



HEALTH QUARTERLY STATEMENT

AS OF MARCH 31, 2002
OF THE CONDITION AND AFFAIRS OF THE

Great Lakes Health Plan

NAIC Group Code 0000 0000 NAIC Company Code 95467 Employer's ID Number 38-3204052
(Current Period) (Prior Period)

Organized under the Laws of Michigan, State of Domicile or Port of Entry Michigan

Country of Domicile United States of America

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

Incorporated 01/11/1994 Commenced Business 10/11/1994

Statutory Home Office 17117 W. Nine Mile Rd,, Southfield, MI 48075
(Street and Number) (City or Town, State and Zip Code)

Main Administrative Office 17117 W. Nine Mile Rd, Suite 1600
Southfield, MI 48075 248-559-5656
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address 17117 W. Nine Mile Rd, Southfield, MI 48075
(Street and Number or P.O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records 17117 W. Nine Mile Rd, Suite 1600
Southfield, MI 48075 248-331-4294
(City or Town, State and Zip Code) (Street and Number) (Area Code) (Telephone Number)

Internet Website Address _____

Statement Contact Jamie S Love 248-331-4294
(Name) (Area Code) (Telephone Number) (Extension)
jlove@glhp.com 248-331-4517
(E-mail Address) (FAX Number)

Policyowner Relations Contact 17117 W Nine Mile Road, Suite 1600
Southfield, MI 48075 248-559-5656
(City or Town, State and Zip Code) (Street and Number) (Area Code) (Telephone Number) (Extension)

OFFICERS

President Bryan Schefman Secretary Eric Wexler
Treasurer William Yordy

VICE PRESIDENTS

DIRECTORS OR TRUSTEES

Bryan Schefman Joanne Jones Michele Oliveto-Hill
Adika Nyatiu William Yordy

State of Michigan }
County of Oakland } ss

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

Bryan Schefman Eric Wexler William Yordy
President Secretary Treasurer

Subscribed and sworn to before me this _____ day of _____, 2002

STATEMENT AS OF MARCH 31, 2002 OF THE Great Lakes Health Plan, Inc.

ASSETS

	Current Period			Prior Year
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets	4 Net Admitted Assets
1. Bonds	1,000,000		1,000,000	1,000,000
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks				
3. Mortgage loans on real estate:				
3.1 First liens				
3.2 Other than first liens				
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (less \$ encumbrances).....			(a)	
4.2 Properties held for the production of income (less \$ encumbrances)				
4.3 Properties held for sale (less \$ encumbrances)				
5. Cash (\$7,767,839) and short-term investments (\$)	7,767,839		7,767,839	13,238,068
6. Other long-term invested assets				
7. Receivable for securities				
8. Aggregate write-ins for invested assets	0	0	0	
9. Subtotals, cash and invested assets (Lines 1 to 8)	8,767,839	0	8,767,839	14,238,068
10. Accident and health premiums due and unpaid	1,063,555		1,063,555	1,413,563
11. Health care receivables	3,922,415		3,922,415	3,224,952
12. Amounts recoverable from reinsurers	58,145		58,145	57,454
13. Net adjustment in assets and liabilities due to foreign exchange rates				
14. Investment income due and accrued	14,093		14,093	10,866
15. Amounts due from parent, subsidiaries and affiliates	10,981,116	6,408,116	4,573,000	4,573,000
16. Amounts receivable relating to uninsured accident and health plans				
17. Furniture and equipment	536,900		536,900	515,903
18. Amounts due from agents				
19. Federal and foreign income tax recoverable and interest thereon (including \$ net deferred tax asset)				
20. Electronic data processing equipment and software.....	2,952,840	1,531,853	1,420,987	1,577,899
21. Other nonadmitted assets	10,294,633	10,294,633	0	
22. Aggregate write-ins for other than invested assets	383,884		383,884	320,071
23. Total assets (Lines 9 plus 10 through 22)	38,975,420	18,234,601	20,740,818	25,931,775
DETAILS OF WRITE-INS				
0801.	0	0	0	0
0802.	0	0	0	0
0803.	0	0	0	0
0898. Summary of remaining write-ins for Line 8 from overflow page	0	0	0	
0899. Totals (Lines 0801 thru 0803 plus 0898) (Line 8 above)	0	0	0	
2201. Miscellaneous Receivables.....			0	403
2202. Leasehold Improvements.....	383,884		383,884	319,668
2203.				
2298. Summary of remaining write-ins for Line 22 from overflow page				
2299. Totals (Lines 2201 thru 2203 plus 2298) (Line 22 above)	383,884		383,884	320,071

