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HEALTH QUARTERLY STATEMENT

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

Dental Care Plus, Inc.

NAIC Group Code.....0000 , NAIC Company Code..... 96265 Employer's ID Number.....31-1185262
(Current Period) (Prior Period)

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

Country of Domicile United States of America

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

Is HMO Federally Qualified? Yes [ ] No [X]
Date Incorporated or Organized.....January 6, 1986 Date Commenced Business....March 1, 1988

Statutory Home Office	4500 Lake Forest Drive, Suite 512 Cincinnati, OH 45242 *(Street and Number) (City or Town, State and Zip Code)*	
Address of Main Administrative Office	4500 Lake Forest Drive, Suite 512 Cincinnati, OH 45242 *(Street and Number) (City or Town, State and Zip Code)*	513 554-1100 *(Area Code) (Telephone Number)*
Mail Address	4500 Lake Forest Drive, Suite 512 Cincinnati, OH 45242 *(Street and Number or P. O. Box) (City or Town, State and Zip Code)*	
Primary Location of Books and Records	4500 Lake Forest Drive, Suite 512 Cincinnati, OH 45242 *(Street and Number) (City or Town, State and Zip Code)*	513 554-1100 *(Area Code) (Telephone Number)*
Internet Website Address	Dentalcareplus.com	
Statement Contact	Mark W. Wetenkamp *(Name)* *MWetenkamp@msn.com* *(E-Mail Address)*	513 554-1100 123 *(Area Code) (Telephone Number) (Extension)* *513 554-3187* *(Fax Number)*
Policyowner Relations Contact	4500 Lake Forest Drive, Suite 512 Cincinnati, OH 45242 *(Street and Number) (City or Town, State and Zip Code)*	513 554-1100 *(Area Code) (Telephone Number) (Extension)*

OFFICERS

President ..... Anthony A. Cook
Secretary ..... Mary Ellen Wynn, D.D.S.
Treasurer ..... Fred H. Peck, D.D.S.

VICE PRESIDENTS

Stephen T. Schuler, D.M.D.

DIRECTORS OR TRUSTEES

Fred Bronson, D.D.S.
Donald J. Peak, C.P.A.
Sanford S. Scheingold, D.D.S.
Ross Geiger
Molly Meakin Rogers, M.B.A., C.P.A.
David A. Kreyling, D.M.D.
Roger Higley, D.D.S.
Jack Cook
Mark Zigoris, D.D.S.

State of.....Ohio
County of....Hamilton

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

(Signature)	(Signature)	(Signature)
Anthony A. Cook	Mary Ellen Wynn, D.D.S.	Fred H. Peck, D.D.S.
(Printed Name)	(Printed Name)	(Printed Name)
President	Secretary	Treasurer

Subscribed and sworn to before me this
14 day of November, 2002

KATHRYN G. EGGERS
Notary Public, State of Ohio
My Commission Expires Sept. 12, 2004

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ASSETS

	Current Period			Prior Year
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets	4 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 $.....0 encumbrances)			0	
5. Cash ($.....4,515,319) and short-term investments ($.....0)	4,515,319		4,515,319	5,395,362
6. Other long-term invested assets			0	
7. Receivable for securities			0	
8. Aggregate write-ins for invested assets	333,587	315,152	18,435	2,997
9. Subtotal, cash and invested assets (Lines 1 to 8)	4,848,906	315,152	4,533,754	5,398,359
10. Accident and health premiums due and unpaid	681,966		681,966	408,222
11. Health care receivables			0	
12. Amounts recoverable from reinsurers			0	
13. Net adjustment in assets and liabilities due to foreign exchange rates			0	
14. Investment income due and accrued			0	
15. Amounts due from parent, subsidiaries and affiliates			0	
16. Amounts receivable relating to uninsured accident and health plans			0	
17. Furniture and equipment	16,550		16,550	23,073
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	121,267		121,267	61,485
21. Other nonadmitted assets	3,712	3,712	0	
22. Aggregate write-ins for other than invested assets	181,211	6,211	175,000	175,000
23. Total assets (Lines 9 plus 10 through 22)	5,853,612	325,075	5,528,537	6,066,139

