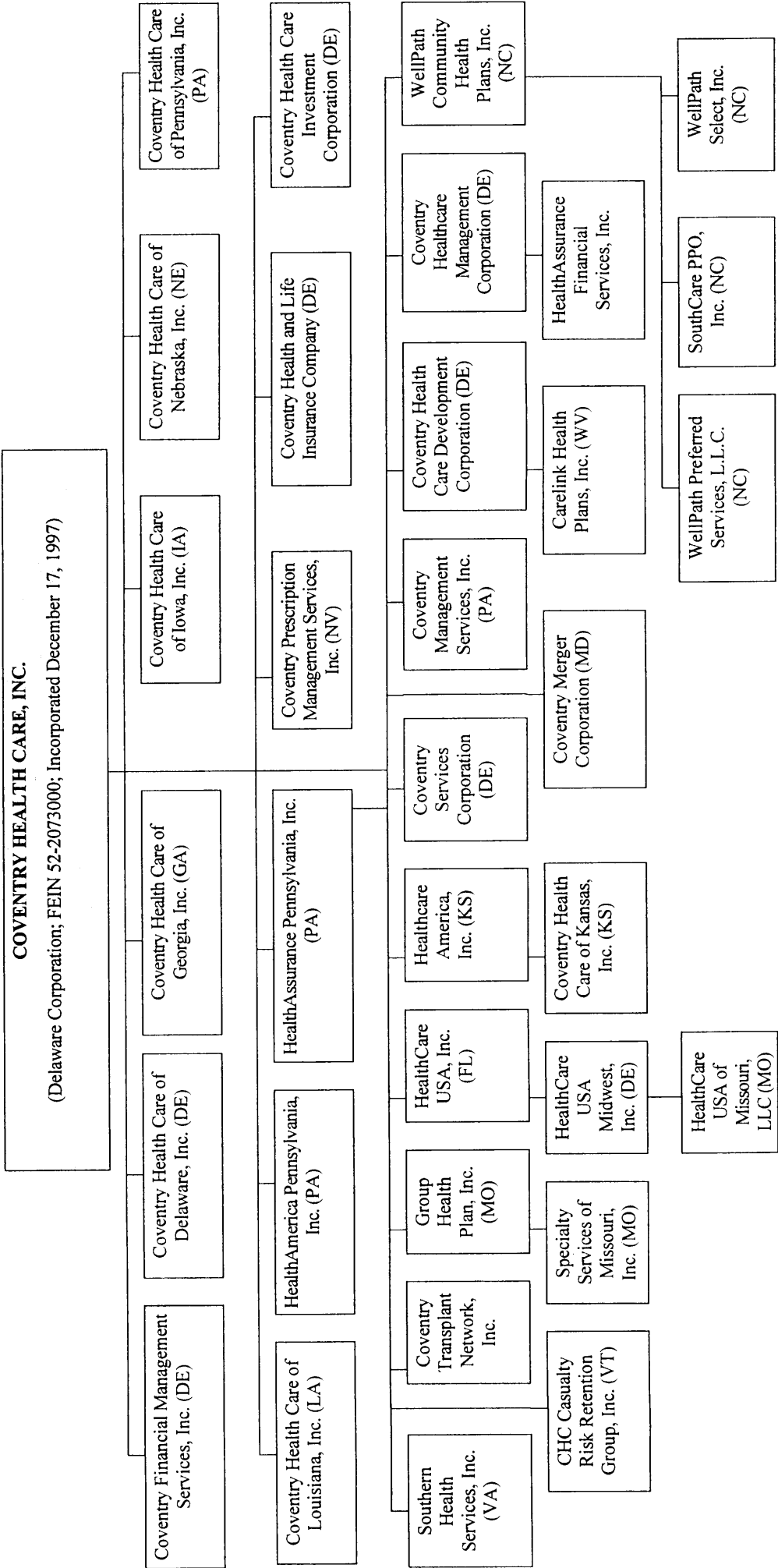
NONE

Schedule S

NONE

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

Coventry Health Care, Inc. Organizational Chart



OVERFLOW PAGE FOR WRITE-INS

MQ003 Additional Aggregate Lines for Page 03 Line 17.
*LIAB

1704.	Refund Liability	1,478,130	1,478,130	2,537,686
1705.	Other Liabilities - Long Term	771,241	771,241	935,000
1706.	Abandon property liability	456,368	456,368	474,699
1707.	Accrued Acquisition Costs	776,682	776,682	0
1797.	Summary of remaining write-ins for Line 17 from Page 03	3,482,421	3,482,421	3,947,385

