

QUARTERLY STATEMENT

OF THE

PacifiCare of Ohio, Inc.

of _____

Cincinnati

in the state of _____

Ohio

TO THE

Insurance Department

OF THE

STATE OF OHIO

FOR THE QUARTER ENDED
September 30, 2002

HEALTH

2002



95940200220100103

HEALTH QUARTERLY STATEMENT

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

PaciCare of Ohio, Inc.

NAIC Group Code	0466 (Current Period)	0466 (Prior Period)	NAIC Company Code	95940	Employer's ID Number	31-1098026
Organized under the Laws of			Ohio	, State of Domicile or Port of Entry		
Country of Domicile			United States			
Licensed as business type: Life, Accident & Health <input type="checkbox"/>		Property/Casualty <input type="checkbox"/>	Health Service Corporation <input type="checkbox"/>	Dental Service Corporation <input type="checkbox"/>		
Vision Service Corporation <input type="checkbox"/>		Other <input type="checkbox"/>	Health Maintenance Organization <input checked="" type="checkbox"/>	Is HMO Federally Qualified? YES <input checked="" type="checkbox"/> NO <input type="checkbox"/>		
Date Incorporated or Organized:			March 26, 1984	Date Commenced Business:		
Statutory Home Office:			7207 Wooster Pike #259	Cincinnati, OH 45227		
Main Administrative Office:			6455 South Yosemite Street	Greenwood Village, CO 80111	303-220-5800	
Mail Address:			6455 South Yosemite Street	Greenwood Village, CO 80111		
Primary Location of Books and Records:			6455 South Yosemite Street	Greenwood Village, CO 80111	303-220-5800	
Internet Website Address:			N/A			
Statement Contact:			Brian Crary	303-714-3542		
				303-714-3978		
			(E-Mail Address)	(Fax Number)		
Policyowner Relations Contact:			6455 South Yosemite Street	Greenwood Village, CO 80111	303-220-5800	

OFFICERS

President: Thomas Dale Anthony
Secretary: Joseph Samuel Konowiecki
Treasurer: Coy Franklin Baugh
Actuary:

Vice-Presidents

State of Ohio
County of Hamilton ss

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.

(Signature)

(Signature)

(Signature)

Thomas Dale Anthony

Joseph Samuel Konowiecki

Coy Franklin Raugh

(Printed Name)
President

Printed Name _____

Printed Name _____

Subscribed and sworn to before me this

NOTARY PUBLIC (Seal)

ASSETS

	Current Period			Prior Year
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets	4 Net Admitted Assets
1. Bonds				6,315,065
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 \$ 0 encumbrances)				(a)
4.2 Properties held for the production of income (less \$ 0 encumbrances)				
4.3 Properties held for sale (less \$ 0 encumbrances)				
5. Cash (\$ 6,540,371) and short-term investments (\$ 484,479)	7,024,850		7,024,850	10,969,313
6. Other long-term invested assets				
7. Receivable for securities				
8. Aggregate write-ins for invested assets				
9. Subtotal cash and invested assets (Lines 1 to 8)	7,024,850		7,024,850	17,284,378
10. Accident and health premiums due and unpaid				74,901
11. Health care receivables				
12. Amounts recoverable from reinsurers				
13. Net adjustment in assets and liabilities due to foreign exchange rates				
14. Investment income due and accrued	8,218		8,218	36,602
15. Amounts due from parent, subsidiaries and affiliates				3,114,400
16. Amounts receivable relating to uninsured accident and health plans				
17. Furniture and equipment				
18. Amounts due from agents				
19. Federal and foreign income tax recoverable and interest thereon (including \$ 0 net deferred tax asset)				
20. Electronic data processing equipment and software				
21. Other nonadmitted assets				
22. Aggregate write-ins for other than invested assets				
23. Total assets (Lines 9 plus 10 through 22)	7,033,068		7,033,068	20,510,281

DETAILS OF WRITE-INS				
0801.				
0802.				
0803.				
0898. Summary of remaining write-ins for Line 8 from overflow page				
0899. Totals (Lines 0801 through 0803 plus 0898) (Line 8 above)				
2201.				
2202.				
2203.				
2298. Summary of remaining write-ins for Line 22 from overflow page				
2299. Totals (Lines 2201 through 2203 plus 2298) (Line 22 above)				