DETAILS OF WRITE-INS

0801. Accounts Receivable - Other	18,435		18,435	1,434
0802. Prepaid Expenses	315,152	315,152	0	
0803. Interest Receivable			0	1,563
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)	333,587	315,152	18,435	2,997
2201. State Statutory Guarantee Fund Deposits	175,000		175,000	175,000
2202. Deposits - Other	6,211	6,211	0	
2203.			0	
2298. Summary of remaining write-ins for Line 22 from overflow page	0	0	0	0
2299. Totals (Lines 2201 thru 2203 plus 2298) (Line 22 above)	181,211	6,211	175,000	175,000

(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)	1,677,000		1,677,000	2,500,000
2. Accrued medical incentive pool and bonus payments			0	
3. Unpaid claims adjustment expenses			0	
4. Aggregate policy reserves	1,810		1,810	45,187
5. Aggregate claim reserves			0	
6. Premiums received in advance	555,330		555,330	297,702
7. General expenses due or accrued	498,091		498,091	301,766
8. Federal and foreign income tax payable and interest thereon (including $.....0 on realized capital gains (losses)) (including $.....0 net deferred tax liability)			0	279,980
9. Amounts withheld or retained for the account of others			0	750,000
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)	3,134	0	3,134	58,745
18. Total liabilities (Lines 1 to 17)	2,735,365	0	2,735,365	4,233,380
19. Common capital stock	XXX	XXX	1,319,663	1,285,372
20. Preferred capital stock	XXX	XXX		
21. Gross paid in and contributed surplus	XXX	XXX	21,751	21,751
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	1,451,758	525,636
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	2,793,172	1,832,759
27. Total liabilities, capital and surplus (Lines 18 and 26)	XXX	XXX	5,528,537	6,066,139

DETAILS OF WRITE-INS

1701. Capital Lease Obligation	3,134		3,134	6,745
1702. Provider Deposits for Common Stock			0	52,000
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)	3,134	0	3,134	58,745
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	1,221,837	1,680,182
2. Net premium income	XXX	18,401,414	21,875,667
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	808,628	1,136,867
7. Total revenues (Lines 2 to 6)	XXX	19,210,042	23,012,534
Medical and Hospital:			
8. Hospital/medical benefits		14,943,516	17,782,055
9. Other professional services			
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	14,943,516	17,782,055
Less:			
16. Net reinsurance recoveries			
17. Total medical and hospital (Lines 15 minus 16)	0	14,943,516	17,782,055
18. Claims adjustment expenses			
19. General administrative expenses		3,177,171	3,664,315
20. Increase in reserves for accident and health contracts		(43,377)	(58,195)
21. Total underwriting deductions (Lines 17 through 20)	0	18,077,310	21,388,175
22. Net underwriting gain or (loss) (Lines 7 minus 21)	XXX	1,132,732	1,624,359
23. Net investment income earned			
24. Net realized capital gains or (losses)			
25. Net investment gains or (losses) (Lines 23 plus 24)	0	0	0
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	61,928	(665,538)
28. Net income or (loss) before federal income taxes (Lines 22 plus 25 plus 26 plus 27)	0	1,194,660	958,821
29. Federal and foreign income taxes incurred	XXX	59,456	320,780
30. Net income (loss) (Lines 28 minus 29)	XXX	1,135,204	638,041

DETAILS OF WRITE-INS

0601. Self-Insured Administrative Revenue	XXX	808,628	1,136,867
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	808,628	1,136,867
1301.			
1302.			
1303.			
1398. Summary of remaining write-ins for Line 13 from overflow page	0	0	0
1399. Totals (Lines 1301 thru 1303 plus 1398) (Line 13 above)	0	0	0
2701. Provider Withhold Expense			(750,000)
2702. Interest Income		36,352	77,177
2703. Other Income		25,576	7,285
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	61,928	(665,538)

STATEMENT OF REVENUE AND EXPENSES (Continued)

