



# ANNUAL STATEMENT

For the Year Ended December 31, 2002  
of the Condition and Affairs of the

## Union Of Poles In America

NAIC Group Code..... (Current Period) (Prior Period)	NAIC Company Code..... 56405	Employer's ID Number..... 34-0588225
Organized under the Laws of OH	State of Domicile or Port of Entry OH	
Country of Domicile US		
Incorporated..... November 13, 1899	Commenced Business..... March 1, 1894	
Statutory Home Office	9999 Granger Road ..... Garfield Heights ..... OH ..... 44125 <i>(Street and Number) (City or Town, State and Zip Code)</i>	
Main Administrative Office	9999 Granger Road ..... Garfield Heights ..... OH ..... 44125 <i>(Street and Number) (City or Town, State and Zip Code)</i>	216-478-0120 <i>(Area Code) (Telephone Number)</i>
Mail Address	9999 Granger Road ..... Garfield Heights ..... OH ..... 44125 <i>(Street and Number or P. O. Box) (City or Town, State and Zip Code)</i>	
Primary Location of Books and Records	9999 Granger Road ..... Garfield Heights ..... OH ..... 44125 <i>(Street and Number) (City or Town, State and Zip Code)</i>	216-478-0120 <i>(Area Code) (Telephone Number)</i>
Internet Website Address	unionofpoles.com	
Statement Contact	Ralph Bodziony 296-36-1479 <i>(Name)</i> info@unionofpoles.com <i>(E-Mail Address)</i>	216-478-0120 <i>(Area Code) (Telephone Number) (Extension)</i> 216-478-0122 <i>(Fax Number)</i>
Policyowner Relations Contact	..... <i>(Street and Number) (City or Town, State and Zip Code)</i>	<i>(Area Code) (Telephone Number) (Extension)</i>

### OFFICERS

President ..... David G. Milcinovic 296-58-3176  
Secretary ..... Ralph Bodziony 296-36-1479  
Treasurer ..... Richard Kaliszewski 281-24-9512  
Actuary ..... Heidorn Consulting, Inc.

### VICE PRESIDENTS

Richard W. Jablonski 296-58-3912 Patricia Karlon 298-52-5932

### DIRECTORS OR TRUSTEES

David G. Milcinovic 296-58-3176	Ralph Bodziony 296-36-1479	Richard Kaliszewski 281-24-9512	Frances Lisowski 302-32-5835
Richard W. Jablonski 296-58-3912	Patricia Karlon 298-52-5932	Mary Louise Klenkar 294-32-1900	Ray Czerniakowski 286-12-6101
Walter Dziedzina 284-12-8613	Charlotte Lisicki 272-30-0107	Arlene Wincki 299-28-4278	Allan Szuffada 279-36-3006
Dorothy Zalewski 270-22-1327	Donald Kuczumski 288-38-7494	Martin Czerniakowski 276-48-7374	Ronald Grams 300-34-2031

State of..... Ohio  
County of..... Cuyahoga

The officers of this reporting entity being duly sworn, each depose and say that they are the above described officers of the 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.

_____ (Signature) David G. Milcinovic 296-58-3176 (Printed Name) President	_____ (Signature) Ralph Bodziony 296-36-1479 (Printed Name) Secretary	_____ (Signature) Richard Kaliszewski 281-24-9512 (Printed Name) Treasurer
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Subscribed and sworn to before me this  
.....day of ....., 2003

- a. Is this an original filing? Yes [ X ] No [ ]  
b. If no: 1. State the amendment number  
2. Date filed.....  
3. Number of pages attached.....

## SCHEDULE A - PART 1

Showing all Real Estate OWNED December 31 of Current Year

1 Description of Property	Location		4 Date Acquired	5 Date of Last Appraisal	6 Actual Cost	7 Amount of Encumbrances	8 Book/Adjusted Carrying Value Less Encumbrances	9 Fair Value Less Encumbrances	10 Increase (Decrease) by Adjustment	11 Increase (Decrease) by Foreign Exchange Adjustment	12 Amounts Received During Year	13 Expended for Additions, Permanent Improvements and Changes in Encumbrances During Year	14 Gross Income Earned Less Interest Incurred on Encumbrances	15 Taxes, Repairs, and Expenses Incurred
	2 City	3 State												
<b>Properties Occupied by the Reporting Entity - Administrative</b>														
Granger Road - Land.....	Garfield Heights.....	OH.....	07/01/1999		20,000		20,000	20,000						
Granger Road.....	Garfield Heights.....	OH.....	07/01/1999		193,895		179,757	179,757	(7,432)				12,784	15,338
0299999. Properties Occupied by the Reporting Entity - Administrative.....					213,895	0	199,757	199,757	(7,432)	0	0	0	12,784	15,338
0399999. Total - Properties Occupied by the Reporting Entity.....					213,895	0	199,757	199,757	(7,432)	0	0	0	12,784	15,338
9999999. Totals.....					213,895	0	199,757	199,757	(7,432)	0	0	0	12,784	15,338

