



HEALTH ANNUAL STATEMENT

FOR THE YEAR ENDING DECEMBER 31, 2002
of the Condition and Affairs of the

SUPERIOR DENTAL CARE, INC.

NAIC Group Code..... , (Current Period) (Prior Period) NAIC Company Code..... 96280 Employer's ID Number..... 31-1119867

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

Licensed as Business Type Dental Service Corporation

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

Date Incorporated or Organized..... November 30, 1984 Date Commenced Business..... January 1, 1986

Statutory Home Office 6683 CENTERVILLE-BUSINESS PARKWAY..... DAYTON OH 45459
(Street and Number) (City or Town, State and Zip Code)

Address of Main Administrative Office 6683 CENTERVILLE-BUSINESS PARKWAY..... DAYTON OH 45459 937-438-0283
(Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address 6683 CENTERVILLE-BUSINESS PARKWAY..... DAYTON OH 45459
(Street and Number or P. O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records 6683 CENTERVILLE-BUSINESS PARKWAY..... DAYTON OH 45459 937-438-0283
(Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Website Address WWW.SUPERIORDENTAL.COM

Statement Contact WENDY GLOVER 937-438-0283
(Name) (Area Code) (Telephone Number) (Extension)
WGLOVER@SUPERIORDENTAL.COM 937-291-5690
(E-Mail Address) (Fax Number)

Policyowner Relations Contact (City or Town, State and Zip Code) (Area Code) (Telephone Number) (Extension)

OFFICERS

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

VICE PRESIDENTS

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

DIRECTORS OR TRUSTEES

Dennis A Burns DDS Roger E Clark DDS Douglas R Hoefling DDS Kenneth D Jones DDS
James R Miller DDS Thomas G Pavey DMD Richard W Portune DDS L Don Shumaker DDS
Rebecca J York

State of.....
County of.....

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

_____ (Signature) THOMAS G PAVEY DMD _____ (Printed Name) President	_____ (Signature) JAMES R MILLER DDS _____ (Printed Name) Secretary	_____ (Signature) DOUGLAS R HOEFLING DDS _____ (Printed Name) Treasurer
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Subscribed and sworn to before me this

.....day of, 2003

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- 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.....

EXHIBIT 3 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
A&H Premiums Due and Unpaid						
KMC Network.....	70,849					70,849
0299997. Group subscribers subtotal.....	70,849	0	0	0	0	70,849
0299998. Premiums due and unpaid not individually listed.....	150,803					150,803
0299999. Total group.....	221,652	0	0	0	0	221,652
0599999. Accident and health premiums due and unpaid (Page 2, Line 10).....	221,652	0	0	0	0	221,652

EXHIBIT 4 - HEALTH CARE RECEIVABLES

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
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NONE

EXHIBIT 5 - CLAIMS PAYABLE (REPORTED AND UNREPORTED)

Aging Analysis of Unpaid Claims

1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
Claims Payable (Reported)						
0399999. Aggregate accounts not individually listed - covered.....	1,022,208	89,586	51,764	25,464	41,761	1,230,783
0499999. Subtotals.....	1,022,208	89,586	51,764	25,464	41,761	1,230,783
0799999. Total claims payable.....						1,230,783

EXHIBIT 6 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1 Name of Affiliate	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	Admitted	
						7 Current	8 Non-Current
Amounts Due From Parent, Subsidiaries and Affiliates							
0299999. Receivables not individually listed.....					110,566		
0399999. Total gross amounts receivable.....	0	0	0	0	110,566	0	0

EXHIBIT 7 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
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NONE

EXHIBIT 8 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total	3 Total Members Covered	4 Column 3 as a % of Total	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:						
1. Medical groups.....		.00		.00		
2. Intermediaries.....		.00		.00		
3. All other providers.....		.00		.00		
4. Total capitation payments.....	.0	.00	.0	.00	.0	.0
Other Payments:						
5. Fee-for-service.....		.00	XXX	XXX		
6. Contractual fee payments.....		.00	XXX	XXX		
7. Bonus/withhold arrangements - fee-for-service.....		.00	XXX	XXX		
8. Bonus/withhold arrangements - contractual fee payments.....	12,675,866	100.0	XXX	XXX	12,675,866	
9. Non-contingent salaries.....		.00	XXX	XXX		
10. Aggregate cost arrangements.....		.00	XXX	XXX		
11. All other payments.....		.00	XXX	XXX		
12. Total other payments.....	12,675,866	100.0	XXX	XXX	12,675,866	.0
13. Total (Line 4 plus Line 12).....	12,675,866	100.0	XXX	XXX	12,675,866	.0