CAPITAL AND SURPLUS ACCOUNT	1 Current Year-to-Date	2 Prior Year
31. Capital and surplus prior reporting period	1,832,759	1,201,797
GAINS AND LOSSES TO CAPITAL & SURPLUS		
32. Net income or (loss) from Line 30	1,135,204	638,041
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	(208,822)	4,922
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		
42.2 Transferred from surplus (Stock Dividend)		
42.3 Transferred to surplus		
43. Surplus adjustments:		
43.1 Paid in		
43.2 Transferred to capital (Stock Dividend)		
43.3 Transferred from capital		
44. Dividends to stockholders		
45. Aggregate write-ins for gains or (losses) in surplus	34,031	(12,001)
46. Net change in capital and surplus (Lines 32 to 45)	960,413	630,962
47. Capital and surplus end of reporting period (Line 31 plus 46)	2,793,172	1,832,759

DETAILS OF WRITE-INS

4501. Retirement of Common Stock	(42,000)	(12,001)
4502. Issuance of Common Stock	86,000	
4503. Issuance Cost of Common Stock	(9,969)	
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)	34,031	(12,001)

CASH FLOW

		1 Current Year to Date	2 Prior Year
	CASH FROM OPERATIONS		
1.	Premiums and revenues collected net of reinsurance	19,399,708	28,467,849
2.	Claims and claims adjustment expenses	19,946,622	24,260,495
3.	General administrative expenses paid	2,390,913	3,599,512
4.	Other underwriting income (expenses)		7,285
5.	Cash from underwriting (Line 1 minus Line 2 minus Line 3 plus Line 4)	(2,937,827)	615,127
6.	Net Investment income		
7.	Other income (expenses)	2,373,189	857,950
8.	Federal and foreign income taxes (paid) recovered	(339,436)	(40,800)
9.	Net cash from operations (Lines 5 to 8)	(904,074)	1,432,277
	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		
	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)	0	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		
	11.6 Miscellaneous applications		33,220
	11.7 Total investments acquired (Lines 11.1 to 11.6)	0	33,220
12.	Net cash from investments (Line 10.8 minus Line 11.7)	0	(33,220)
	CASH FROM FINANCING AND MISCELLANEOUS SOURCES		
13.	Cash provided:		
	13.1 Surplus notes, capital and surplus paid in		
	13.2 Net transfers from affiliates		
	13.3 Borrowed funds received		
	13.4 Other cash provided	34,000	50,000
	13.5 Total (Lines 13.1 to 13.4)	34,000	50,000
14.	Cash applied:		
	14.1 Dividends to stockholders paid		
	14.2 Net transfers to affiliates		
	14.3 Borrowed funds repaid		
	14.4 Other applications	9,969	24,021
	14.5 Total (Lines 14.1 to 14.4)	9,969	24,021
15.	Net cash from financing and miscellaneous sources (Line 13.5 minus Line 14.5)	24,031	25,979
	RECONCILIATION OF CASH AND SHORT-TERM INVESTMENTS		
16.	Net change in cash and short-term investments (Line 9 plus Line 12 plus Line 15)	(880,043)	1,425,036
17.	Cash and short-term investments:		
	17.1 Beginning of period	5,395,362	3,970,326
	17.2 End of period (Line 16 plus Line 17.1)	4,515,319	5,395,362

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
	Total	2 Individual	3 Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plans	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at End of:										
1. Prior Year	143,774					143,774				
2. First Quarter	137,139					137,139				
3. Second Quarter	136,674					136,674				
4. Third Quarter	135,890					135,890				
5. Current Year	0									
6. Current Year Member Months	1,221,837					1,221,837				
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	19,399,708					19,399,708				
13. Premiums Earned	18,401,414					18,401,414				
14. Amount Paid for Provision of Health Care Services	19,946,622					19,946,622				
15. Amount Incurred for Provision of Health Care Services	19,123,622					19,123,622				

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)						
Incurred But Not Reported (IBNR)	1,124,000	293,000	113,000	59,000	88,000	1,677,000
0199999. Individually Listed Claims Payable	1,124,000	293,000	113,000	59,000	88,000	1,677,000
0499999. Subtotals	1,124,000	293,000	113,000	59,000	88,000	1,677,000
0799999. Total Claims Payable						1,677,000

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	2,114,000	13,698,000	16,000	1,661,000	2,130,000	2,500,000
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	2,114,000	13,698,000	16,000	1,661,000	2,130,000	2,500,000
10. Medical incentive pools, accruals and disbursements					0	
11. Totals	2,114,000	13,698,000	16,000	1,661,000	2,130,000	2,500,000

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

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

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

If yes, attach an explanation.