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

STATEMENT AS OF MARCH 31, 2002 OF THE Great Lakes Health Plan, Inc.

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded)	13,742,671		13,742,671	16,402,789
2. Accrued medical incentive pool and bonus payments				
3. Unpaid claims adjustment expenses				
4. Aggregate policy reserves				
5. Aggregate claim reserves				
6. Premiums received in advance				
7. General expenses due or accrued	1,147,443		1,147,443	643,043
8. Federal and foreign income tax payable and interest thereon (including \$ on realized capital gains (losses) (including \$ net deferred tax liability)	247,677		247,677	247,677
9. Amounts withheld or retained for the account of others				
10. Borrowed money (including \$98,254 current) and interest thereon \$ (including \$ current)	138,915		138,915	2,161,031
11. Amounts due to parent, subsidiaries and affiliates	835		835	438,392
12. Payable for securities				
13. Funds held under reinsurance treaties with (\$ authorized reinsurers and \$ unauthorized reinsurers)				
14. Reinsurance in unauthorized companies				
15. Net adjustments in assets and liabilities due to foreign exchange rates				
16. Liability for amounts held under uninsured accident and health plans				
17. Aggregate write-ins for other liabilities (including \$ current)				
18 Total liabilities (Lines 1 to 17).....	15,277,541		15,277,541	19,892,932
19. Common capital stock	XXX	XXX		
20 Preferred capital stock	XXX	XXX		
21. Gross paid in and contributed surplus	XXX	XXX	5,750,000	5,750,000
22. Surplus notes	XXX	XXX	4,500,000	4,500,000
23. Aggregate write-ins for other than special surplus funds	XXX	XXX		
24. Unassigned funds (surplus)	XXX	XXX	(4,786,724)	(4,211,157)
25. Less treasury stock, at cost:				
25.1 shares common (value included in Line 19) \$)	XXX	XXX		
25.2 shares preferred (value included in Line 20) \$)	XXX	XXX		
26. Total capital and surplus (Lines 19 to 25)	XXX	XXX	5,463,276	6,038,843
27. Total liabilities, capital and surplus (Lines 18 and 26)	XXX	XXX	20,740,817	25,931,775
DETAILS OF WRITE-INS				
1701.				
1702.				
1703.				
1798. Summary of remaining write-ins for Line 17 from overflow page				
1799. Totals (Lines 1701 thru 1703 plus 1798) (Line 17 above)				
2301.	XXX	XXX		
2302.	XXX	XXX		
2303.	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX		
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	XXX	XXX		