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EXHIBIT 8 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1 NAIC Code	2 Name of Intermediary	3 Capitation Paid	4 Average Monthly Capitation	5 Intermediary's Total Adjusted Capital	6 Intermediary's Authorized Control Level RBC
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NONE

EXHIBIT 9 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

Description	1 Cost	2 Improvements	3 Accumulated Depreciation	4 Book Value Less Encumbrances	5 Assets Not Admitted	6 Net Admitted Assets
1. Administrative furniture and equipment.....	354,546		240,437	114,109		114,109
2. Medical furniture, equipment and fixtures.....						0
3. Pharmaceuticals and surgical supplies.....						0
4. Durable medical equipment.....						0
5. Other property and equipment.....						0
6. Total.....	354,546	0	240,437	114,109	0	114,109



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

REPORT FOR: 1. CORPORATION.....SUPERIOR DENTAL CARE, INC.

2. DIVISION....DAYTON, OH

BUSINESS IN THE STATE OF GRAND TOTAL DURING THE YEAR

(Location)

NAIC Group Code.....0

NAIC Company Code.....96280

34.GT

	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.....	104,289					104,289				
2. First quarter.....	89,786					89,786				
3. Second quarter.....	92,427					92,427				
4. Third quarter.....	94,664					94,664				
5. Current year.....	95,924					95,924				
6. Current year member months.....	1,109,137					1,109,137				
Total Member Ambulatory Encounters for Year:										
7. Physician.....	.0									
8. Non-physician.....	.0									
9. Totals.....	.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.....	16,647,391					16,647,391				
13. Premiums earned.....	16,380,634					16,380,634				
14. Amount paid for provision of health care services.....	12,675,866					12,675,866				
15. Amount incurred for provision of health care services.....	12,805,071					12,805,071				



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

REPORT FOR: 1. CORPORATION.....SUPERIOR DENTAL CARE, INC.

2. DIVISION....DAYTON, OH

BUSINESS IN THE STATE OF INDIANA DURING THE YEAR

(Location)

NAIC Group Code.....0

NAIC Company Code.....96280

	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.....	.0									
2. First quarter.....	.0									
3. Second quarter.....	.0									
4. Third quarter.....	.0									
5. Current year.....	.0									
6. Current year member months.....	.0									
Total Member Ambulatory Encounters for Year:										
7. Physician.....	.0									
8. Non-physician.....	.0									
9. Totals.....	.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.....	.0									
13. Premiums earned.....	.0									
14. Amount paid for provision of health care services.....	.0									
15. Amount incurred for provision of health care services.....	.0									

NONE

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

REPORT FOR: 1. CORPORATION.....SUPERIOR DENTAL CARE, INC.

2. DIVISION....DAYTON, OH

BUSINESS IN THE STATE OF KENTUCKY DURING THE YEAR

(Location)

NAIC Group Code.....0

NAIC Company Code.....96280

	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.....	497					497				
2. First quarter.....	645					645				
3. Second quarter.....	677					677				
4. Third quarter.....	657					657				
5. Current year.....	708					708				
6. Current year member months.....	7,304					7,304				
Total Member Ambulatory Encounters for Year:										
7. Physician.....	0									
8. Non-physician.....	0									
9. Totals.....	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.....	116,117					116,117				
13. Premiums earned.....	113,456					113,456				
14. Amount paid for provision of health care services.....	75,388					75,388				
15. Amount incurred for provision of health care services.....	79,248					79,248				

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

REPORT FOR: 1. CORPORATION.....SUPERIOR DENTAL CARE, INC.