**Sch. A-Pt. 2**  
**NONE**

**Sch. A-Pt. 3**  
**NONE**

**SCHEDULE B - PART 1**

Showing all Mortgage Loans OWNED December 31 of Current Year

1 Loan Number	Location		4 Loan Type	5 Date Acquired	6 Rate of Interest	7 Book Value/Recorded Investment Excluding Accrued Interest	8 Increase (Decrease) by Adjustment	9 Increase (Decrease) by Foreign Exchange Adjustment	10 Value of Land and Buildings	11 Date of Last Appraisal or Valuation
	2 City	3 State								
<b>Mortgages in Good Standing</b>										
<b>Residential Mortgages - All Other</b>										
2624	Anderson	IN		07/01/1995		58,090			115,000	
2627	Brecksville	OH		07/01/1995		37,936			189,000	
2629	Brecksville	OH		07/01/1995		65,417			153,000	
2442	Brecksville	OH		07/01/1986		16,774			55,000	
2603	Chardon	OH		07/01/1991		21,480			89,000	
2617	Chardon	OH		07/01/1993		41,142			93,000	
2575	Cleveland	OH		07/01/1989		56,192			63,000	
2428	Cleveland	OH		07/01/1991		34,181			40,000	
2581	Cleveland	OH		07/01/1990		9,796			65,000	
2633	Garfield Heights	OH		07/01/1995		72,775			82,000	
2608	Hinkley	OH		07/01/1992		28,889			113,000	
2626	Holland	OH		07/01/1995		59,726			173,000	
2600	Independence	OH		07/01/1991		46,075			78,000	
2630	Lorain	OH		07/01/1995		58,094			96,000	
2535	Montpeller	OH		07/01/1992		28,220			62,490	
2253	Painesville	OH		07/01/1994		34,779			126,000	
2590	Richfield	OH		07/01/1990		13,529			125,000	
2613	Temperance	MI		07/01/1992		24,478			100,000	
2623	Toledo	OH		07/01/1994		44,748			77,500	
2631	Toledo	OH		07/01/1995		38,102			58,000	
2526	Toledo	OH		07/01/1992		84,346			107,000	
2553	Toledo	OH		07/01/1987		18,174			197,000	
2609	Cleveland	OH		07/01/1996		25,477			55,000	
2645	Brooklyn	OH		07/01/1996		27,163			97,000	
2646	Parma	OH		07/01/1997		40,628			158,000	
2648	Toledo	OH		07/01/1997		16,440			150,000	
2649	Lorain	OH		07/01/1997		47,259			67,000	
2650	Cleveland	OH		07/01/1997		8,949			78,500	
2651	Concord	OH		07/01/1998		54,316			101,000	
2652	Cleveland	OH		07/01/1996		76,860			111,000	
2653	Parma Heights	OH		07/01/1998		39,823			88,000	
2656	Macedonia	OH		07/01/1998		98,986			145,000	
2658	Perrysburg	OH		07/01/1999		62,611			189,500	
2659	Willowick	OH		07/01/1999		71,094			96,500	
2660	Middleburgh Heights	OH		07/01/1999		24,849			157,000	
2661	Cleveland	OH		07/01/1999		61,447			85,000	
2662	Medina	OH		07/01/1999		87,475			135,000	
2663	Cleveland	OH		07/01/1999		71,593			113,693	
2664	Toledo	OH		07/01/1999		44,178			82,100	
2665	Rossford	OH		07/01/1999		45,560			80,000	
2666	Garfield Heights	OH		07/01/1999		56,659			83,490	
2667	Toledo	OH		07/01/1999		93,562			175,000	
2668	Cleveland	OH		07/01/1999		39,012			76,000	
2670	Toledo	OH		07/01/1999		59,377			107,000	
2671	Rossford	OH		07/01/2000		26,512			54,000	
2672	Brooklyn Heights	OH		07/01/2000		86,592			185,000	
2674	Parma	OH		07/01/2001		94,400			240,000	
2675	Hartsgrove	OH		07/01/2001		94,662			160,000	
2676	Fairport Harbor	OH		05/24/2002		72,802			94,000	
	All Others					416,026			1,096,000	
0399999. Total - Mortgages in Good Standing - Residential Mortgages - All Other						2,837,255	0	0	6,516,773	XXX

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## SCHEDULE B - PART 1

Showing all Mortgage Loans OWNED December 31 of Current Year

1 Loan Number	Location		4 Loan Type	5 Date Acquired	6 Rate of Interest	7 Book Value/Recorded Investment Excluding Accrued Interest	8 Increase (Decrease) by Adjustment	9 Increase (Decrease) by Foreign Exchange Adjustment	10 Value of Land and Buildings	11 Date of Last Appraisal or Valuation
	2 City	3 State								
0799999. Total - Mortgages in Good Standing.....						2,837,255	0	0	6,516,773	XXX
9999999. Totals.....						2,837,255	0	0	6,516,773	XXX

General Interrogatory:

1. Mortgages in good standing \$.....0 unpaid taxes \$.....0 interest due and unpaid.
2. Restructured mortgages \$.....0 unpaid taxes \$.....0 interest due and unpaid.
3. Mortgages with overdue interest over 90 days not in process of foreclosure \$.....0 unpaid taxes \$.....0 interest due and unpaid.
4. Mortgages in process of foreclosure \$.....0 unpaid taxes \$.....0 interest due and unpaid.

**SCHEDULE B - PART 2**

Showing all Mortgage Loans SOLD, Transferred or Paid in Full During the Year

1 Loan Number	Location		4 Loan Type	5 Date Acquired	6 Book Value/Recorded Investment Excluding Accrued Interest Prior Year	7 Increase (Decrease) by Adjustment	8 Increase (Decrease) by Foreign Exchange Adjustment	9 Book Value/Recorded Investment Excluding Accrued Interest at Disposition	10 Consideration Received	11 Foreign Exchange Profit (Loss) on Sale	12 Realized Profit (Loss) on Sale	13 Total Profit (Loss) on Sale
	2 City	3 State										
<b>Mortgages Closed by Repayment</b>												
2497.....	Independence.....	OH.....	Residential.....	08/29/1984..	1,436			1,436	1,436			0
2499.....	Elyria.....	OH.....	Residential.....	08/20/1984..	11,676			11,676	11,676			0
2625.....	Anderson.....	IN.....	Residential.....	04/29/1995..	34,690			34,690	34,690			0
2638.....	Athens.....	OH.....	Residential.....	04/19/1996..	30,447			30,447	30,447			0
2643.....	Toledo.....	OH.....	Residential.....	09/19/1996..	52,946			52,946	52,956			0
0199999. Total - Mortgages Closed by Repayment.....					131,195	0	0	131,195	131,205	0	0	0
9999999. Totals.....					131,195	0	0	131,195	131,205	0	0	0