STATEMENT OF REVENUE AND EXPENSES

	Current Year to Date		Prior Year
	1 Uncovered	2 Total	3 Total
1. Member Months.....	XXX	254,898	908,785
2. Net premium income	XXX	39,065,092	143,697,068
3. Change in unearned premium reserves and reserve for rate credits	XXX		
4. Fee-for-service (net of \$ medical expenses)	XXX		
5. Risk revenue	XXX		
6. Aggregate write-ins for other health care related revenues	XXX		
7. Total revenues (Lines 2 to 6)	XXX	39,065,092	143,697,068
Medical and Hospital:			
8. Hospital/medical benefits		22,998,062	65,501,539
9. Other professional services		2,466,152	24,799,299
10. Outside referrals			
11. Emergency room and out-of-area		2,855,268	7,322,438
12. Prescription drugs		4,948,258	21,204,080
13. Aggregate write-ins for other medical and hospital			0
14. Incentive pool and withhold adjustments			
15. Subtotal (Lines 8 to 14)		33,267,740	118,827,356
Less:			
16. Net reinsurance recoveries			
17. Total medical and hospital (Lines 15 minus 16)		33,267,740	118,827,356
18. Claims adjustment expenses		1,663,547	7,033,077
19. General administrative expenses		2,885,179	12,197,847
20. Increase in reserves for accident and health contracts			
21. Total underwriting deductions (Lines 17 through 20)		37,816,466	138,058,280
22. Net underwriting gain or (loss) (Lines 7 minus 21)	XXX	1,248,626	5,638,788
23. Net investment income earned		42,871	338,534
24. Net realized capital gains or (losses)			
25. Net investment gains or (losses) (Lines 23 plus 24)		42,871	338,534
26. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]			
27. Aggregate write-ins for other income or expenses			98,005
28. Net income or (loss) before federal income taxes (Lines 22 plus 25 plus 26 plus 27)		1,291,497	6,075,327
29. Federal and foreign income taxes incurred	XXX		321,745
30. Net income (loss) (Lines 28 minus 29)	XXX	1,291,497	5,753,582
DETAILS OF WRITE-INS			
0601.	XXX		
0602.	XXX		
0603.	XXX		
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX		
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above)	XXX		
1301.			
1302.			
1303.			
1398. Summary of remaining write-ins for Line 13 from overflow page			
1399. Totals (Lines 1301 thru 1303 plus 1398) (Line 13 above)			0
2701. Rental income			98,005
2702.			
2703.			
2798. Summary of remaining write-ins for Line 27 from overflow page			
2799. Totals (Lines 2701 thru 2703 plus 2798) (Line 27 above)			98,005

STATEMENT AS OF MARCH 31, 2002 OF THE Great Lakes Health Plan, Inc.

CAPITAL AND SURPLUS ACCOUNT

	1 Current Year to Date	2 Prior Year
CAPITAL AND SURPLUS ACCOUNT:		
31. Capital and surplus prior reporting period	6,038,840	4,132,755
GAINS AND LOSSES TO CAPITAL & SURPLUS:		
32. Net income or (loss) from Line 30	1,291,497	5,753,582
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	(1,867,064)	(3,847,497)
38. Change in unauthorized reinsurance		
39. Change in treasury stock		
40. Change in surplus notes	0	
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		
46. Net change in capital & surplus (Lines 32 to 45)	(575,566)	1,906,085
47. Capital and surplus end of reporting period (Line 31 plus 46)	5,463,274	6,038,840
DETAILS OF WRITE-INS		
4501.		
4502.		
4503.		
4598. Summary of remaining write-ins for Line 45 from overflow page		
4599. Totals (Lines 4501 thru 4503 plus 4598) (Line 45 above)		