2. DIVISION....DAYTON, OH

BUSINESS IN THE STATE OF OHIO DURING THE YEAR

(Location)

NAIC Group Code.....0

NAIC Company Code.....96280

	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.....	103,792					103,792				
2. First quarter.....	89,141					89,141				
3. Second quarter.....	91,750					91,750				
4. Third quarter.....	94,007					94,007				
5. Current year.....	95,216					95,216				
6. Current year member months.....	1,101,833					1,101,833				
Total Member Ambulatory Encounters for Year:										
7. Physician.....	.0									
8. Non-physician.....	.0									
9. Totals.....	.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.....	16,531,274					16,531,274				
13. Premiums earned.....	16,267,178					16,267,178				
14. Amount paid for provision of health care services.....	12,600,478					12,600,478				
15. Amount incurred for provision of health care services.....	12,725,823					12,725,823				

34.OH

SCHEDULE A - VERIFICATION BETWEEN YEARS

1. Book/adjusted carrying value, December 31, prior year (prior year statement).....	_____
2. Increase (decrease) by adjustment:	
2.1 Totals, Part 1, Column 10.....	_____
2.2 Totals, Part 3, Column 7.....	_____
3. Cost of acquired (Totals, Part 2, Column 6, net of encumbrances (Column 7) and net of additions and permanent improvements (Column 9)).....	_____
4. Cost of additions and permanent improvements:	
4.1 Totals, Part 1, Column 13.....	_____
4.2 Totals, Part 3, Column 9.....	_____
5. Total profit (loss) on sales, Part 3, Column 14.....	_____
6. Increase (decrease) by foreign exchange adjustment:	
6.1 Totals, Part 1, Column 11.....	_____
6.2 Totals, Part 3, Column 8.....	_____
7. Amounts received on sales, Part 3, Column 11 and Part 1, Column 12.....	_____
8. Book/adjusted carrying value at end of current period.....	0
9. Total valuation allowance.....	_____
10. Subtotal (Lines 8 plus 9).....	0
11. Total nonadmitted amounts.....	_____
12. Statement value, current period (Page 2, real estate lines, current period).....	0

NONE

SCHEDULE B - VERIFICATION BETWEEN YEARS

1. Book value/recorded investment excluding accrued interest of mortgages owned, December 31 of prior year.....	_____
2. Amount loaned during year:	
2.1 Actual cost at time of acquisitions.....	_____
2.2 Additional investment made after acquisitions.....	0
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 year.....	_____
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
10. Total valuation allowance.....	_____
11. Subtotal (Lines 9 plus 10).....	0
12. Total nonadmitted amounts.....	_____
13. Statement value of mortgages owned at end of current period.....	0

NONE

SCHEDULE BA - VERIFICATION BETWEEN YEARS

1. Book/adjusted carrying value of long-term invested assets owned, December 31 of prior year.....	_____
2. Cost of acquisitions during year:	
2.1 Actual cost at time of acquisitions.....	_____
2.2 Additional investment made after acquisitions.....	0
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 year.....	_____
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
10. Total valuation allowance.....	_____
11. Subtotal (Lines 9 plus 10).....	0
12. Total nonadmitted amounts.....	_____
13. Statement value of long-term invested assets at end of current period.....	0