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)
BONDS								
GOVERNMENTS								
UNITED STATES								
31359M-NP-4	FANNIE MAE 07/15/2007 4.250	08/09/2002	LEHMAN BROTHERS		2,048,000	2,000,000	4,722	1
31359M-PP-4	FANNIE MAE 09/15/2012 4.375	09/19/2002	LEHMAN BROTHERS		995,770	1,000,000		1
0399996 - Bonds - U.S. Government					3,043,770	3,000,000	4,722	XXX
0399999 - Total - Bonds - U.S. Government					3,043,770	3,000,000	4,722	XXX
POLITICAL SUBDIVISIONS								
UNITED STATES								
PENNSYLVANIA								
548246-AK-3	LOWER MERION PA SCH D 05/15/2012 5.000	08/23/2002	RAYMOND JAMES		1,100,500	1,000,000	139	1PE
709141-VZ-5	PENNSYLVANIA ST 05/01/2011 5.500	08/29/2002	FIRST ALBANY CORP		1,143,410	1,000,000	18,792	1PE
932432-KH-9	WALLEPAUPACK PENN AR 11/15/2011 4.750	09/23/2002	RAYMOND JAMES		1,115,170	1,000,000	17,285	1
TOTAL PENNSYLVANIA					3,359,080	3,000,000	36,215	XXX
TEXAS								
358802-VJ-2	FRISCO TEX INDPT SCH 08/15/2013 5.000	08/27/2002	DAIN RAUSCHER		1,079,290	1,000,000	5,417	1PE
TOTAL TEXAS					1,079,290	1,000,000	5,417	XXX
2499996 - Bonds - Political Subdivision - United States					4,438,370	4,000,000	41,632	XXX
2499999 - Total - Bonds - Political Subdivisions					4,438,370	4,000,000	41,632	XXX
SPECIAL REVENUE & SPECIAL ASSES								
UNITED STATES								
ARIZONA								
040670-BD-2	ARIZONA STUDENT LN AS 05/01/2029 1.290	09/05/2002	DAIN RAUSCHER		500,000	500,000	2,511	1PE
TOTAL ARIZONA					500,000	500,000	2,511	XXX
US AGENCY								
313399-NK-9	FHR 2343 ZW 09/01/2007 6.500	09/17/2002	CAPITALIZED INTEREST		17,245	17,245		1
31391E-AP-6	FN 664314 09/01/2017 5.000	09/25/2002	MERRILL LYNCH		1,016,563	1,000,000	4,028	1
717903-TV-0	PHILADELPHIA PA HOSP 03/06/2012 3.290	09/11/2002	LEHMAN BROTHERS		700,000	700,000		1PE
TOTAL US AGENCY					1,733,808	1,717,245	4,028	XXX
3199996 - Bonds - Special Revenues - United States					2,233,808	2,217,245	6,538	XXX
3199999 - Total - Bonds - Special Revenue					2,233,808	2,217,245	6,538	XXX
INDUSTRIAL & MISC. (UNAFFIL)								
UNITED STATES								
369626-ZH-0	GENERAL ELEC CAP CORP 09/15/2009 4.625	09/18/2002	LEHMAN BROTHERS		998,420	1,000,000		1PE
438115-AD-9	HAROT 2002-1 A4 01/15/2006 4.220	09/23/2002	BARCLAYS		1,036,797	1,000,000	1,289	1PE
43811N-AD-0	HAROT 2002-3 A4 07/18/2006 3.610	08/12/2002	SALOMON SMITH BARNEY		1,013,672	1,000,000	2,106	1PE
CANADA								
055650-AA-7	BP CANADA FINANCE 10/31/2007 3.375	09/18/2002	GOLDMAN SACHS		998,580	1,000,000		1PE
4599996 - Bonds - Industrial and Misc - United States					3,048,889	3,000,000	3,395	XXX
4599997 - Bonds - Industrial and Misc - Canada					998,580	1,000,000	0	XXX
4599999 - Total - Bonds - Industrial, Misc.					4,047,469	4,000,000	3,395	XXX
6099997 - Total - Bonds - Part 3					13,763,416	13,217,245	56,288	XXX
6099998 - Total - Bonds - Part 5					7,499,664	7,500,000	3,914	XXX
6099999 - Total - Bonds					21,263,080	20,717,245	60,201	XXX
6599999 - Total - Preferred Stocks						XXX		XXX
7099999 - Total - Common Stocks					0	XXX	0	XXX
7199999 - Total - Preferred and Common Stocks					0	XXX	0	XXX
7299999 - Totals					21,263,080	XXX	60,201	XXX