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CASH FLOW

	1 Current Year to Date	2 Prior Year
Cash from Operations		
1. Premiums and revenues collected net of reinsurance	39,414,408	144,007,105
2. Claims and claims adjustment expenses	37,591,403	125,780,766
3. General administrative expenses paid	2,380,779	13,126,237
4. Other underwriting income (expenses)		
5. Cash from underwriting (Line 1 minus Line 2 minus Line 3 plus Line 4)	(557,774)	5,100,102
6. Net investment income	39,644	436,183
7. Other income (expenses)		98,005
8. Federal and foreign income taxes (paid) recovered	0	(74,068)
9. Net cash from operations (Lines 5 to 8)	(518,129)	5,560,222
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)		
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		
11.7 Total investments acquired (Lines 11.1 to 11.6)		
12. Net Cash from investments (Line 10.8 minus Line 11.7)		
Cash from Financing and Miscellaneous Sources		
13. Cash provided:		
13.1 Surplus notes, capital and surplus paid in	0	
13.2 Net transfers from affiliates	0	
13.3 Borrowed funds received		1,998,819
13.4 Other cash provided	156,912	804,738
13.5 Total (Lines 13.1 to 13.4)	156,912	2,803,557
14. Cash applied:		
14.1 Dividends to stockholders paid		
14.2 Net transfers to affiliates	437,557	
14.3 Borrowed funds repaid	2,022,116	85,487
14.4 Other applications	2,649,337	3,330,140
14.5 Total (Lines 14.1 to 14.4)	5,109,010	3,415,627
15. Net cash from financing and miscellaneous sources (Line 13.5 minus Line 14.5)	(4,952,098)	(612,071)
RECONCILIATION OF CASH AND SHORT-TERM INVESTMENTS		
16. Net change in cash and short-term investments (Line 9 plus Line 12 plus Line 15)	(5,470,227)	4,948,152
17. Cash and short-term investments:		
17.1 Beginning of period	13,238,068	8,289,916
17.2 End of period (Line 16 plus Line 17.1)	7,767,840	13,238,068

STATEMENT AS OF MARCH 31, 2002 OF THE Great Lakes Health Plan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	908,785								908,785	
2. First Quarter	86,152								86,152	
3. Second Quarter										
4. Third Quarter										
5. Current Year										
6. Current Year Member Months	254,898								254,898	
Total Member Ambulatory Encounters for Period:										
7. Physician	29,512								29,512	
8. Non-Physician	20,021								20,021	
9. Total	49,533								49,533	
10. Hospital Patient Days Incurred	7,990								7,990	
11. Number of Inpatient Admissions	1,837								1,837	
12. Premiums Collected	39,414,408								39,414,408	
13. Premiums Earned	39,282,977								39,282,977	
14. Amount Paid for Provision of Health Care Services	37,591,403								37,591,403	
15. Amount Incurred for Provision of Health Care Services	33,267,740								33,267,740	

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STATEMENT AS OF MARCH 31, 2002 OF THE Great Lakes Health Plan, Inc.

UNDERWRITING AND INVESTMENT EXHIBIT
ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1	2	3	4		
	On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec. 31 of Prior Year	On Claims Incurred During the Year		
1. Comprehensive (Hospital & Medical)						
2. Medicare Supplement						
3. Dental Only.....						
4. Vision Only.....						
5. Federal Employees Health Benefits Plan Premiums						
6. Title XVIII - Medicare						
7. Title XIX - Medicaid.....	12,898,891	13,193,569	2,789,870	10,952,801	15,688,761	16,402,789
8. Other						
9. Subtotal	12,898,891	13,193,569	2,789,870	10,952,801	15,688,761	16,402,789
10. Medical incentive pools, accruals and disbursements						
11. Totals	12,898,891	13,193,569	2,789,870	10,952,801	15,688,761	16,402,789

NOTES TO FINANCIAL STATEMENTS

The Company has had no subsequent events which would warrant additional disclosure since the last filing.

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the 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 []

3.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]

3.2 If yes, date of change:
If not previously filed, furnish herewith a certified copy of the instrument as amended.

4. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]
If yes, attach an organizational chart.

5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]

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

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

6. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [X] NA []
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. 12/31/2001

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.

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).

7.4 By what department or departments?
Office of Finance and Insurance Services of the State of Michigan.....

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

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

INVESTMENT

9.1 Has there been any change in the reporting entity's own preferred or common stock? Yes [] No [X]

9.2 If yes, explain:
.....

10.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [] No [X]

10.2 If yes, give full and complete information relating thereto:
.....

11. Amount of real estate and mortgages held in other invested assets in Schedule BA:\$0

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

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

13.2 If yes, please complete the following:

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

14.1 Does the reporting entity have any hedging transactions reported on Schedule DB? Yes [] No [X]

14.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No []

If no, attach a description with this statement.

15. Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Part 1 - General, Section IV.H - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No []

15.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
US Bank Corporate Trust Services.....	Detroit, MI.....