(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)				103,908
2. Accrued medical incentive pool and bonus payments				685,492
3. Unpaid claims adjustment expenses				2,362
4. Aggregate policy reserves				
5. Aggregate claim reserves				
6. Premiums received in advance				
7. General expenses due or accrued				455,869
8. Federal and foreign income tax payable and interest thereon (including \$ 0 on realized capital gains (losses) (including \$ 0 net deferred tax liability)				
9. Amounts withheld or retained for the account of others				
10. Borrowed money (including \$ 0 current) and interest thereon \$ 0 (including \$ 0 current)				
11. Amounts due to parent, subsidiaries and affiliates				9,663
12. Payable for securities				
13. Funds held under reinsurance treaties with (\$ 0 authorized reinsurers and \$ 0 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				
17. Aggregate write-ins for other liabilities (including \$ 0 current)				6,451,441
18. Total liabilities (Lines 1 to 17)				7,708,735
19. Common capital stock	XXX	XXX		
20. Preferred capital stock	XXX	XXX		
21. Gross paid in and contributed surplus	XXX	XXX	11,445,580	17,445,580
22. Surplus notes	XXX	XXX		
23. Aggregate write-ins for other than special surplus funds	XXX	XXX		
24. Unassigned funds (surplus)	XXX	XXX	(4,412,512)	(4,644,034)
25. Less treasury stock, at cost:				
25.1 0 shares common (value included in Line 19 \$ 0)	XXX	XXX		
25.2 0 shares preferred (value included in Line 20 \$ 0)	XXX	XXX		
26. Total capital and surplus (Lines 19 to 24 less 25)	XXX	XXX	7,033,068	12,801,546
27. Total liabilities, capital and surplus (Lines 18 and 26)	XXX	XXX	7,033,068	20,510,281

DETAILS OF WRITE-INS				
1701. A/P and Other Accrued				6,451,441
1702.				
1703.				
1798. Summary of write-ins for Line 17 from overflow page				
1799. Totals (Lines 1701 through 1703 plus 1798) (Line 17 above)				6,451,441
2301.	XXX	XXX		
2302.	XXX	XXX		
2303.	XXX	XXX		
2398. Summary of write-ins for Line 23 from overflow page	XXX	XXX		
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	XXX	XXX		

STATEMENT OF REVENUE AND EXPENSES

	Current Year to Date		Prior Year
	1	2	3
	Uncovered	Total	Total
1. Member Months	XXX		
2. Net premium income	XXX	28,160	(328,202)
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	39,269	143,027
7. Total revenues (Lines 2 to 6)	XXX	67,429	(185,175)
Medical and Hospital:			
8. Hospital/medical benefits	5,162	(29,329)	(578,274)
9. Other professional services			(6,736)
10. Outside referrals			
11. Emergency room and out-of-area	52,722	56,412	759,072
12. Prescription drugs			(77,347)
13. Aggregate write-ins for other medical and hospital	9,013	50,031	933,040
14. Incentive pool and withhold adjustments		(573,430)	(2,181,441)
15. Subtotal (Lines 8 to 14)	66,897	(496,316)	(1,151,686)
Less:			
16. Net reinsurance recoveries			189,351
17. Total medical and hospital (Lines 15 minus 16)	66,897	(496,316)	(1,341,037)
18. Claims adjustment expenses			(197,338)
19. General administrative expenses		20,490	(184,536)
20. Increase in reserves for accident and health contracts			
21. Total underwriting deductions (Lines 17 through 20)	66,897	(475,826)	(1,722,911)
22. Net underwriting gain or (loss) (Lines 7 minus 21)	XXX	543,255	1,537,736
23. Net investment income earned		177,435	879,237
24. Net realized capital gains or (losses)		87,919	62,950
25. Net investment gains or (losses) (Lines 23 plus 24)		265,354	942,187
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			808,609
28. Net income or (loss) before federal income taxes (Lines 22 plus 25 plus 26 plus 27)			2,479,923
29. Federal and foreign income taxes incurred	XXX		
30. Net income (loss) (Lines 28 minus 29)	XXX	808,609	2,479,923

DETAILS OF WRITE-INS			
0601. Network Rental	XXX		16
0602. COB and Subrogation	XXX	39,269	143,011
0603.	XXX		
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX		
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	39,269	143,027
1301. Other Medical Expenses	9,013	50,031	933,040
1302.			
1303.			
1398. Summary of remaining write-ins for Line 13 from overflow page			
1399. Totals (Lines 1301 through 1303 plus 1398) (Line 13 above)	9,013	50,031	933,040
2701.			
2702.			
2703.			
2798. Summary of remaining write-ins for Line 27 from overflow page			
2799. Totals (Lines 2701 through 2703 plus 2798) (Line 27 above)			