NONE

SCHEDULE D - PART 1A - SECTION 1

Quality and Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values By Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
1. U.S. Governments, Schedules D & DA (Group 1)											
1.1 Class 1.....	137,536	663,381			88,260	889,176	77.3	889,082		889,176	
1.2 Class 2.....						0	0.0				
1.3 Class 3.....						0	0.0				
1.4 Class 4.....						0	0.0				
1.5 Class 5.....						0	0.0				
1.6 Class 6.....						0	0.0				
1.7 Totals.....	137,536	663,381	0	0	88,260	889,176	77.3	889,082		889,176	0
2. All Other Governments, Schedules D & DA (Group 2)											
2.1 Class 1.....						0	0.0				
2.2 Class 2.....						0	0.0				
2.3 Class 3.....						0	0.0				
2.4 Class 4.....						0	0.0				
2.5 Class 5.....						0	0.0				
2.6 Class 6.....						0	0.0				
2.7 Totals.....	0	0	0	0	0	0	0.0	0		0	0
3. States, Territories and Possessions, etc., Guaranteed, Schedules D & DA (Group 3)											
3.1 Class 1.....						0	0.0				
3.2 Class 2.....						0	0.0				
3.3 Class 3.....						0	0.0				
3.4 Class 4.....						0	0.0				
3.5 Class 5.....						0	0.0				
3.6 Class 6.....						0	0.0				
3.7 Totals.....	0	0	0	0	0	0	0.0	0		0	0
4. Political Subdivisions of States, Territories and Possessions, Guaranteed, Schedules D & DA (Group 4)											
4.1 Class 1.....						0	0.0				
4.2 Class 2.....						0	0.0				
4.3 Class 3.....						0	0.0				
4.4 Class 4.....						0	0.0				
4.5 Class 5.....						0	0.0				
4.6 Class 6.....						0	0.0				
4.7 Totals.....	0	0	0	0	0	0	0.0	0		0	0
5. Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed, Schedules D & DA (Group 5)											
5.1 Class 1.....			260,000			260,000	22.6			260,000	
5.2 Class 2.....						0	0.0				
5.3 Class 3.....						0	0.0				
5.4 Class 4.....						0	0.0				
5.5 Class 5.....						0	0.0				
5.6 Class 6.....						0	0.0				
5.7 Totals.....	0	0	260,000	0	0	260,000	22.6	0		260,000	0

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, At Book/Adjusting Carrying Values By Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
6. Public Utilities (Unaffiliated), Schedules D & DA (Group 6)											
6.1 Class 1.....						.0	0.0				
6.2 Class 2.....						.0	0.0				
6.3 Class 3.....						.0	0.0				
6.4 Class 4.....						.0	0.0				
6.5 Class 5.....						.0	0.0				
6.6 Class 6.....						.0	0.0				
6.7 Totals.....	.0	.0	.0	.0	.0	.0	0.0	.0		.0	.0
7. Industrial & Miscellaneous (Unaffiliated), Schedules D & DA (Group 7)											
7.1 Class 1.....						.0	0.0				
7.2 Class 2.....						.0	0.0				
7.3 Class 3.....						.0	0.0				
7.4 Class 4.....						.0	0.0				
7.5 Class 5.....						.0	0.0				
7.6 Class 6.....						.0	0.0				
7.7 Totals.....	.0	.0	.0	.0	.0	.0	0.0	.0		.0	.0
8. Credit Tenant Loans, Schedules D & DA (Group 8)											
8.1 Class 1.....						.0	0.0				
8.2 Class 2.....						.0	0.0				
8.3 Class 3.....						.0	0.0				
8.4 Class 4.....						.0	0.0				
8.5 Class 5.....						.0	0.0				
8.6 Class 6.....						.0	0.0				
8.7 Totals.....	.0	.0	.0	.0	.0	.0	0.0	.0		.0	.0
9. Parent, Subsidiaries and Affiliates, Schedules D & DA (Group 9)											
9.1 Class 1.....	1,000					1,000	0.1				1,000
9.2 Class 2.....						.0	0.0				
9.3 Class 3.....						.0	0.0				
9.4 Class 4.....						.0	0.0				
9.5 Class 5.....						.0	0.0				
9.6 Class 6.....						.0	0.0				
9.7 Totals.....	1,000	.0	.0	.0	.0	1,000	0.1	.0		.0	1,000