**Sch. BA-Pt. 1  
NONE**

**Sch. BA-Pt. 2  
NONE**

**SCHEDULE D - PART 1**

Showing all Long-Term BONDS Owned December 31 of Current Year

1	2	3	Interest		6	7	8	9	10	11	12	13	Interest		16	17	18	19	20	21
			4	5									14	15						
CUSIP Identification	Description	*	Rate of	How Paid	Maturity Date	Option Date	Option Call Price	Book/Adjusted Carrying Value	Par Value	Rate Used to Obtain Fair Value	Fair Value	Actual Cost	Amount Due and Accrued December 31 of Current Year on Bonds not in Default	Gross Amount Received During Year	Increase (Decrease) by Adjustment	Increase (Decrease) by Foreign Exchange Adjustment	Amount of Interest Due and Accrued December 31, Current Year, on Bonds in Default as to Principal or Interest	NAIC Designation	Date Acquired	Effective Rate of Interest
<b>U.S. Government - Issuer Obligations</b>																				
912833 E2 2...	US Savings Bond Series HH.....				07/01/2003			15,500	15,500	AV	15,500	15,500		.620				.1	07/01/1997	
912827 J7 8...	US Treasury Note.....		6.250		07/01/2003			100,031	100,000	100.5940	100,594	100,031		6.250				.1	07/01/1996	
3136F2 WY 0.	FNMA.....		4.500	JD	06/11/2010	12/11/2003	100.000	10,000	10,000	AV	10,000	10,000						.1	12/13/2002	4.500
3133F0 WF 2.	FHLM.....		4.000	AO	10/15/2014	10/15/2005	100.000	10,000	10,000	AV	10,000	10,000						.1	10/03/2002	4.000
3136F1 6Z 8..	FNMA.....		6.000		07/26/2019	01/26/2006	100.000	11,000	11,000	AV	11,000	11,000		.275				.1	07/26/2002	6.000
0199999	U.S. Government - Issuer Obligations.....							146,531	146,500	XXX	147,094	146,531	.0	7,145	0	0	0	XXX	XXX	XXX
0399999	Total - U.S. Government.....							146,531	146,500	XXX	147,094	146,531	.0	7,145	0	0	0	XXX	XXX	XXX
<b>Industrial &amp; Miscellaneous (Unaffiliated) - Issuer Obligations</b>																				
<b>United States</b>																				
042086 76 9...	Armada Total Return ADV.....				07/01/2003			65,577	65,577	AV	65,577	65,577		4,144				.1	07/01/1996	
042086 81 9...	Armada Limited Maturity Bond.....				07/01/2003			251,094	251,094	AV	251,094	251,094		9,391				.1	07/01/1997	
042086 65 2...	Armada GNMA Instl CL #666.....				07/01/2003			55,393	55,393	AV	55,393	55,393		3,035				.1	07/01/1999	
	United States.....							372,064	372,064	XXX	372,064	372,064	.0	16,570	0	0	0	XXX	XXX	XXX
3999999	Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations.....							372,064	372,064	XXX	372,064	372,064	.0	16,570	0	0	0	XXX	XXX	XXX
4599999	Total - Industrial & Miscellaneous (Unaffiliated).....							372,064	372,064	XXX	372,064	372,064	.0	16,570	0	0	0	XXX	XXX	XXX
<b>Totals</b>																				
5499999	Total - Issuer Obligations.....							518,595	518,564	XXX	519,158	518,595	.0	23,715	0	0	0	XXX	XXX	XXX
6099999	Grand Total - Bonds.....							518,595	518,564	XXX	519,158	518,595	.0	23,715	0	0	0	XXX	XXX	XXX

**SCHEDULE D - PART 2 - SECTION 1**

Showing all PREFERRED STOCKS Owned December 31 of Current Year

1 CUSIP Identifi- cation	2 Description	3 Number of Shares	4 Par Value per Share	5 Rate per Share	6 Book/Adjusted Carrying Value	7 Rate per Share Used to Obtain Fair Value	8 Fair Value	9 Actual Cost	Dividends		12 Increase (Decrease) by Adjustment	13 Increase (Decrease) by Foreign Exchange Adjustment	14 NAIC Desig- nation	15 Date Acquired
									10 Declared but Unpaid	11 Amount Received During Year				