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

STATEMENT AS OF SEPTEMBER 30, 2002 OF THE HealthAmerica Pennsylvania, Inc.

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17
CUSIP Identi- fication	Description	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Book/Adjusted Carrying Value at Disposal Date	Increase (Decrease) by Adjustment	Increase (Decrease) by Foreign Exchange Adjustment	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Interest on Bonds Received During Year	Dividends on Stocks Received During Year	NAIC Desig- nation (a)
TOTAL ARIZONA																
GEORGIA																
591745-VT-8	METROPOLITAN ATLANTA 07/01/2005	08/01/2002	10000 COVENTRY HEALTH CARE INC - CORP		495,183	445,000	497,381	473,622	(4,488)			26,049	26,049	30,130	XXX	1PE
TOTAL GEORGIA																
HAWAII																
419794-TN-2	HAWAII ST ARTS SYS R 07/01/2007	08/01/2002	10000 COVENTRY HEALTH CARE INC - CORP		1,071,850	1,000,000	1,036,120	1,033,001	(3,148)			41,997	41,997	59,583	XXX	1PE
TOTAL HAWAII																
INDIANA																
143283-CL-1	CARMEL IND HIGH SCHOOL 07/15/2003	08/01/2002	10000 COVENTRY HEALTH CARE INC - CORP		822,256	800,000	816,640	806,496	(2,417)			18,177	18,177	38,018	XXX	1PE
TOTAL INDIANA																
IOWA																
462590-ER-7	IOWA STUDENT LN LIQUID 12/01/2007	08/01/2002	10000 COVENTRY HEALTH CARE INC - CORP		1,043,090	1,000,000	1,002,780	1,002,632	(230)			40,688	40,688	30,333	XXX	1PE
TOTAL IOWA																
MICHIGAN																
594614-JS-9	MICHIGAN ST BLDG AUTH 10/15/2003	08/01/2002	10000 COVENTRY HEALTH CARE INC - CORP		1,288,863	1,250,000	1,262,388	1,255,318	(1,694)			35,238	35,238	42,205	XXX	1PE
TOTAL MICHIGAN																
MINNESOTA																
604152-AB-4	MINNESOTA ST HIGHER E 01/01/2037	07/10/2002	DAIN RAUSCHER		300,000	300,000	300,000	300,000	0			0	0	471	XXX	1PE
TOTAL MINNESOTA																
NEBRASKA																
534357-CP-7	LINCOLN WEB WORKS RE 08/15/2006	08/01/2002	10000 COVENTRY HEALTH CARE INC - CORP		788,745	750,000	774,953	769,839	(2,985)			21,891	21,891	37,483	XXX	1PE
TOTAL NEBRASKA																
WASHINGTON																
812642-XS-0	SEATTLE WASH MUN LT & 12/01/2006	08/01/2002	10000 COVENTRY HEALTH CARE INC - CORP		271,498	250,000	256,453	255,439	(566)			16,644	16,644	8,333		1PE
939830-VA-0	WASHINGTON ST PUB PWR 07/01/2003	08/01/2002	10000 COVENTRY HEALTH CARE INC - CORP		458,541	445,000	454,612	447,862	(1,092)			11,771	11,771	24,104	XXX	1PE
TOTAL WASHINGTON																
US AGENCY																
31295W-XZ-6	FG A01586 12,000	02/01/2017	MBS PAYDOWN		6,339	6,339	7,005	6,990	(651)				0	512		1
31287S-3F-2	FG C67088 6,500	05/01/2032	MBS PAYDOWN		6,795	6,795	6,795	6,795					0	72		1
31281L-AL-2	FG N70011 10,000	09/01/2020	MBS PAYDOWN		11,518	11,518	12,382	12,375	(858)				0	767		1
31340L-JH-1	FH 180264 11,000	04/01/2011	MBS PAYDOWN		2,559	2,559	2,712	2,707	(149)				0	167		1
31340W-VV-4	FH 181528 13,000	08/01/2010	MBS PAYDOWN		277	277	293	293	(16)				0	24		1
31340W-6T-5	FH 189882 13,750	08/01/2014	MBS PAYDOWN		346	346	367	367	(21)				0	32		1
31341J-LJ-1	FH 257465 11,500	11/01/2015	MBS PAYDOWN		157	157	166	166	(9)				0	12		1
31343D-OW-6	FH 272913 11,000	04/01/2011	MBS PAYDOWN		1,906	1,906	2,020	2,015	(109)				0	140		1
31343E-D8-0	FH 273727 10,500	06/01/2014	MBS PAYDOWN		331	331	351	350	(20)				0	23		1
31290J-HZ-8	FH 553848 10,000	11/01/2017	MBS PAYDOWN		643	643	682	681	(38)				0	43		1