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values By Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
10. Total Bonds Current Year											
10.1 Class 1.....	138,536	663,381	260,000	0	88,260	1,150,176	100.0	XXX	XXX	1,149,176	1,000
10.2 Class 2.....	0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.3 Class 3.....	0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.4 Class 4.....	0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.5 Class 5.....	0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.6 Class 6.....	0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.7 Totals.....	138,536	663,381	260,000	0	88,260	1,150,176	100.0	XXX	XXX	1,149,176	1,000
10.8 Line 10.7 as a % of Col. 6.....	12.0	57.7	22.6	0.0	7.7	100.0	XXX	XXX	XXX	99.9	0.1
11. Total Bonds Prior Year											
11.1 Class 1.....	360,850	325,000	120,000		83,232	XXX	XXX	889,082	100.0	889,082	
11.2 Class 2.....						XXX	XXX	0	0.0		
11.3 Class 3.....						XXX	XXX	0	0.0		
11.4 Class 4.....						XXX	XXX	0	0.0		
11.5 Class 5.....						XXX	XXX	0	0.0		
11.6 Class 6.....						XXX	XXX	0	0.0		
11.7 Totals.....	360,850	325,000	120,000	0	83,232	XXX	XXX	889,082	100.0	889,082	0
11.8 Line 11.7 as a % of Col. 8.....	40.6	36.6	13.5	0.0	9.4	XXX	XXX	100.0	XXX	100.0	0.0
12. Total Publicly Traded Bonds											
12.1 Class 1.....	137,536	663,381	260,000		88,260	1,149,177	99.9	889,082	100.0	1,149,177	XXX
12.2 Class 2.....						0	0.0	0	0.0	0	XXX
12.3 Class 3.....						0	0.0	0	0.0	0	XXX
12.4 Class 4.....						0	0.0	0	0.0	0	XXX
12.5 Class 5.....						0	0.0	0	0.0	0	XXX
12.6 Class 6.....						0	0.0	0	0.0	0	XXX
12.7 Totals.....	137,536	663,381	260,000	0	88,260	1,149,177	99.9	889,082	100.0	1,149,177	XXX
12.8 Line 12.7 as a % of Col. 6.....	12.0	57.7	22.6	0.0	7.7	100.0	XXX	XXX	XXX	100.0	XXX
12.9 Line 12.7 as a % of Line 10.7, Col. 6, Section 10.....	12.0	57.7	22.6	0.0	7.7	99.9	XXX	XXX	XXX	99.9	XXX
13. Total Privately Placed Bonds											
13.1 Class 1.....	1,000					1,000	0.1	0	0.0	XXX	1,000
13.2 Class 2.....						0	0.0	0	0.0	XXX	0
13.3 Class 3.....						0	0.0	0	0.0	XXX	0
13.4 Class 4.....						0	0.0	0	0.0	XXX	0
13.5 Class 5.....						0	0.0	0	0.0	XXX	0
13.6 Class 6.....						0	0.0	0	0.0	XXX	0
13.7 Totals.....	1,000	0	0	0	0	1,000	0.1	0	0.0	XXX	1,000
13.8 Line 13.7 as a % of Col. 6.....	100.0	0.0	0.0	0.0	0.0	100.0	XXX	XXX	XXX	XXX	100.0
13.9 Line 13.7 as a % of Line 10.7, Col. 6, Section 10.....	0.1	0.0	0.0	0.0	0.0	0.1	XXX	XXX	XXX	XXX	0.1

- (a) Includes \$.....0 freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.
- (b) Includes \$.....0 current year, \$.....0 prior year of bonds with Z designations and \$.....0 current year, \$.....0 prior year of bonds with Z* designation. The letter "Z" means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z*" means the SVO could not evaluate the obligation because valuation procedures for the security class are under regulatory review.
- (c) Includes \$.....0 current year, \$.....0 prior year of bonds with 5* designations and \$.....0 current year, \$.....0 prior year of bonds with 6* designation. "5*" means the NAIC designation was assigned by the SVO in reliance on the insurer's certification that the issuer is current in all principal and interest payments. "6*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.

SCHEDULE D - PART 1A - SECTION 2

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusting Carrying Values By Major Type and Subtype of Issues