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year
CAPITAL & SURPLUS ACCOUNT		
31. Capital and surplus prior reporting period	12,801,546	10,228,776
GAINS AND LOSSES TO CAPITAL & SURPLUS		
32. Net income or (loss) from Line 30	808,609	2,479,923
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	(828,546)	(4,644,114)
37. Change in nonadmitted assets	970,144	(735,699)
38. Change in unauthorized reinsurance		
39. Change in treasury stock		
40. Change in surplus notes		
41. Cumulative effect of changes in accounting principles		5,472,660
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	(6,000,000)	
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	(718,685)	
46. Net change in capital & surplus (Lines 32 to 45)	(5,768,478)	2,572,770
47. Capital and surplus end of reporting period (Line 31 plus 46)	7,033,068	12,801,546

DETAILS OF WRITE-INS	
4501. Transfer of deferred tax liability to PacifiCare Health Plan Admin.(PHPA)	(718,685)
4502.	
4503.	
4598. Summary of remaining write-ins for Line 45 from overflow page	
4599. Totals (Lines 4501 through 4503 plus 4598) (Line 45 above)	(718,685)

CASH FLOW

	1 Current Year To Date	2 Prior Year
Cash from Operations		
1. Premiums and revenues collected net of reinsurance	103,061	1,811,823
2. Claims and claims adjustment expenses	295,447	12,638,897
3. General administrative expenses paid	476,359	1,310,597
4. Other underwriting income (expenses)	(668,745)	(12,137,671)
5. Cash from underwriting (Line 1 minus Line 2 minus Line 3 plus Line 4)	293,738	978,343
6. Net investment income	39,269	332,378
7. Other income (expenses)	(335,738)	(10,826,950)
Cash from Investments		
10. Proceeds from investments sold, matured or repaid:		
10.1 Bonds	6,632,682	11,809,679
10.2 Stocks		1,164,408
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)	6,632,682	12,974,087
11. Cost of investments acquired (long-term only):		
11.1 Bonds	318,653	3,277,861
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)	318,653	3,277,861
12. Net cash from investments (Line 10.8 minus Line 11.7)	6,314,029	9,696,226
Cash from Financing and Miscellaneous Sources		
13. Cash provided:		
13.1 Surplus notes, capital and surplus paid in		
13.2 Net transfers from affiliates	3,114,400	559,259
13.3 Borrowed funds received		
13.4 Other cash provided	1,036	1,029,365
13.5 Total (Lines 13.1 to 13.4)	3,115,436	1,588,624
14. Cash applied:		
14.1 Dividends to stockholders paid		
14.2 Net transfers to affiliates	9,663	1,050,634
14.3 Borrowed funds repaid		
14.4 Other applications	13,028,527	(92,847)
14.5 Total (Lines 14.1 to 14.4)	13,038,190	957,787
15. Net cash from financing and miscellaneous sources (Line 13.5 minus Line 14.5)	(9,922,754)	630,837
RECONCILIATION OF CASH AND SHORT-TERM INVESTMENTS		
16. Net change in cash and short-term investments (Line 9 plus Line 12 plus Line 15)	(3,944,463)	(499,887)
17. Cash and short-term investments:		
17.1 Beginning of period	10,969,313	11,469,200
17.2 End of period (Line 16 plus Line 17.1)	7,024,850	10,969,313

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 Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year										
2. First Quarter										
3. Second Quarter										
4. Third Quarter										
5. Current Year										
6. Current Year Member Months										
Total Member Ambulatory Encounters for Period:										
7. Physician										
8. Non-Physician										
9. Total										
10. Hospital Patient Days Incurred										
11. Number of Inpatient Admissions										
12. Premiums Collected	103,061	220	102,841							
13. Premiums Earned	28,160	53	24,724				6,249	(2,866)		
14. Amount Paid for Provision of Health Care Services	295,446	326	152,318				38,496	104,306		
15. Amount Incurred for Provision of Health Care Services	(496,316)	(438)	(204,556)				(51,701)	(239,621)		

Statement as of September 30, 2002 of the Pacificare of Ohio, Inc.