7.1 State as of what date the latest financial examination of the reporting entity was made or is being made. .....02/04/2002.....

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). .....01/11/2001.....

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 [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
PNC Bank	11221 Reed Hartman Hwy. Cincinnati, OH 45242
Farmer's Bank & Capital Trust	West Main Street, Frankfort, KY 40601
Fifth Third Bank	33 Fountain Sq. Plaza, Cincinnati, OH 45263

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

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

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

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

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

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

1 Central Registration Depository	2 Name(s)	3 Address

SCHEDULE A - VERIFICATION

	1 First Quarter Current Year	2 Second Quarter Current Year	3 Third Quarter Current Year	4 Prior Year Ended December 31
1. Book/adjusted carrying value, beginning of period	0	0	0	
2. Increase (decrease) by adjustment				
3. Cost of acquired				
4. Cost of additions to and permanent improvements				
5. Total profit (loss) on sales				
6. Increase (decrease) by foreign exchange adjustment				
7. Amount received on sales				
8. Book/adjusted carrying value at end of current period	0	0	0	0
9. Total valuation allowance				
10. Subtotal (Lines 8 plus 9)	0	0	0	0
11. Total nonadmitted amounts				
12. Statement value, current period (Page 2, real estate lines, current period)	0	0	0	0

NONE

SCHEDULE B - VERIFICATION

	1 First Quarter Current Year	2 Second Quarter Current Year	3 Third Quarter Current Year	4 Prior Year Ended December 31
1. Book/recorded investment excluding accrued interest on mortgages owned, beginning of period	0	0	0	
2. Amount loaned during period:				
2.1 Actual cost at time of acquisitions				
2.2 Additional investment made after acquisitions				
3. Accrual of discount and mortgage interest points and commitment fees				
4. Increase (decrease) by adjustment				
5. Total profit (loss) on sale				
6. Amounts paid on account or in full during the period				
7. Amortization of premium				
8. Increase (decrease) by foreign exchange adjustment				
9. Book value/recorded investment excluding accrued interest on mortgages owned at end of current period	0	0	0	0
10. Total valuation allowance				
11. Subtotal (Lines 9 plus 10)	0	0	0	0
12. Total nonadmitted amounts				
13. Statement value of mortgages owned at end of current period	0	0	0	0

NONE

SCHEDULE BA - VERIFICATION

Other Invested Assets Included in Schedule BA

	1 First Quarter Current Year	2 Second Quarter Current Year	3 Third Quarter Current Year	4 Prior Year Ended December 31
1. Book/adjusted carrying value of long-term invested assets owned, beginning of period	0	0	0	
2. Cost of acquisitions during period:				
2.1 Actual cost at time of acquisitions				
2.2 Additional investment made after acquisitions				
3. Accrual of discount				
4. Increase (decrease) by adjustment				
5. Total profit (loss) on sale				
6. Amounts paid on account or in full during the period				
7. Amortization of premium				
8. Increase (decrease) by foreign exchange adjustment				
9. Book/adjusted carrying value of long-term invested assets at end of current period	0	0	0	0
10. Total valuation allowance				
11. Subtotal (Lines 9 plus 10)	0	0	0	0
12. Total nonadmitted amounts				
13. Statement value of long-term invested assets at end of current period	0	0	0	0

NONE

SCHEDULE D - PART 1B

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

	1 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								
2. Class 2								
3. Class 3								
4. Class 4								
5. Class 5								
6. Class 6								
7. Total Bonds	0	0	0	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

NONE

SCHEDULE DA - PART 1

Short-Term Investments Owned End of Current Quarter

NONE

	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		XXX			

SCHEDULE DA - PART 2 - Verification

Short-Term Investments Owned

NONE

	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. Cost of short-term investments acquired				
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				
7. Book/adjusted carrying value, current period	0	0	0	0
8. Total valuation allowance				
9. Subtotal (Lines 7 plus 8)	0	0	0	0
10. Total nonadmitted amounts				
11. Statement value (Lines 9 minus 10)	0	0	0	0
12. Income collected during period				
13. Income earned during period				