Distribution by Type		1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
1. U.S. Governments, Schedules D & DA (Group 1)												
1.1 Issuer Obligations.....	137,536	663,381				88,260	889,177	77.3	889,082		889,177	
1.2 Single Class Mortgage-Backed/Asset-Backed Securities.....							0	0.0				
1.7 Totals.....	137,536	663,381	0	0	0	88,260	889,177	77.3	889,082		889,177	0
2. All Other Governments, Schedules D & DA (Group 2)												
2.1 Issuer Obligations.....							0	0.0				
2.2 Single Class Mortgage-Backed/Asset-Backed Securities.....							0	0.0				
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:												
2.3 Defined.....							0	0.0				
2.4 Other.....							0	0.0				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:												
2.5 Defined.....							0	0.0				
2.6 Other.....							0	0.0				
2.7 Totals.....	0	0	0	0	0	0	0	0.0	0		0	0
3. States, Territories and Possessions, Guaranteed, Schedules D & DA (Group 3)												
3.1 Issuer Obligations.....							0	0.0				
3.2 Single Class Mortgage-Backed/Asset-Backed Securities.....							0	0.0				
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:												
3.3 Defined.....							0	0.0				
3.4 Other.....							0	0.0				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:												
3.5 Defined.....							0	0.0				
3.6 Other.....							0	0.0				
3.7 Totals.....	0	0	0	0	0	0	0	0.0	0		0	0
4. Political Subdivisions of States, Territories and Possessions, Guaranteed, Schedules D & DA (Group 4)												
4.1 Issuer Obligations.....							0	0.0				
4.2 Single Class Mortgage-Backed/Asset-Backed Securities.....							0	0.0				
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:												
4.3 Defined.....							0	0.0				
4.4 Other.....							0	0.0				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:												
4.5 Defined.....							0	0.0				
4.6 Other.....							0	0.0				
4.7 Totals.....	0	0	0	0	0	0	0	0.0	0		0	0
5. Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed, Schedules D & DA (Group 5)												
5.1 Issuer Obligations.....			260,000				260,000	22.6			260,000	
5.2 Single Class Mortgage-Backed/Asset-Backed Securities.....							0	0.0				
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:												
5.3 Defined.....							0	0.0				
5.4 Other.....							0	0.0				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:												
5.5 Defined.....							0	0.0				
5.6 Other.....							0	0.0				
5.7 Totals.....	0	0	260,000	0	0	0	260,000	22.6	0		260,000	0

SCHEDULE D - PART 1A - SECTION 2 (continued)

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values By Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
6. Public Utilities (Unaffiliated), Schedules D & DA (Group 6)											
6.1 Issuer Obligations.....						0	0.0				
6.2 Single Class Mortgage-Backed/Asset-Backed Bonds.....						0	0.0				
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
6.3 Defined.....						0	0.0				
6.4 Other.....						0	0.0				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
6.5 Defined.....						0	0.0				
6.6 Other.....						0	0.0				
6.7 Totals.....	0	0	0	0	0	0	0.0	0		0	0
7. Industrial & Miscellaneous (Unaffiliated), Schedules D & DA (Group 7)											
7.1 Issuer Obligations.....						0	0.0				
7.2 Single Class Mortgage-Backed/Asset-Backed Bonds.....						0	0.0				
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
7.3 Defined.....						0	0.0				
7.4 Other.....						0	0.0				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
7.5 Defined.....						0	0.0				
7.6 Other.....						0	0.0				
7.7 Totals.....	0	0	0	0	0	0	0.0	0		0	0
8. Credit Tenant Loans, Schedules D & DA (Group 8)											
8.1 Issuer Obligations.....						0	0.0				
8.7 Totals.....	0	0	0	0	0	0	0.0	0		0	0
9. Parent, Subsidiaries and Affiliates, Schedules D & DA (Group 9)											
9.1 Issuer Obligations.....	1,000					1,000	0.1				1,000
9.2 Single Class Mortgage-Backed/Asset-Backed Bonds.....						0	0.0				
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
9.3 Defined.....						0	0.0				
9.4 Other.....						0	0.0				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
9.5 Defined.....						0	0.0				
9.6 Other.....						0	0.0				
9.7 Totals.....	1,000	0	0	0	0	1,000	0.1	0		0	1,000

SCHEDULE D - PART 1A - SECTION 2 (continued)