SCHEDULE D - PART 4

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

1	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)
06423A-AC-7	BANK ONE CORP 08/01/2002 6.400	08/01/2002	MATURITY 10000 COVENTRY HEALTH CARE INC - CORP		600.000	600.000	587.610	596.791	3.209				0	38.400		1PE
097014-AG-9	BOEING CAPITAL CORP 02/15/2012 6.500	08/01/2002	10000 COVENTRY HEALTH CARE INC - CORP		42.627	40.000	40.861	40.861	(16)			1.782	1.782	1.199		1PE
20029P-AM-1	COMCAST CABLE COMMUNI 06/15/2009 6.875	08/01/2002	10000 COVENTRY HEALTH CARE INC - CORP		52.534	60.000	58.533	58.533	39			(6.038)	(6.038)	2.589		2PE
20033T-AF-2	COMED 1998-1 A6 06/25/2007 5.630	07/12/2002	GOLDMAN SACHS 10000 COVENTRY HEALTH CARE INC - CORP		1.057.188	1,000.000	1,032.539	1,032.539	(2.493)			27.141	27.141	31.591		1
207678-AB-9	CTRRB 2001-1 A2 03/30/2005 5.360	08/01/2002	10000 COVENTRY HEALTH CARE INC - CORP		57.615	55.000	56.786	56.786	(206)			1.034	1.034	991		1PE
285659-AD-0	ELECTRONIC DATA SYSTE 10/15/2004 6.850	07/12/2002	FIRST TENNESSEE 10000 COVENTRY HEALTH CARE INC - CORP		524.665	500.000	499.495	499.705	54			24.906	24.906	25.878		1
532457-AT-5	ELL LILLY & CO 07/15/2006 5.500	08/01/2002	10000 COVENTRY HEALTH CARE INC - CORP		1,046.740	1,000.000	996.150	996.488	397			49.855	49.855	57.903		1
268917-FQ-9	ECCC 1999-3 A2F 10/01/2002 6.887	09/01/2002	MBS PAYDOWN 10000 COVENTRY HEALTH CARE INC - CORP		110.804	110.804	108.519	110.356	448				0	5.065		1PE
31410H-AP-6	FEDERATED DEPT STORES 04/01/2009 6.300	08/01/2002	10000 COVENTRY HEALTH CARE INC - CORP		61.606	60.000	59.182	59.182	24			2.400	2.400	1.260		2PE
32027N-AP-6	FFML 2002-FF1 1A2 05/01/2004 3.790	08/01/2002	10000 COVENTRY HEALTH CARE INC - CORP		55.583	55.000	55.000	55.000				583	583	347		1PE
381120-AA-2	GMLA 2000-1 A 08/01/2028 7.875	09/01/2002	MBS PAYDOWN 10000 COVENTRY HEALTH CARE INC - CORP		47.554	47.554	47.554	47.554					0	2.531		1PE
441812-GJ-7	HOUSEHOLD FINANCE COR 08/01/2003 7.000	08/01/2002	10000 COVENTRY HEALTH CARE INC - CORP		1,042.752	1,000.000	999.040	999.589	146			43.017	43.017	70.000		1PE