SCHEDULE DB - PART F - SECTION 1

Summary of Replicated (Synthetic) Assets Open

Replicated (Synthetic) Asset					Components of the Replicated (Synthetic) Asset						
					Derivative Instruments Open		Cash Instrument(s) Held				
1 Replication RSAT Number	2 Description	3 NAIC Designation or Other Description	4 Statement Value	5 Fair Value	6 Description	7 Fair Value	8 CUSIP	9 Description	10 Statement Value	11 Fair Value	12 NAIC Designation or Other Description

NONE

SCHEDULE DB - PART F - SECTION 2

Reconciliation of Replicated (Synthetic) Assets Open

	First Quarter		Second Quarter		Third Quarter		Fourth Quarter		Year-To-Date	
	1 Number of Positions	2 Total Replicated (Synthetic) Assets Statement Value	3 Number of Positions	4 Total Replicated (Synthetic) Assets Statement Value	5 Number of Positions	6 Total Replicated (Synthetic) Assets Statement Value	7 Number of Positions	8 Total Replicated (Synthetic) Assets Statement Value	9 Number of Positions	10 Total Replicated (Synthetic) Assets Statement Value
1. Beginning Inventory			0	0	0	0	0	0	0	0
2. Add: Opened or Acquired Transactions									0	0
3. Add: Increases in Replicated Asset Statement Value	XXX		XXX		XXX		XXX		XXX	0
4. Less: Closed or Disposed of Transactions									0	0
5. Less: Positions Disposed of for Failing Effectiveness Criteria									0	0
6. Less: Decreases in Replicated (Synthetic) Asset Statement Value	XXX		XXX		XXX		XXX		XXX	0
7. Ending inventory	0	0	0	0	0	0	0	0	0	0

NONE

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurers - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Name of Reinsurer	4 Location	5 Is Insurer Authorized? (Yes or No)

NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Allocated by States and Territories

State, Etc.	1 Guaranty Fund (Yes or No)	2 Is Insurer Licensed? (Yes or No)	Direct Business Only Year-to-Date 3 Premiums	4 Medicare Title XVIII	5 Medicaid Title XIX	6 Federal Employees Health Benefits Program Premiums
1. Alabama AL	No	No				
2. Alaska AK	No	No				
3. Arizona AZ	No	No				
4. Arkansas AR	No	No				
5. California CA	No	No				
6. Colorado CO	No	No				
7. Connecticut CT	No	No				
8. Delaware DE	No	No				
9. District of Columbia DC	No	No				
10. Florida FL	No	No				
11. Georgia GA	No	No				
12. Hawaii HI	No	No				
13. Idaho ID	No	No				
14. Illinois IL	No	No				
15. Indiana IN	No	Yes				
16. Iowa IA	No	No				
17. Kansas KS	No	No				
18. Kentucky KY	No	Yes	679,961			
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	17,721,453			
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	18,401,414	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	0
5799. Total (Lines 5701 thru 5703 plus 5798) (Line 57 above)	0	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:

No investments held currently

BAR CODE:

Overflow Page for Write-Ins

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

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	*
Open Depositories							
PNC Bank, Cincinnati, OH	4.000	935		30,044	30,330	30,659	
Fifth Third Bank-Investor Deposit Account	3.490	(13)		5,110	5,105	5,100	
Fifth Third Bank-Commercial Sweep	1.000	8,987		5,189,173	5,700,838	4,474,160	
Fifth Third Bank-Section 125				5,000	5,000	5,000	
0199999. Total Open Depositories	XXX	9,909	0	5,229,327	5,741,273	4,514,919	XXX
0399999. Total Cash on Deposit	XXX	9,909	0	5,229,327	5,741,273	4,514,919	XXX
0499999. Cash in Company's Office	XXX	XXX	XXX	400	400	400	XXX
0599999. Total Cash	XXX	9,909	0	5,229,727	5,741,673	4,515,319	XXX