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

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)	106,955				106,955	73,120
2. Medicare Supplement						
3. Dental only						
4. Vision only						
5. Federal Employees Health Benefits Plan Premiums	26,973				26,973	18,440
6. Title XVIII - Medicare	47,094				47,094	12,348
7. Title XIX - Medicaid						
8. Other						
9. Subtotal	181,022				181,022	103,908
10. Medical Incentive pools, accruals and disbursements	114,424				114,424	685,492
11. Totals	295,446				295,446	789,400

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

Accounting Practices

PacifiCare of Ohio, Inc. ("the Company") is a wholly owned subsidiary of PacifiCare Health Plan Administrators, Inc. ("PHPA"). PHPA is wholly owned by PacifiCare Health Systems, Inc. ("PHS" or the "Parent"). The Company is a federally qualified health maintenance organization domiciled in the State of Ohio and the Commonwealth of Kentucky.

On June 14, 2000, the Company publicly announced it would exit the HMO market in the State of Ohio and the Commonwealth of Kentucky as of December 31, 2000. As part of the exit strategy, the Company signed a transition agreement with Community Insurance Company, and Anthem Health Plans of Kentucky, Inc. (collectively, "Anthem"). This agreement allowed Anthem to offer replacement coverage on a guarantee issue basis to the Company's individual and employer group members (excluding the Medicare+Choice and FEHBP membership). Pursuant to state and federal laws, the Company filed notice of its intent to discontinue health benefit plans with the Ohio and Kentucky Departments of Insurance. The Company also submitted and received approval on a major modification filing in Ohio which described the transfer of membership to Anthem, and the discontinuation of the plan operations. The Company had no membership as of midnight December 31, 2000.

The Insurance Departments of the State of Ohio and the Commonwealth of Kentucky ("DOI") recognizes only statutory accounting practices prescribed or permitted by the State of Ohio and Commonwealth of Kentucky for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency. The National Association of Insurance Commissioners ("the NAIC") Accounting Practices and Procedures manual, version effective January 1, 2001 ("SAP"), has been adopted as a component of prescribed or permitted practices by the State of Ohio and Commonwealth of Kentucky. The DOI has adopted the accounting practices as prescribed by the NAIC.

There is no difference in the Company's net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the States of Ohio and Kentucky.

This quarterly statement should be read together with the December 31, 2001 annual statement, as amended, and notes thereto as well as our December 31, 2001 audited financial statements and notes thereto. This quarterly statement reflects all adjustments, consisting solely of normal recurring adjustments, needed to present fairly the financial results for the interim periods. The quarterly results of operations presented for the interim periods are not necessarily indicative of the results for a full year.

2. Accounting Changes and Corrections of Errors

Not applicable.

3. Business Combinations and Goodwill

Not applicable.

4. Discontinued Operations

Not applicable.

NOTES TO FINANCIAL STATEMENTS

5. Investments

Not applicable.

6. Joint Ventures, Partnerships and Limited Liability Companies

Not applicable.

7. Investment Income

No significant changes between quarter-end and year-end.

8. Derivative Instruments

Not applicable.

9. Income Taxes

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for statutory reporting purposes and the amounts used for income tax purposes. The components of net deferred tax asset/(liability) at September 30, 2002 are as follows:

	September 30, 2002	December 31, 2001
Total deferred tax assets (admitted and nonadmitted)	\$ 0	\$ 1,547,230
Total deferred tax liabilities	0	(718,685)
Net deferred tax assets (liabilities)	0	828,545
Total deferred tax assets nonadmitted in accordance with SSAP No 10, Income Taxes	0	(828,545)
Net deferred tax assets (liabilities) admitted	\$ 0	\$ 0
(Increase) decrease in deferred tax assets nonadmitted	\$ 828,545	\$ 4,644,114

The Company and other PHS subsidiaries are included in the consolidated federal and state income tax returns filed by PHS. The other entities included in the consolidated returns are those listed in Schedule Y Part 1, except for PacifiCare International Limited, Health Maintenance Life (Guam), PacifiCare Asia Pacific Insurance Brokers, Inc., and PacifiCare Health Insurance Company of Micronesia, Inc. Income taxes are allocated to the Company in accordance with an intercompany tax allocation agreement. The agreement allocates federal income taxes in an amount generally equivalent to the amount that would be expensed by the Company if it filed a separate federal tax return.