459200-AM-1	IBM CORP 10/01/2006 4.875	07/12/2002	FIRST TENNESSEE 10000 COVENTRY HEALTH CARE INC - CORP		1,260.550	1,250.000	1,242.488	1,242.869	722			16.959	16.959	49.089		1
524908-DD-9	LEHMAN BROTHERS HOLD1 05/15/2006 6.250	08/01/2002	10000 COVENTRY HEALTH CARE INC - CORP		63.829	60.000	61.817	61.817	(101)			2.112	2.112	2.667		1
654106-AB-9	NIKE INC 08/15/2006 5.500	08/01/2002	10000 COVENTRY HEALTH CARE INC - CORP		1,048.210	1,000.000	997.160	997.346	299			51.565	51.565	52.556		1
66937N-VE-5	NSCOR 1997-18 A1 01/01/2003 6.750	09/01/2002	MBS PAYDOWN 10000 COVENTRY HEALTH CARE INC - CORP		12.856	12.856	12.348	12.649	207				0	597		1PE
718507-BQ-8	PHILLIPS PETROLEUM CO 05/25/2010 8.750	08/01/2002	10000 COVENTRY HEALTH CARE INC - CORP		47.695	40.000	46.404	46.404	(154)			1.445	1.445	2.392		2
749121-AL-3	QUEST COMMUNICATIONS 11/01/2008 7.500	07/17/2002	UBS SECURITIES		37.600	80.000	59.200	59.200	470			(22.070)	(22.070)	4.350		3
812400-JA-1	SEARS ROEBUCK ACCEPTA 07/09/2002 6.630	07/09/2002	MATURITY 10000 COVENTRY HEALTH CARE INC - CORP		500.000	500.000	491.765	498.046	1,954				0	29.835		2PE
852060-AG-7	SPRINT CAPITAL CORP 05/01/2019 6.900	08/01/2002	10000 COVENTRY HEALTH CARE INC - CORP		27.889	40.000	32.625	32.625	48			(4.784)	(4.784)	2.070		2PE
92344W-AA-9	VERIZON MARYLAND INC 03/01/2012 6.125	08/01/2002	10000 COVENTRY HEALTH CARE INC - CORP		55.538	60.000	56.335	56.335	68			(865)	(865)	1.593		1PE
98157D-AC-0	WORLDCOM INC 05/15/2006 8.000	07/03/2002	FIRST TENNESSEE		147.600	1,000.000	1,085.340	1,061.107	(6.453)			(907.055)	(907.055)	40.000		6
OTHERS																
03746W-AA-0	APACHE FINANCE PTY LT 12/15/2007 6.500	08/01/2002	10000 COVENTRY HEALTH CARE INC - CORP		1.095.460	1,000.000	1,023.530	1,022.170	(1,844)			75.133	75.133	40.806		1PE
767201-AA-4	R10 TINTO FIN USA LTD 07/03/2008 5.750	07/12/2002	JP MORGAN SECURITIES INC		1.046.710	1,000.000	1,029.920	1,029.920	(2.221)			19.011	19.011	30.986		1PE
4599996 - Bonds - Industrial and Misc - United States					7.965.336	8.631.391	8.688.797	8.683.829	(1.807)	0	0	(716.686)	(716.686)	423.651	XX	XX