**NONE**

**SCHEDULE D - PART 2 - SECTION 2**

Showing all COMMON STOCKS Owned December 31 of Current Year

1 CUSIP Identifi- cation	2 Description	3 Number of Shares	4 Book/Adjusted Carrying Value	5 Rate per Share Used to Obtain Fair Value	6 Fair Value	7 Actual Cost	Dividends		10 Increase (Decrease) by Adjustment	11 Increase (Decrease) by Foreign Exchange Adjustment	12 NAIC Designation (a)	13 Date Acquired
							8 Declared but Unpaid	9 Amount Received During Year				
<b>Common Stocks - Banks, Trust and Insurance Companies (Unaffiliated)</b>												
<b>United States</b>												
493267 10 8.....	Key Corp.....	583,000	14,669	25.162	14,669	906		681			L	07/01/1970...
	United States.....		14,669	XXX	14,669	906	0	681	0	0	XXX	XXX
6799999	Total - Common Stocks - Banks, Trust and Insurance Companies (Unaffiliated).....		14,669	XXX	14,669	906	0	681	0	0	XXX	XXX
<b>Common Stocks - Industrial and Miscellaneous (Unaffiliated)</b>												
<b>United States</b>												
488411 10 9.....	Scudder High Income Fund.....	11,890,000	56,360	4.740	56,360	87,587		5,856			L	07/01/1994...
488412 10 7.....	Scudder Income Fund.....	4,147,000	53,080	12.800	53,080	53,724		2,479			L	07/01/1993...
338331 10 1.....	Scudder Flag Investors Value.....	6,952,000	123,397	17.750	123,397	120,773		2,742			L	07/01/1993...
453320 10 3.....	Income Fund of America.....	5,505,000	78,992	14.349	78,992	83,414		4,237			L	07/01/1992...
32008F 50 7.....	First Eagle Sogen Global Fund.....	3,196,000	81,009	25.347	81,009	78,878		2,746			L	07/01/1994...
471023 60 6.....	Janus Flexible Income Fund.....	3,773,000	36,331	9.629	36,331	35,746		1,772			U	07/01/1999...
261970 10 7.....	Dreyfus Appreciation Fund.....	1,937,000	60,420	31.192	60,420	83,314		597			L	07/01/1999...
315910 80 2.....	Fidelity Diversified Int'l Fund.....	3,194,000	54,805	17.159	54,805	63,466		412			L	07/01/1999...
042086 57 9.....	Armada Small Cap Growth Fund #519.....	6,627,000	44,205	6.671	44,205	45,000					L	12/10/2002...
042086 59 5.....	Armada Core Equity Fund #681.....	6,111,000	54,022	8.840	54,022	55,000		175			L	12/10/2002...
042086 59 5.....	Armada Core Equity Fund #681.....	20,000	173	8.650	173	175					L	12/10/2002...
042086 62 9.....	Armada Int'l Equity Fund #674.....	3,622,000	27,964	7.721	27,964	57,257		105			L	07/01/1999...
042086 84 3.....	Armada Small Cap Value Fund #616.....	2,247,000	35,989	16.016	35,989	46,884		2,077			L	05/22/2001...
042086 86 8.....	Armada Large Cap Value Fund #614.....	11,253,000	147,972	13.150	147,972	150,728		1,055			L	12/27/2002...
042086 86 8.....	Armada Large Cap Value Fund #614.....	52,000	683	13.143	683	691					L	12/27/2002...
042086 88 4.....	Armada Equity GrowthFund #610.....	9,015,000	143,874	15.959	143,874	150,000		170			L	12/27/2002...
042086 88 4.....	Armada Equity GrowthFund #610.....	11,000	169	15.340	169	170					L	12/27/2002...
	United States.....		999,445	XXX	999,443	1,112,807	0	24,423	0	0	XXX	XXX
6899999	Total - Common Stocks - Industrial and Miscellaneous (Unaffiliated).....		999,445	XXX	999,443	1,112,807	0	24,423	0	0	XXX	XXX
7099999	Total - Common Stock.....		1,014,114	XXX	1,014,113	1,113,713	0	25,104	0	0	XXX	XXX
7199999	Total - Preferred and Common Stock.....		1,014,114	XXX	1,014,113	1,113,713	0	25,104	0	0	XXX	XXX

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(a) For all common stocks bearing the NAIC designation "U" provide: the number of such issues.....0, the total \$ value (included in Column 6) of all such issues \$.....0.

**SCHEDULE D - PART 3**

Showing all Long-Term Bonds and Stocks ACQUIRED During Current Year

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
<b>Bonds - U.S. Government</b>							
3136F2 WY 0.....	FNMA.....	12/13/2002...	Edward Jones.....		10,000	10,000	
3133F0 WF 2.....	FHLM.....	10/03/2002...	Edward Jones.....		10,000	10,000	.9
3136F1 6Z 8.....	FNMA.....	07/26/2002...	Edward Jones.....		11,000	11,000	
0399999.	Total - Bonds - U.S. Government.....				31,000	31,000	.9
<b>Bonds - Industrial and Miscellaneous United States</b>							
042086 81 9.....	Armada Limited Maturity Bond.....	04/16/2002...	Mutual Funds.....		50,000	50,000	
042086 76 9.....	Armada Total Return Adv.....	12/20/2002...	Mutual Funds.....		666	666	
	United States.....				50,666	50,666	.0
4599999.	Total - Bonds - Industrial & Miscellaneous.....				50,666	50,666	.0
6099997.	Total - Bonds - Part 3.....				81,666	81,666	.9
6099999.	Total - Bonds.....				81,666	81,666	.9
<b>Common Stocks - Banks, Trust and Insurance Companies United States</b>							
493267 10 8.....	Key Corp.....	01/02/2002...	Computershare.....	135,000	681		
	United States.....				681	XXX	.0
6799999.	Total - Common Stocks - Banks, Trust & Ins. Cos.....				681	XXX	.0
<b>Common Stocks - Industrial and Miscellaneous United States</b>							
042086 57 9.....	Armada Small Cap Growth Fund #519.....	12/10/2002...	Mutual Funds.....	6,627,000	45,000		
042086 84 3.....	Armada Small Cap Value Fund #616.....	03/14/2002...	Mutual Funds.....	1,233,000	26,884		
042086 88 4.....	Armada Equity Growth Fund #610.....	11/18/2002...	Mutual Funds.....	9,015,000	150,000		
042086 86 8.....	Armada Large Cap Value Fund #614.....	11/18/2002...	Mutual Funds.....	11,253,000	150,364		
042086 59 5.....	Armada Core Equity Fund #681.....	12/10/2002...	Mutual Funds.....	6,111,000	55,000		
042086 59 5.....	Armada Core Equity Fund #681.....	12/27/2002...	Reinvested.....	20,000	175		
042086 86 8.....	Armada Large Cap Value Fund #614.....	12/27/2002...	Reinvested.....	52,000	1,055		
042086 88 4.....	Armada Equity Growth Fund #610.....	12/27/2002...	Reinvested.....	11,000	170		
488411 10 9.....	Scudder High Income Fund.....	01/02/2002...	Mutual Services Corp.....	1,188,000	5,856		
488412 10 7.....	Scudder Income Fund.....	01/02/2002...	Mutual Services Corp.....	198,000	2,479		
338331 10 1.....	Scudder Flag Investors Value.....	01/02/2002...	Mutual Services Corp.....	149,000	2,742		
453320 10 3.....	Income Fund of America.....	01/02/2002...	Mutual Services Corp.....	283,000	4,237		
32008F 50 7.....	First Eagle Sogen Global Fund.....	01/02/2002...	Mutual Services Corp.....	111,000	2,746		
471023 60 6.....	Janus Flexible Income Fund.....	01/02/2002...	Mutual Services Corp.....	191,000	1,772		
261970 10 7.....	Dreyfus Appreciation Fund.....	01/02/2002...	Mutual Services Corp.....	19,000	597		
315910 80 2.....	Fidelity Diversified Int'l Fund.....	01/02/2002...	Mutual Services Corp.....	25,000	412		
	United States.....				449,489	XXX	.0
6899999.	Total - Common Stocks - Industrial & Miscellaneous.....				449,489	XXX	.0
7099997.	Total - Common Stocks - Part 3.....				450,170	XXX	.0
7099998.	Total - Common Stocks - Summary Item from Part 5.....				162,115	XXX	.0
7099999.	Total - Common Stocks.....				612,285	XXX	.0
7199999.	Total - Preferred and Common Stocks.....				612,285	XXX	.0
7299999.	Total - Bonds, Preferred and Common Stocks.....				693,951	XXX	.9