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values By Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
10. Total Bonds Current Year											
10.1 Issuer Obligations.....	138,536	663,381	260,000	.0	88,260	1,150,177	100.0	XXX	XXX	1,149,177	1,000
10.2 Single Class Mortgage-Backed/Asset-Backed Bonds.....	0	0	0	0	0	0	0.0	XXX	XXX	0	0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
10.3 Defined.....	0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.4 Other.....	0	0	0	0	0	0	0.0	XXX	XXX	0	0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
10.5 Defined.....	0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.6 Other.....	0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.7 Totals.....	138,536	663,381	260,000	.0	88,260	1,150,177	100.0	XXX	XXX	1,149,177	1,000
10.8 Line 10.7 as a % of Col. 6.....	12.0	57.7	22.6	0.0	7.7	100.0	XXX	XXX	XXX	99.9	0.1
11. Total Bonds Prior Year											
11.1 Issuer Obligations.....	360,850	325,000	120,000		83,232	XXX	XXX	889,082	100.0	889,082	
11.2 Single Class Mortgage-Backed/Asset-Backed Bonds.....						XXX	XXX	0	0.0		
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
11.3 Defined.....						XXX	XXX	0	0.0		
11.4 Other.....						XXX	XXX	0	0.0		
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
11.5 Defined.....						XXX	XXX	0	0.0		
11.6 Other.....						XXX	XXX	0	0.0		
11.7 Totals.....	360,850	325,000	120,000	.0	83,232	XXX	XXX	889,082	100.0	889,082	0
11.8 Line 11.7 as a % of Col. 8.....	40.6	36.6	13.5	0.0	9.4	XXX	XXX	100.0	XXX	100.0	0.0
12. Total Publicly Traded Bonds											
12.1 Issuer Obligations.....	137,536	663,381	260,000		88,260	1,149,177	99.9	889,082	100.0	1,149,177	XXX
12.2 Single Class Mortgage-Backed/Asset-Backed Bonds.....						0	0.0	0	0.0	0	XXX
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
12.3 Defined.....						0	0.0	0	0.0	0	XXX
12.4 Other.....						0	0.0	0	0.0	0	XXX
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
12.5 Defined.....						0	0.0	0	0.0	0	XXX
12.6 Other.....						0	0.0	0	0.0	0	XXX
12.7 Totals.....	137,536	663,381	260,000	.0	88,260	1,149,177	99.9	889,082	100.0	1,149,177	XXX
12.8 Line 12.7 as a % of Col. 6.....	12.0	57.7	22.6	0.0	7.7	100.0	XXX	XXX	XXX	100.0	XXX
12.9 Line 12.7 as a % of Line 10.7, Col. 6, Section 10.....	12.0	57.7	22.6	0.0	7.7	99.9	XXX	XXX	XXX	99.9	XXX
13. Total Privately Placed Bonds											
13.1 Issuer Obligations.....	1,000					1,000	0.1	0	0.0	XXX	1,000
13.2 Single Class Mortgage-Backed/Asset-Backed Bonds.....						0	0.0	0	0.0	XXX	0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
13.3 Defined.....						0	0.0	0	0.0	XXX	0
13.4 Other.....						0	0.0	0	0.0	XXX	0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
13.5 Defined.....						0	0.0	0	0.0	XXX	0
13.6 Other.....						0	0.0	0	0.0	XXX	0
13.7 Totals.....	1,000	0	0	0	0	1,000	0.1	0	0.0	XXX	1,000
13.8 Line 13.7 as a % of Col. 6.....	100.0	0.0	0.0	0.0	0.0	100.0	XXX	XXX	XXX	XXX	100.0
13.9 Line 13.7 as a % of Line 10.7, Col. 6, Section 10.....	0.1	0.0	0.0	0.0	0.0	0.1	XXX	XXX	XXX	XXX	0.1

SCHEDULE DA - PART 2

Verification of SHORT-TERM INVESTMENTS Between Years

	1	2	3	4	5
	Total	Bonds	Mortgage Loans	Other Short-term Investment Assets (a)	Investments in Parent, Subsidiaries and Affiliates
1. Book/adjusted carrying value, prior year.....	330,322			329,322	1,000
2. Cost of short-term investments acquired.....	236,616			236,616	
3. Increase (decrease) by adjustment.....	0				
4. Increase (decrease) by foreign exchange adjustment.....	0				
5. Total profit (loss) on disposal of short-term investments.....	0				
6. Consideration received on disposal of short-term investments.....	329,322			329,322	
7. Book/adjusted carrying value, current year.....	237,616	0	0	236,616	1,000
8. Total valuation allowance.....	0				
9. Subtotal (Lines 7 plus 8).....	237,616	0	0	236,616	1,000
10. Total nonadmitted amounts.....	0				
11. Statement value (Lines 9 minus 10).....	237,616	0	0	236,616	1,000
12. Income collected during year	7,295			7,295	
13. Income earned during year.....	6,432			6,432	

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(a) Indicate the category of such assets, for example, joint ventures, transportation equipment:.....