NOTES TO FINANCIAL STATEMENTS

Significant components of the current income tax expense and the change in deferred tax assets and liabilities are as follows:

	September 30, 2002	December 31, 2001
Current income tax expense (benefit)	\$ 0	\$ 0
Increase (decrease) in deferred tax assets (admitted and nonadmitted)	\$ (1,547,230)	\$ (3,925,430)
(Acrease) decrease in deferred tax liabilities	718,685	(718,685)
Net increase (decrease) in deferred tax Assets (admitted and nonadmitted)/Net (increase) decrease in deferred tax liabilities	<u>\$ (828,545)</u>	<u>\$ (4,644,115)</u>

10. Information Concerning Parent, Subsidiaries and Affiliates

Dividends

The Company applied for a \$6,000,000 extraordinary dividend on April 2, 2002. The ODI did not disapprove the dividend during the following thirty-day period; thus the dividend was deemed approved and paid on May 9, 2002.

Material Modification

The Company filed a Material Modification with the ODI on May 7, 2002 requesting to transfer all known liabilities and related assets to PHPA. On July 5, 2002, the Ohio Department of Insurance approved the transfer of all known liabilities and related assets to PHPA. The transfer occurred on July 29, 2002 in the amount of \$1,367,216.

11. Debt

Not applicable.

12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

Not applicable.

13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations

No significant changes between quarter-end and year-end.

14. Contingencies

Office of Personnel Management

The Company has a commercial contract with the United States Office of Personnel Management ("OPM") to provide managed health care services to federal employees, annuitants and their dependents under the Federal Employee Health Benefits Program (FEHBP). Rather than negotiating rates with the Company, OPM requires the Company to provide the FEHBP with rates comparable to the rates charged to the two employer groups with enrollment closest in size to the FEHBP in the applicable community after making required adjustments. OPM further requires that the Company certify each year that its rates meet these requirements.

NOTES TO FINANCIAL STATEMENTS

Periodically, OPM's Office of Inspector General ("OIG") audits the Company to verify that the premiums charged are calculated and charged in compliance with these regulations and guidelines. OPM has the right to audit the premiums charged during any period for up to six years following that period. The final resolution and settlement of audits have historically taken more than three years and as many as seven years.

During the audit process, OPM may refer its findings to the United States Department of Justice ("DOJ") if it believes that the Company knowingly overcharged the government or otherwise submitted false documentation or certifications in violation of the False Claims Act. Under the False Claims Act, an action can be considered knowingly committed if the government contractor acted with actual knowledge, or with reckless disregard or deliberate ignorance of the government's rules and regulations. If the government were to win a False Claims Act lawsuit against the Company, the government could obtain the amounts overcharged and a trebling of these damages, plus interest and substantial civil penalties. The government could also permanently disqualify the Company from participating in all federal government programs.

In late 1997, the Company established a formal compliance program to specifically address potential issues that may arise from the FEHBP rating process, to work with OPM to understand its interpretation of the rules and guidelines prior to completion of the rating process, to standardize the FEHBP rating process, and to help reduce the likelihood that future government audits will result in any significant findings. Based on the results of the audits that have been conducted since the compliance program was implemented, the Company believes that this program has been effective.

The Company acquired OPM contracts held by FHP International Corporation ("FHP") as a result of its acquisition of FHP in 1997. FHP's HMO subsidiary, TakeCare of Ohio ("TakeCare"), was audited by the OIG. The OIG issued a final audit report in January 1998, alleging that TakeCare overcharged the government for contract years 1991 through 1995. The Company responded to this final audit in April 1998, objecting nearly all of the auditors' claims. OIG's allegations were referred to the DOJ for review of potential claims under the False Claims Act. In addition, a private individual filed a complaint under the False Claims Act in 1998 that remained under seal. On April 12, 2002, the Company resolved issues raised in OIG's final audit report, as well as the False Claims investigations of the DOJ and the private lawsuit under the False Claims Act.

The global settlement with the DOJ requires PHPA to pay \$88 million including interest, of which approximately \$7,533,000 relates to the Company and was paid in May 2002. As part of the settlement, the Company received from OPM approximately \$4,181,000 in premiums that were withheld pending resolution of these audits. The net settlement impact was a favorable charge of approximately \$222,000 in the statement of revenues and expenses for the year ended December 31, 2001. The Company received a guarantee from PHPA on December 31, 2001, under which PHPA indemnified the Company for the estimated OPM liability for the contract years subsequent to 1995, which were not included in the settlement. Accordingly, the estimated OPM liability for 1996 through 2000 had no impact on the Company's 2001 net income. The Company did not admit to any wrongdoing as part of the settlement. The settlement preserves the Company's right to seek recovery from OPM of premium underpayments, if any, for understatements of membership census during the contract years covered by the settlement.

15. Leases

Not applicable.

NOTES TO FINANCIAL STATEMENTS

16. Information About Financial Instruments With Off-Balance Sheet Risk And Financial Instruments With Concentrations of Credit Risk

Not applicable.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishment of Liabilities

Not applicable.