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**SCHEDULE D - PART 4**

Showing all Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
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
<b>Common Stocks - Industrial and Miscellaneous United States</b>															
E12	313586 10 9.....	01/11/2002	Fannie Mae.....	125.000	9,538		8,784	9,938				(400)	(400)		
	786514 20 8.....	01/11/2002	Safeway Inc.....	150.000	5,946		7,825	6,262				(316)	(316)		
	806605 10 1.....	01/11/2002	Schering - Plough Corp.....	125.000	4,305		6,918	4,476				(171)	(171)		
	166764 10 0.....	01/11/2002	Chevron Texaco Corp.....	75.000	6,738		6,559	6,721				17	17		
	G02602 10 3.....	02/07/2002	Amdocs Ltd.....	75.000	2,508		5,725	2,548				(40)	(40)		
	14040H 10 5.....	02/07/2002	Capital One Financial Corp.....	75.000	3,430		4,652	4,046				(616)	(616)		
	22160K 10 5.....	02/07/2002	Costco Wholesale Corp.....	200.000	8,984		8,428	8,876				108	108		
	749121 10 9.....	02/07/2002	Qwest Communications Int'l.....	100.000	910		4,664	1,413				(503)	(503)		
	571903 20 2.....	02/20/2002	Marriott Int'l Inc.....	125.000	4,789		4,195	5,081				(292)	(292)		8
	412822 10 8.....	10/10/2002	Harley Davidson Inc.....	200.000	9,443		7,289	10,862				(1,419)	(1,419)		15
	437076 10 2.....	10/07/2002	Home Depot Inc.....	250.000	8,829		9,793	12,753				(3,924)	(3,924)		22
	852061 50 6.....	04/16/2002	Sprint Corp.....	375.000	3,690		9,900	9,154				(5,464)	(5,464)		
	212485 10 6.....	04/22/2002	Convergys Corp.....	150.000	4,465		5,859	5,624				(1,159)	(1,159)		
	590188 10 8.....	04/22/2002	Merrill Lynch & Co Inc.....	100.000	4,856		4,506	5,212				(356)	(356)		16
	887315 10 9.....	05/02/2002	AOL Time Warner.....	300.000	5,349		13,291	9,630				(4,281)	(4,281)		
	369604 10 3.....	12/06/2002	General Electric Co.....	500.000	14,466		20,478	20,040				(5,574)	(5,574)		261
	902124 10 6.....	05/06/2002	Tyco International Ltd.....	325.000	6,194		11,797	19,143				(12,949)	(12,949)		8
	459200 10 1.....	05/06/2002	International Business Machine Corp.....	100.000	8,184		8,654	12,096				(3,912)	(3,912)		14
	177376 10 0.....	06/11/2002	Citrix System Inc.....	200.000	2,004		3,648	4,532				(2,528)	(2,528)		
	268648 10 2.....	06/11/2002	EMC Corp.....	200.000	1,456		6,806	2,688				(1,232)	(1,232)		
	750438 10 3.....	06/12/2002	Radioshack Corp.....	150.000	5,013		7,484	4,515				498	498		
	200300 20 0.....	06/18/2002	Comcast Corp.....	175.000	4,336		5,469	6,300				(1,964)	(1,964)		
	681919 10 6.....	06/18/2002	Omnicom Group Inc.....	75.000	4,135		4,764	6,701				(2,566)	(2,566)		45
	806857 10 8.....	06/18/2002	Schlumberger Ltd.....	100.000	4,714		6,152	5,495				(781)	(781)		56
	92343V 10 4.....	10/10/2002	Verizon Communications.....	183.000	6,426		9,342	8,685				(2,259)	(2,259)		183
	78387G 10 3.....	09/12/2002	SBC Communications Inc.....	231.000	6,194		11,135	9,048				(2,854)	(2,854)		157
	931422 10 9.....	07/15/2002	Walgreen Co.....	175.000	6,454		4,969	5,891				563	563		13
	021441 10 0.....	08/19/2002	Altera Corp.....	300.000	3,354		6,562	6,366				(3,012)	(3,012)		
	053015 10 3.....	09/12/2002	Automatic Data Processing.....	150.000	5,715		6,181	8,835				(3,120)	(3,120)		52
	032654 10 5.....	09/12/2002	Analog Devices Inc.....	175.000	4,224		12,340	7,768				(3,544)	(3,544)		
	110122 10 8.....	09/12/2002	Bristol Myers Squibb Co.....	75.000	1,886		4,775	3,825				(1,939)	(1,939)		63
	206197 10 5.....	09/12/2002	Concord EFS Inc.....	450.000	8,880		5,203	14,751				(5,871)	(5,871)		
	002824 10 0.....	10/10/2002	Abbott Labs.....	100.000	3,952		5,122	5,575				(1,623)	(1,623)		68
	053611 10 9.....	10/10/2002	Avery Dennison Corp.....	100.000	5,705		5,189	5,653				52	52		99
	064057 10 2.....	10/10/2002	Bank New York Inc.....	100.000	2,154		5,171	4,080				(1,926)	(1,926)		57
	30231G 10 2.....	10/10/2002	Exxon Mobil Corp.....	200.000	6,778		7,059	7,860				(1,082)	(1,082)		138
	313400 30 1.....	10/10/2002	Freddie Mac.....	150.000	8,206		8,625	9,810				(1,604)	(1,604)		99
	316773 10 0.....	10/10/2002	Fifth Third Bancorp.....	75.000	4,305		4,410	4,600				(295)	(295)		71
	478160 10 4.....	10/10/2002	Johnson & Johnson.....	150.000	8,583		6,588	8,865				(282)	(282)		89
	844741 10 8.....	10/10/2002	Southwest Airlines Co.....	275.000	3,319		3,886	5,082				(1,763)	(1,763)		5
	867363 10 3.....	10/10/2002	Sungard Data Systems Inc.....	250.000	3,687		6,048	7,233				(3,546)	(3,546)		
	882508 10 4.....	10/10/2002	Texas Instruments Inc.....	200.000	2,878		8,127	5,600				(2,722)	(2,722)		13
	620076 10 9.....	11/14/2002	Motorola Inc.....	180.000	1,572		6,893	2,704				(1,132)	(1,132)		29
	71713U 10 2.....	11/14/2002	Pharmacia Corp.....	100.000	4,559		4,475	3,978				581	581		54
	031162 10 0.....	12/06/2002	Amgen Inc.....	120.000	5,685		7,238	6,773				(1,088)	(1,088)		
	17275R 10 2.....	12/06/2002	Cisco Systems Inc.....	500.000	7,220		13,145	9,055				(1,835)	(1,835)		
	172967 10 1.....	12/06/2002	Citigroup Inc.....	121.000	4,581		5,466	5,725				(1,144)	(1,144)		85
	458140 10 0.....	12/06/2002	Intel Corp.....	350.000	7,129		10,818	11,007				(3,878)	(3,878)		28
	548661 10 7.....	12/06/2002	Lowe's Companies Inc.....	200.000	8,094		7,002	9,282				(1,188)	(1,188)		16
	585055 10 6.....	12/06/2002	Medtronic Inc.....	175.000	8,027		6,774	8,962				(935)	(935)		42