**Sch. DB-Pt.A-Verification Between Years
NONE**

**Sch. DB-Pt.B-Verification Between Years
NONE**

**Sch. DB-Pt.C-Verification Between Years
NONE**

**Sch. DB-Pt.D-Verification Between Years
NONE**

**Sch. DB-Pt.E-Verification
NONE**

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

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

**Sch. S-Pt. 1-Sn. 2
NONE**

**Sch. S-Pt. 2
NONE**

**Sch. S-Pt. 3-Sn. 2
NONE**

**Sch. S-Pt. 4
NONE**

**Sch. S-Pt.5
NONE**

**Sch. S-Pt.6
NONE**

SCHEDULE Y (Continued)

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1 NAIC Company Code	2 Federal ID Number	3 Names of Insurers and Parent, Subsidiaries or Affiliates	4 Shareholder Dividends	5 Capital Contributions	6 Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	7 Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	8 Management Agreements and Service Contracts	9 Income/ (Disbursements) Incurred under Reinsurance Agreements	10 *	11 Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	12 Totals	13 Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
------------------------------	------------------------------	---	-------------------------------	-------------------------------	--	--	--	--	---------	--	--------------	---

NONE

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.

MARCH FILING

1. Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?
2. Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?
3. Will an actuarial certification be filed with this statement by March 1?
4. Will the Risk-Based Capital Report be filed with the NAIC by March 1?
5. Will the Risk-Based Capital Report be filed with the state of domicile, if required, by March 1?
6. Will the SVO Compliance Certification be filed by March 1?

APRIL FILING

7. Will Management's Discussion and Analysis be filed by April 1?
8. Will the Long-term Care Experience Reporting Forms be filed with the state of domicile by April 1?
9. Will the Investment Risk Interrogatories be filed by April 1?

JUNE FILING

10. Will an audited financial report be filed by June 1?

RESPONSES

NO
YES
YES
YES
YES
NO
YES
NO
NO
YES

EXPLANATIONS:

BAR CODE:



Overflow Page for Write-Ins

(a) \$.....0 health care delivery assets included in Line 4.1, Column 3.

Additional Write-ins for Assets:

	Current Year			Prior Year
	1	2	3	4
	Assets	Assets Not Admitted	Net Admitted Assets	Net Admitted Assets
2204. Receivable Other.....	25,310	25,310	.0	11,122
2205. Leasehold Improvements.....	36,707	36,707	.0	42,331
2297. Summary of remaining write-ins for Line 22.....	62,018	62,018	.0	53,453

Overflow Page for Write-Ins



MEDICARE SUPPLEMENT INSURANCE EXPERIENCE EXHIBIT

FOR THE STATE OF.....Ohio

NAIC Group Code.....0
 Address (City, State and Zip Code).....
 Person Completing This Exhibit.....
 Title.....

NAIC Company Code.....96280

Telephone Number.....

1 Compliance with OBRA	2 Policy Form Number	3 Standardized Medicare Supplement Benefit Plan	4 Medicare Select	5 Plan Characteristics	6 Date Approved	7 Date Approval Withdrawn	8 Date Last Amended	9 Date Closed	10 NONE Policy Marketing Trade Name	11 Premiums Earned	Policies Issued Through 1999			Policies Issued in 2000, 2001 & 2002			
											12 Incurred Claims		14 Number of Covered Lives	15 Premiums Earned	16 Incurred Claims		18 Number of Covered Lives
											12 Amount	13 Percent of Premiums Earned			16 Amount	17 Percent of Premiums Earned	
NONE																	

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GENERAL INTERROGATORIES

1. If response in Column 1 is no, give full and complete details.....

2. Claims address and contact person provided to the Secretary of Health and Human Services as required by 42 U.S.C. 1395ss(c)(3)(E) for this state.
 - 2.1 Address.....
 - 2.2 Contact person and phone number.....
3. Billing address and contact person for user fees established under 41 U.S.C. 1395u(h)(3)(B).
 - 3.1 Address.....
 - 3.2 Contact person and phone number.....
4. Explain any policies identified as policy type "O".

NONE