18. Gain or Loss to the Reporting Entity from Unisured A&H Plans and the Uninsured Portion of Partially Insured Plans

Not applicable.

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

Not applicable.

20. Other Items

No significant changes between quarter-end and year-end.

21. Events Subsequent

The Company filed a Major Modification with the ODI on November 1, 2002 to Guarantee that PHPA will be responsible for all liabilities related to the Company and to surrender the Company's Certificate of Authority. If there is no response in the sixty-day waiting period, the request is deemed approved.

22. Reinsurance

No significant changes between quarter-end and year-end.

23. Retrospectively Rated Contracts

Not applicable.

24. Salvage and Subrogation

Not applicable.

25. Change in Incurred Claims and Claims Adjustment Expenses

No significant changes between quarter-end and year-end.

NOTES TO FINANCIAL STATEMENTS

26. Organization and Operation

No significant changes between quarter-end and year-end.

27. Minimum Net Worth

No significant changes between quarter-end and year-end.

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 [X]

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

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

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

7.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 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. 06/30/1997

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). 09/30/1997

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)

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

9.1 Has there been any 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	\$ _____	\$ _____
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 [X]

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
Bank of New York	BNY Western Trust Company
	700 S. Flower Street, Suite 200
	Los Angeles, CA 90017-4104

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
30344	Morgan Stanley Investment Management	One Tower Bridge
	Miller Anderson & Sherrerd, LLP	West Conshohocken, PA 19428
N/A	Joyce M. Zacks, Director of Treasury	3120 W. Lake Center Drive, M/S LC01-247
		Santa Ana, CA 92704

SCHEDULE A - VERIFICATION

	1 First Quarter Current Year	2 Second Quarter Current Year	3 Third Quarter Current Year	4 Prior Year Ended December 31
1. Book/adjusted carrying value, beginning of period				
2. Increase (decrease) by adjustment				
3. Cost of acquired				
4. Cost of additions to and permanent improvements				
5. Total profit (loss) on sales				
6. Increase (decrease) by foreign exchange adjustment				
7. Amount received on sales				
8. Book/adjusted carrying value at end of current period				
9. Total valuation allowance				
10. Subtotal (Lines 8 plus 9)				
11. Total nonadmitted amounts				
12. Statement value, current period (Page 2, real estate lines, current period)				

SCHEDULE B - VERIFICATION

	1 First Quarter Current Year	2 Second Quarter Current Year	3 Third Quarter Current Year	4 Prior Year Ended December 31
1. Book/recorded investment excluding accrued interest on mortgages owned, beginning of period				
2. Amount loaned during period:				
2.1 Actual cost at time of acquisitions				
2.2 Additional investment made after acquisitions				
3. Accrual of discount and mortgage interest points and commitment fees				
4. Increase (decrease) by adjustment				
5. Total profit (loss) on sale				
6. Amounts paid on account or in full during the period				
7. Amortization of premium				
8. Increase (decrease) by foreign exchange adjustment				
9. Book value/recorded investment excluding accrued interest on mortgages owned at end of current period				
10. Total valuation allowance				
11. Subtotal (Lines 9 plus 10)				
12. Total nonadmitted amounts				
13. Statement value of mortgages owned at end of current period				

SCHEDULE BA - VERIFICATION**Other Invested Assets Included in Schedule BA**

Description	1 First Quarter Current Year	2 Second Quarter Current Year	3 Third Quarter Current Year	4 Prior Year Ended December 31
1. Book/adjusted carrying value of long-term invested assets owned, beginning of period				
2. Cost of acquisitions during period:				
2.1 Actual cost at time of acquisitions				
2.2 Additional investment made after acquisitions				
3. Accrual of discount				
4. Increase (decrease) by adjustment				
5. Total profit (loss) on sale				
6. Amounts paid on account or in full during the period				
7. Amortization of premium				
8. Increase (decrease) by foreign exchange adjustment				
9. Book/adjusted carrying value of long-term invested assets at end of current period				
10. Total valuation allowance				
11. Subtotal (Lines 9 plus 10)				
12. Total nonadmitted amounts				
13. Statement value of long term invested assets at end of current period				