**SCHEDULE D - PART 4**

Showing all Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
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
589331 10 7.....	Merck & Co Inc.....	12/06/2002	Schwab, Charles & Co Inc.....	100.000	5,798		7,551	5,880				(82)	(82)		141
717081 10 3.....	Pfizer Inc.....	12/06/2002	Schwab, Charles & Co Inc.....	475.000	14,715		15,838	18,929				(4,214)	(4,214)		246
742718 10 9.....	Procter & Gamble.....	12/06/2002	Schwab, Charles & Co Inc.....	100.000	8,415		9,282	7,839				576	576		158
857477 10 3.....	State Str Corp.....	12/06/2002	Schwab, Charles & Co Inc.....	200.000	8,626		7,656	10,450				(1,824)	(1,824)		92
931142 10 3.....	Walmart Stores Inc.....	12/06/2002	Schwab, Charles & Co Inc.....	200.000	10,769		8,909	11,510				(741)	(741)		59
026874 10 7.....	American International Group.....	12/06/2002	Various.....	184.000	12,611		11,307	14,610				(1,999)	(1,999)		
594918 10 4.....	Microsoft Corp.....	12/06/2002	Various.....	200.000	10,528		17,512	13,250				(2,722)	(2,722)		
571748 10 2.....	Marsh & McLennan Cos.....	12/06/2002	Schwab, Charles & Co Inc.....	150.000	7,156		7,187	8,059				(903)	(903)		164
319963 10 4.....	First Data Corp.....	10/10/2002	BNY Brokerage Inc.....	350.000	8,862		10,059	13,729				(4,867)	(4,867)		21
55262L 10 0.....	MBNA Corp.....	10/10/2002	BNY Brokerage Inc.....	375.000	6,142		6,598	8,800				(2,658)	(2,658)		99
	United States.....				367,471	XXX	468,082	484,175	0	0	0	(116,704)	(116,704)	XXX	2,786
6899999	Total - Common Stocks - Industrial & Miscellaneous.....				367,471	XXX	468,082	484,175	0	0	0	(116,704)	(116,704)	XXX	2,786
7099997	Total - Common Stocks - Part 4.....				367,471	XXX	468,082	484,175	0	0	0	(116,704)	(116,704)	XXX	2,786
7099998	Total - Common Stocks - Summary Item from Part 5.....				138,101	XXX	162,115	162,115				(24,014)	(24,014)	XXX	710
7099999	Total - Common Stocks.....				505,572	XXX	630,197	646,290	0	0	0	(140,718)	(140,718)	XXX	3,496
7199999	Total - Preferred and Common Stocks.....				505,572	XXX	630,197	646,290	0	0	0	(140,718)	(140,718)	XXX	3,496
7299999	Total - Bonds, Preferred and Common Stocks.....				505,572	XXX	630,197	646,290	0	0	0	(140,718)	(140,718)	0	3,496