SCHEDULE D - PART 4

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

1	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)
416515-10-4	HARTFORD FINANCIAL SVCS GRP	07/12/2002	LEHMAN BROTHERS	630,000	34,323		43,659	43,659				(9,336)	(9,336)			L
437076-10-2	HOME DEPOT INC	07/12/2002	LEHMAN BROTHERS	750,000	21,803		34,778	34,778				(12,974)	(12,974)		38	L
459200-10-1	IBM CORP	07/12/2002	LEHMAN BROTHERS	550,000	38,054		46,068	46,068				(8,014)	(8,014)			L
458140-10-0	INTEL CORP	07/12/2002	LEHMAN BROTHERS	2,810,000	50,500		80,394	80,394				(29,894)	(29,894)			L
460146-10-3	INTERNATIONAL PAPER	07/12/2002	LEHMAN BROTHERS	620,000	25,377		25,687	25,687				(310)	(310)			L
832696-40-5	JM SMUCKERCO/HF-NEW COM	07/12/2002	LEHMAN BROTHERS	15,000	471		530	530				(59)	(59)		261	L
492386-10-7	KERR-MCGEE CORP	07/12/2002	LEHMAN BROTHERS	580,000	21,777		34,684	34,684				(6,907)	(6,907)			L
495582-10-8	KING PHARMACEUTICALS INC	07/12/2002	LEHMAN BROTHERS	600,000	11,539		18,804	18,804				(7,265)	(7,265)			L
500255-10-4	KOHL'S CORP	07/12/2002	LEHMAN BROTHERS	470,000	31,476		34,639	34,639				(3,163)	(3,163)		82	L
50075N-10-4	KRAFT FOODS INC - A	07/12/2002	LEHMAN BROTHERS	630,000	22,662		25,855	25,855				(3,194)	(3,194)			L
521865-10-5	LEAR CORP	07/12/2002	LEHMAN BROTHERS	540,000	27,761		27,761	27,761				(3,666)	(3,666)			L
523457-10-8	LILLY (ELI) & CO	07/12/2002	LEHMAN BROTHERS	670,000	24,095		27,499	27,499				(4,273)	(4,273)			L
539830-10-9	LOCKHEED MARTIN CORP	07/12/2002	LEHMAN BROTHERS	460,000	33,661		44,254	44,254				(10,592)	(10,592)			L
548661-10-7	LOWE'S COMPANIES INC	07/12/2002	LEHMAN BROTHERS	860,000	36,680		37,111	37,111				(431)	(431)		17	L
57772K-10-1	MAXIM INTEGRATED PRODUCTS	07/12/2002	LEHMAN BROTHERS	550,000	34,538		27,390	27,390				(1,831)	(1,831)			L
580645-10-9	MEDIA CORP	07/12/2002	LEHMAN BROTHERS	1,240,000	21,764		43,958	43,958				(5,626)	(5,626)		124	L
585055-10-6	MCGRAW HILL COMPANIES INC	07/12/2002	LEHMAN BROTHERS	960,000	39,904		26,876	26,876				(4,054)	(4,054)		60	L
590188-10-8	MEDTRONIC INC	07/12/2002	LEHMAN BROTHERS	420,000	23,911		42,902	42,902				(2,965)	(2,965)		106	L
594918-10-4	METROSOFT CORP	07/12/2002	LEHMAN BROTHERS	2,070,000	37,114		27,680	27,680				(2,811)	(2,811)			L
640938-10-6	NETWORK ASSOCIATES INC	07/12/2002	LEHMAN BROTHERS	880,000	24,869		108,178	108,178				(869)	(869)			L
654222-10-0	NOBLE CORP - SPON ADR	07/12/2002	LEHMAN BROTHERS	1,010,000	107,310		15,620	15,620				(3,316)	(3,316)		88	L
654902-20-4	OWNITCOM GROUP	07/12/2002	LEHMAN BROTHERS	340,000	24,052		29,478	29,478				(5,426)	(5,426)		165	L
681919-10-6	PEPSICO INC	07/12/2002	LEHMAN BROTHERS	1,100,000	17,823		29,662	29,662				(2,675)	(2,675)		90	L
713448-10-8	PFIZER INC	07/12/2002	LEHMAN BROTHERS	2,330,000	74,982		84,696	84,696				(11,839)	(11,839)		615	L
717081-10-3	PHARMACIA CORP	08/01/2002	VARIOUS	670,000	21,823		27,740	27,740				(10,801)	(10,801)		296	L
717130-10-2	PHILIP MORRIS COMPANIES INC	07/12/2002	LEHMAN BROTHERS	1,060,000	45,475		57,696	57,696				1,862	1,862			L
718154-10-7	PHILIP MORRIS COMPANIES INC	07/12/2002	LEHMAN BROTHERS	990,000	29,384		27,522	27,522				(4,636)	(4,636)			L