SCHEDULE D - PART 1B

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

	1 Statement Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Statement Value End of First Quarter	6 Statement Value End of Second Quarter	7 Statement Value End of Third Quarter	8 Statement Value December 31 Prior Year
BONDS					1,924,590			
1. Class 1								
2. Class 2								
3. Class 3								
4. Class 4								
5. Class 5								
6. Class 6								
7. Total Bonds					1,924,590			6,315,065
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock								
15. Total Bonds & Preferred Stock					1,924,590			6,315,065

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	484,479	XXX	474,479	3,135

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	1,967,488	1,709,626	1,372,481	536,930
2. Cost of short-term investments acquired	8,187,132	8,383,004	2,008,299	64,496,949
3. Increase (decrease) by adjustment				(3,384)
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	8,444,994	8,720,149	2,896,301	63,063,007
7. Book/adjusted carrying value, current period	1,709,626	1,372,481	484,479	1,967,488
8. Total valuation allowance				
9. Subtotal (Lines 7 plus 8)	1,709,626	1,372,481	484,479	1,967,488
10. Total nonadmitted amounts				
11. Statement value (Lines 9 minus 10)	1,709,626	1,372,481	484,479	1,967,488
12. Income collected during period	6,829	37,159	3,135	51,974
13. Income earned during period	12,579	8,479	5,131	91,107

NONE **Schedule DB Part F Section 1**

NONE **Schedule DB Part F Section 2**

NONE **Schedule S**

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. Dist. Columbia	DC	NO	NO			
10. Florida	FL	NO	NO			
11. Georgia	GA	NO	NO			
12. Hawaii	HI	NO	NO			
13. Idaho	ID	NO	NO			
14. Illinois	IL	NO	NO			
15. Indiana	IN	NO	NO			
16. Iowa	IA	NO	NO			
17. Kansas	KS	NO	NO			
18. Kentucky	KY	NO	YES	12,388	(1,433)	3,124
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	12,389	(1,433)	3,125
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	NO			
57. Aggregate Other Alien	OT	XXX	XXX			
58. Total (Direct Business)		XXX	(a) 2	24,777	(2,866)	6,249

DETAILS OF WRITE-INS					
5701.					
5702.					
5703.					
5798. Summary of remaining write-ins for Line 57 from overflow page					
5799. Totals (Lines 5701 through 5703 plus 5798) (Line 57 above)					

(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

0466		IN	35-1508167	PaciFiCare Health Plan Administrators, Inc.
0466		CA	95-2931460	PaciFiCare of California
0466	95893	OR	93-0938819	PaciFiCare of Oregon, Inc.
0466	96903	OK	33-0115166	PaciFiCare of Oklahoma, Inc.
0466	95174	TX	33-0115163	PaciFiCare of Texas, Inc.
0466	48038	WA	91-1312551	PaciFiCare of Washington, Inc.
0466	70785	IN	35-1137395	PaciFiCare Life & Health Insurance Co.
0466	76597	AZ	33-0383619	PaciFiCare Life Insurance Co.
0466		DE	33-0538634	PaciFiCare Behavioral Health, Inc.
0466		CA	95-2797931	PaciFiCare Dental
0466		DE	95-4166547	PaciFiCare Behavioral Health of California, Inc.
0466		CA	33-0894171	PaciFiCare eHoldings, Inc.
0466		DE	95-4591529	PaciFiCare Health Systems, Inc.(PHS)
0466	95685	NV	86-0875231	PaciFiCare of Nevada, Inc.
0466		BERMUDA	98-0132525	FHP Reinsurance Limited, Inc.
0466	95617	AZ	94-3267522	PaciFiCare of Arizona, Inc.
0466	84506	CO	95-2829463	PaciFiCare Life Assurance Co.
0466	95434	CO	84-1011378	PaciFiCare of Colorado, Inc.
0466	95940	OH	31-1098026	PaciFiCare of Ohio, Inc.
0466		CO	94-3284628	PaciFiCare Dental of Colorado, Inc.
0466		CA	33-0441200	MEDeMORPHUS Healthcare Solutions, Inc.
0466		CA	33-0446372	PaciFiCare Ventures, Inc.
0466		CA	33-0561998	Secure Horizons USA, Inc.
0466		DE	33-0894074	SeniorCo, Inc.
0466	95165	CO	84-1098764	Antero Health Plans, Inc
0466		Ireland	98-0221131	PaciFiCare International Limited
0466	11093	GUAM	98-0223187	PaciFiCare Health Insurance Company of Micronesia, Inc.
0466		GUAM	66-0583138	PaciFiCare Asia Pacific Insurance Brokers, Inc.
0466		CA	33-0952232	RxConnect Acquisition Corporation
0466		CA	33-0473608	PaciFiCare Health Systems Foundation
0466		Cayman Island	98-0361997	Salveo Holding Company, Ltd.
0466		Cayman Island	98-0361995	Salveo Insurance Company, Ltd.