**SCHEDULE D - PART 5**

Showing all Long-Term Bonds and Stocks ACQUIRED During Current Year and Fully DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17
CUSIP Identification	Description	Date Acquired	Name of Vendor	Disposal Date	Name of Purchaser	Par Value (Bonds) or Number of Shares (Stocks)	Actual Cost	Consideration	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 and Dividends Received During Year	Paid for Accrued Interest and Dividends
<b>Common Stocks - Industrial and Miscellaneous United States</b>																
235851 10 2	Danaher Corporation	01/17/2002	ESI Securities	06/18/2002	Lehman Brothers	75.000	4,795	4,764	4,795				(31)	(31)	2	
775371 10 7	Rohm & Haas Co	01/17/2002	Autranet, Inc	10/10/2002	BNY Brokerage	125.000	4,420	3,934	4,420				(486)	(486)	76	
800907 10 7	Sanmina Corp	01/17/2002	Bear, Stearns Securities	04/16/2002	Knight Securities	200.000	4,214	1,958	4,214				(2,256)	(2,256)		
880770 10 2	Teradyne Inc	01/17/2002	Bear, Stearns Securities	08/19/2002	Thomas Weisel Partners	125.000	4,199	1,778	4,199				(2,421)	(2,421)		
659424 10 5	North Fork Bancorp Inc	01/28/2002	Various	11/14/2002	Knight Securities	125.000	4,265	4,394	4,265				129	129	93	
38141G 10 4	Goldman Sachs Group	02/07/2002	SBC Warburg Dillon Read	10/10/2002	BNY Brokerage	50.000	4,139	3,003	4,139				(1,136)	(1,136)	12	
539830 10 9	Lockheed Martin Corp	02/07/2002	Standard & Poors	12/06/2002	Schwab, Charles	75.000	4,050	3,851	4,050				(199)	(199)	33	
009158 10 6	Air Products and Chemicals Inc	02/28/2002	Lehman Brothers	10/10/2002	BNY Brokerage	100.000	4,742	4,139	4,742				(603)	(603)	62	
032511 10 7	Anadarko Pete Corp	02/22/2002	Lehman Brothers	09/12/2002	Merrill Lynch	100.000	5,128	4,469	5,128				(659)	(659)	23	
925524 30 8	Viacom Inc	02/28/2002	Lehman Brothers	10/10/2002	BNY Brokerage	100.000	4,476	3,885	4,476				(591)	(591)		
432848 10 9	Hilton Hotels Corp	03/25/2002	Various	10/10/2002	BNY Brokerage	325.000	4,657	3,423	4,657				(1,234)	(1,234)	13	
478366 10 7	Johnson Ctl's Inc	04/15/2002	BNY ESI and Co	10/10/2002	BNY Brokerage	125.000	11,594	9,262	11,594				(2,332)	(2,332)	82	
518439 10 4	Lauder Estee Cos, Inc	04/15/2002	BNY ESI and Co	11/14/2002	Various	425.000	15,739	13,872	15,739				(1,867)	(1,867)	10	
74251V 10 2	Principal Financial Group	04/22/2002	Cowen & Co	10/10/2002	BNY Brokerage	175.000	5,006	4,371	5,006				(635)	(635)		
G3930E 10 1	Global Santa Fe Corp	05/03/2002	Cowen & Co	11/14/2002	Knight Securities	125.000	4,384	3,060	4,384				(1,324)	(1,324)	8	
143658 10 2	Carnival Corp	05/03/2002	SBC Warburg Dillon Read	11/14/2002	Knight Securities	175.000	5,838	5,087	5,838				(751)	(751)	37	
580645 10 9	McGraw-Hill Cos, Inc	05/03/2002	SBC Warburg Dillon Read	11/14/2002	Knight Securities	75.000	4,808	4,864	4,808				56	56	38	
502424 10 4	L-3 Communications	06/11/2002	Merrill Lynch	07/16/2002	BNY ESI and Co	75.000	4,348	3,199	4,348				(1,149)	(1,149)		
713448 10 8	Pepsico Inc	06/12/2002	Standard & Poors	12/06/2002	Schwab, Charles	100.000	5,152	4,248	5,152				(904)	(904)	15	
902973 30 4	US Bancorp	06/20/2002	BNY ESI and Co	10/10/2002	BNY Brokerage	150.000	3,532	2,505	3,532				(1,027)	(1,027)	59	
949746 10 1	Wells Fargo	06/20/2002	Standard & Poors	10/10/2002	BNY Brokerage	100.000	5,102	4,434	5,102				(668)	(668)	28	
650111 10 7	New York Times Co	06/28/2002	UBS Warburg	11/14/2002	Knight Securities	100.000	5,125	4,852	5,125				(273)	(273)	13	
780257 80 4	Royal Dutch Petroleum	07/03/2002	UBS Warburg	10/07/2002	Standard & Poors	75.000	4,141	3,199	4,141				(942)	(942)	45	
00724F 10 1	Adobe Sysms Inc	07/03/2002	Knight Securities	11/14/2002	Knight Securities	125.000	3,503	3,196	3,503				(307)	(307)	2	
053332 10 2	Autozone Inc	07/03/2002	UBS Warburg	10/10/2002	BNY Brokerage	50.000	3,929	4,063	3,929				134	134		
G0070K 10 3	Ace Limited	08/19/2002	Thomas Weisel Partners	10/10/2002	BNY Brokerage	100.000	3,236	2,785	3,236				(451)	(451)	17	
872540 10 9	TJX Cos, Inc	08/19/2002	Thomas Weisel Partners	11/14/2002	Knight Securities	150.000	2,892	3,141	2,892				249	249	4	
020002 10 1	Allstate Corp	08/19/2002	Prudential Securities	11/14/2002	Knight Securities	100.000	3,748	3,958	3,748				210	210	21	
651229 10 6	Newell Rubbermaid	10/07/2002	Standard & Poors	11/14/2002	Knight Securities	125.000	3,824	3,927	3,824				103	103		
026874 10 7	American Int'l Group	03/18/2002	Knight Securities	12/06/2002	Schwab, Charles	100.000	7,368	6,288	7,368				(1,080)	(1,080)	17	
594918 10 4	Microsoft Corp	03/18/2002	Knight Securities	12/06/2002	Schwab, Charles	75.000	4,667	4,252	4,667				(415)	(415)		
655042 10 9	Noble Corporation	05/03/2002	Cowen & Co	11/14/2002	Knight Securities	100.000	4,350	3,347	4,350				(1,003)	(1,003)		
832696 40 5	Smucker JM Co	06/05/2002	Spinoff	06/18/2002	Bernstein Sanford & Co	2.000	74	71	74				(3)	(3)		
61166W 10 1	Monsanto Co	08/15/2002	Spinoff	09/12/2002	Knight Securities	17.000	287	292	287				5	5		
172967 10 1	Travelers Property Cas	08/22/2002	Spinoff	09/12/2002	Knight Securities	16.000	383	230	383				(153)	(153)		
	United States					XXX	162,115	138,101	162,115	0	0	0	(24,014)	(24,014)	710	0
6899999	Total - Common Stocks - Industrial & Miscellaneous					XXX	162,115	138,101	162,115	0	0	0	(24,014)	(24,014)	710	0
7099998	Total - Common Stocks					XXX	162,115	138,101	162,115	0	0	0	(24,014)	(24,014)	710	0
7199999	Total - Preferred and Common Stocks					XXX	162,115	138,101	162,115	0	0	0	(24,014)	(24,014)	710	0
7299999	Total - Bonds, Preferred and Common Stocks					XXX	162,115	138,101	162,115	0	0	0	(24,014)	(24,014)	710	0