74251V-10-2	PRINCIPAL FINANCIAL GROUP	07/12/2002	LEHMAN BROTHERS	780,000	65,215		69,852	69,852				(6,948)	(6,948)		86	L
742718-10-9	PROCTOR & GAMBLE CO	07/12/2002	LEHMAN BROTHERS	350,000	25,214		32,162	32,162				615	615			L
74834L-10-0	QUEST DIAGNOSTICS	07/12/2002	LEHMAN BROTHERS	500,000	19,170		18,555	18,555				(9,001)	(9,001)		180	L
775371-10-7	ROHM & HAAS CO	07/12/2002	LEHMAN BROTHERS	660,000	12,515		21,516	21,516				(3,494)	(3,494)			L
803054-20-4	SAP AG-SPONSORED ADR	07/12/2002	LEHMAN BROTHERS	670,000	20,489		23,983	23,983				(2,782)	(2,782)			L
85590A-20-3	STARWOOD HOTELS & RESORTS WLDWIDE	07/12/2002	LEHMAN BROTHERS	630,000	13,368		16,151	16,151				(4,378)	(4,378)			L
87612E-10-6	TARGET CORP	07/12/2002	LEHMAN BROTHERS	630,000	19,461		23,839	23,839				(510)	(510)			L
879403-78-0	TELEFONOS DE MEXICO - SP ADR L	07/12/2002	LEHMAN BROTHERS	765,000	36,909		37,419	37,419				(3,715)	(3,715)			L
880336-10-0	TENET HEALTHCARE CORP	07/17/2002	LEHMAN BROTHERS	540,000	34,177		37,892	37,892				(8,019)	(8,019)			L
913017-10-9	TENET HEALTHCARE CORP	07/12/2002	LEHMAN BROTHERS	540,000	39,081		47,100	47,100				(5,181)	(5,181)		128	L
925524-30-8	UNITED TECH CORP	07/12/2002	LEHMAN BROTHERS	1,000,000	90,340		95,521	95,521				(12,223)	(12,223)			L
931142-10-3	VIACOM INC-CL B	07/12/2002	LEHMAN BROTHERS	1,710,000	25,397		37,620	37,620				(445,699)	(445,699)	XXX	5,048	XXX
983024-10-0	WAL-MART STORES	07/12/2002	LEHMAN BROTHERS	560,000	2,407,241	XXX	2,852,940	2,852,940	0	0	0	(445,699)	(445,699)	XXX	5,048	XXX
983024-10-0	WAL-MART STORES	07/12/2002	LEHMAN BROTHERS	560,000	2,407,241	XXX	2,852,940	2,852,940	0	0	0	(445,699)	(445,699)	XXX	5,048	XXX
66999999 - Common Stocks - Industrial and Miscellaneous					2,407,241	XXX	2,852,940	2,852,940	0	0	0	(445,699)	(445,699)	XXX	5,048	XXX
70999997 - Common Stocks - Part 4					2,702,171	XXX	3,169,297	3,169,297	0	0	0	(467,126)	(467,126)	XXX	7,439	XXX
70999999 - Total - Common Stocks					2,702,171	XXX	3,169,297	3,169,297	0	0	0	(467,126)	(467,126)	XXX	7,439	XXX
71999999 - Total - Preferred and Common Stocks					2,702,171	XXX	3,169,297	3,169,297	0	0	0	(467,126)	(467,126)	XXX	7,439	XXX
72999999 Totals					36,006,259	XXX	36,767,956	36,895,339	(49,679)	0	0	(639,401)	(639,401)	1,185,127	7,439	XXX

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

STATEMENT AS OF SEPTEMBER 30, 2002 OF THE HealthAmerica Pennsylvania, Inc.

SCHEDULE E - PART 1 - CASH

Month End Depository Balances								8
1	2	3	4	Book Balance at End of Each Month During Current Quarter			8	
				5	6	7		
Depository	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*	
Mellon Bank - Concentration	1.768	70,332	12,950	(1,632,123)	380,667	(7,686,471)		
BB&T	0.900	1,212		116,088	449,352	(105,759)		
First Union	1.720							
PNC Advisors	1.500	172		62,971	63,017	63,017		
0199998 Deposits in depositories which do not exceed the allowable limit in any one depository (See Instructions) - Open Depositories	XXX						XXX	
0199999 Totals - Open Depositories	XXX	71,716	12,950	(1,453,064)	893,036	(7,729,213)	XXX	