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplement 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.

	<u>RESPONSE</u>
1. Will the SVO Compliance Certification be filed with this statement?	YES

EXPLANATION:

BARCODE:

OVERFLOW PAGE FOR WRITE-INS

OVERFLOW PAGE FOR WRITE-INS**Page 4 - Continuation
STATEMENT OF REVENUE AND EXPENSES**

	Current Year to Date		Prior Year
	1	2	3
	Uncovered	Total	Total
REMAINING WRITE-INS AGGREGATED AT LINE 06 FOR OTHER HEALTH CARE RELATED REVENUES			
0604.	XXX		
0605.	XXX		
0606.	XXX		
0607.	XXX		
0608.	XXX		
0609.	XXX		
0610.	XXX		
0611.	XXX		
0612.	XXX		
0613.	XXX		
0614.	XXX		
0615.	XXX		
0616.	XXX		
0617.	XXX		
0618.	XXX		
0619.	XXX		
0620.	XXX		
0621.	XXX		
0622.	XXX		
0623.	XXX		
0624.	XXX		
0625.	XXX		
0697. Totals (Lines 0604 through 0625) (Page 4, Line 0698)	XXX		
REMAINING WRITE-INS AGGREGATED AT LINE 13 FOR OTHER MEDICAL AND HOSPITAL			
1304.			
1305.			
1306.			
1307.			
1308.			
1309.			
1310.			
1311.			
1312.			
1313.			
1314.			
1315.			
1316.			
1317.			
1318.			
1319.			
1320.			
1321.			
1322.			
1323.			
1324.			
1325.			
1397. Totals (Lines 1304 through 1325) (Page 4, Line 1398)			
REMAINING WRITE-INS AGGREGATED AT LINE 27 FOR OTHER INCOME OR EXPENSES			
2704.			
2705.			
2706.			
2707.			
2708.			
2709.			
2710.			
2711.			
2712.			
2713.			
2714.			
2715.			
2716.			
2717.			
2718.			
2719.			
2720.			
2721.			
2722.			
2723.			
2724.			
2725.			
2797. Totals (Lines 2704 through 2725) (Page 4, Line 2798)			

OVERFLOW PAGE FOR WRITE-INS**Page 5 - Continuation
STATEMENT OF REVENUE AND EXPENSES (Cont.)**

	1 Current Year to Date	2 Prior Year
REMAINING WRITE-INS AGGREGATED AT LINE 45 FOR GAINS OR (LOSSES) IN SURPLUS		
4504.		
4505.		
4506.		
4507.		
4508.		
4509.		
4510.		
4511.		
4512.		
4513.		
4514.		
4515.		
4516.		
4517.		
4518.		
4519.		
4520.		
4521.		
4522.		
4523.		
4524.		
4525.		
4597. <i>Totals (Lines 4504 through 4525) (Page 5, Line 4598)</i>		

NONE **Schedule A Part 2 and 3**

NONE **Schedule B Part 1 and 2**

NONE **Schedule BA Part 1 and 2**

NONE **Schedule D Part 3**

NONE **Schedule D Part 4**

NONE **Schedule DB Part A and B Section 1**

NONE **Schedule DB Part C and D Section 1**

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							
Cash Equivalent (Discount Notes)				1,999,345	1,999,637	2,897,886	
Bank One Cincinnati N.A.	1.600		4,941	3,629,373	4,097,564	3,970,093	
Bank One Cincinnati N.A.				1	1	1	
Citibank				(454,986)	(326,094)	(327,725)	
Citibank					335	116	
0199998 Deposits in (0) depositories that do not exceed the allowable limit in any one depository (see Instructions) - Open Depositories	XXX						XXX
0199999 Total - Open Depositories	XXX		4,941	5,173,732	5,771,443	6,540,371	XXX
Suspended Depositories							
0299998 Deposits in (0) depositories that do not exceed the allowable limit in any one depository (see Instructions) - Suspended Depositories	XXX						XXX
0299999 Total Suspended Depositories	XXX						XXX
0399999 Total Cash on Deposit	XXX		4,941	5,173,732	5,771,443	6,540,371	XXX
0499999 Cash in Company's Office	XXX	XXX	XXX				XXX
0599999 Total	XXX		4,941	5,173,732	5,771,443	6,540,371	XXX