E13

**Sch. D-Pt. 6-Sn. 1  
NONE**

**Sch. D-Pt. 6-Sn. 2  
NONE**

**Sch. DA-Pt. 1  
NONE**

**Sch. DB-Pt. A-Sn. 1  
NONE**

**Sch. DB-Pt. A-Sn. 2  
NONE**

**Sch. DB-Pt. A-Sn. 3  
NONE**

**Sch. DB-Pt. B-Sn. 1  
NONE**

**Sch. DB-Pt. B-Sn. 2  
NONE**

**Sch. DB-Pt. B-Sn. 3  
NONE**

**Sch. DB-Pt. C-Sn. 1  
NONE**

**Sch. DB-Pt. C-Sn. 2  
NONE**

**Sch. DB-Pt. C-Sn. 3  
NONE**

**Sch. DB-Pt. D-Sn. 1  
NONE**

**Sch. DB-Pt. D-Sn. 2  
NONE**

**Sch. DB-Pt. D-Sn. 3  
NONE**

**Sch. DB-Pt. E-Sn. 1  
NONE**

**Sch. DM  
NONE**

**SCHEDULE E - PART 1 - CASH**

1	2	3	4	5	6
Depository	Rate of Interest	Amount of Interest Received During Year	Amount of Interest Accrued December 31 of Current Year	Balance	*
<b>Open Depositories</b>					
National City Bank Checking.....				68,402	XXX
National City Bank Trust.....		1,695		12,858	XXX
Union of Poles - Credit Union 34.....		90		1,730	XXX
Union of Poles - Credit Union 787.....		40		2,885	XXX
Alliance Money Market.....		7		804	XXX
NCB Index Fund.....		522		81,078	XXX
NCB Booster/Sports Fund.....				4,383	XXX
Union of Poles - Credit Union 438.....		32		5,015	XXX
Union of Poles - Credit Union 468.....		20		3,176	XXX
Union of Poles - Credit Union 514.....		32		1,727	XXX
Union of Poles - Credit Union CD #1.....		369			XXX
Union of Poles - Credit Union CD #2.....				5,000	XXX
Union of Poles - Credit Union CD #3.....				5,000	XXX
0199999. Total - Open Depositories.....	XXX	2,807	0	192,058	XXX
0399999. Total Cash on Deposit.....	XXX	2,807	0	192,058	XXX
0499999. Cash in Company's Office.....	XXX	XXX	XXX	2,000	XXX
0599999. Total Cash.....	XXX	2,807	0	194,058	XXX

**TOTALS OF DEPOSITORY BALANCES ON THE LAST DAY OF EACH MONTH DURING THE CURRENT YEAR**

1. January.....	216,687	4. April.....	231,289	7. July.....	189,463	10. October.....	410,077
2. February.....	262,972	5. May.....	189,134	8. August.....	228,375	11. November.....	260,577
3. March.....	223,785	6. June.....	207,084	9. September.....	287,366	12. December.....	200,818

**SCHEDULE E - PART 2 - SPECIAL DEPOSITS**

1 Line Number	2 Type	3 Description of Deposit	4 Where Deposited and Purpose of Deposit	5 Par or Book Value	6 Statement Value (a)	7 Fair Value
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(a) Includes \$.....0 cash and short-term investments as defined in SSAP No. 2 of the NAIC Accounting Practices and Procedures Manual.

**NONE**