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				1,444,729
2. Increase (decrease) by adjustment				(1,444,729)
3. Cost of acquired				
4. Cost of additions to and permanent improvements				
5. Total profit (loss) on sales				
6. Increase (decrease) by foreign exchange adjustment				
7. Amount received on sales				
8. Book/adjusted carrying value at end of current period				
9. Total valuation allowance				
10. Subtotal (Lines 8 plus 9)				
11. Total nonadmitted amounts				
12. Statement value, current period (Page 2, real estate lines, current period)				

SCHEDULE B - VERIFICATION

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

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

NONE

STATEMENT AS OF MARCH 31, 2002 OF THE Great Lakes Health Plan, Inc.

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	1,000,000				1,000,000			1,000,000
2. Class 2								
3. Class 3								
4. Class 4								
5. Class 5								
6. Class 6								
7. Total Bonds	1,000,000				1,000,000			1,000,000
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock								
15. Total Bonds and Preferred Stock	1,000,000				1,000,000			1,000,000

Schedule DA - Part 1

NONE

Schedule DA - Part 2

NONE

Schedule DB - Part F - Section 1

NONE

Schedule DB - Part F - Section 2

NONE

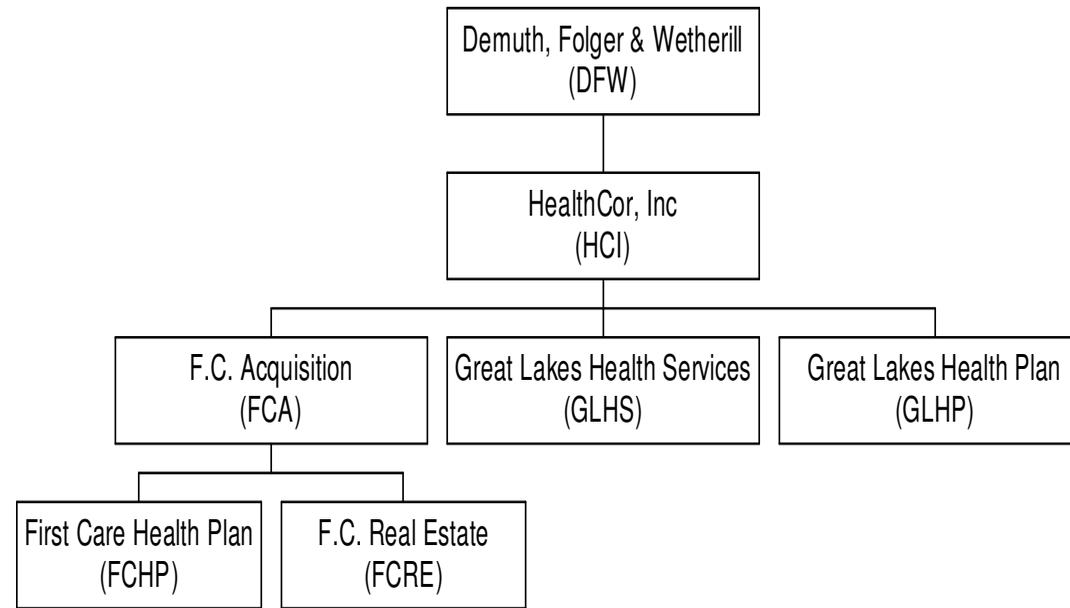
SCHEDULE T PREMIUMS AND OTHER CONSIDERATIONS

Allocated by States and Territories

States, 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 Benefit Program Premium
1. Alabama	AL					
2. Alaska	AK					
3. Arizona	AZ					
4. Arkansas	AR					
5. California	CA					
6. Colorado	CO					
7. Connecticut	CT					
8. Delaware	DE					
9. District of Columbia	DC					
10. Florida	FL					
11. Georgia	GA					
12. Hawaii	HI					
13. Idaho	ID					
14. Illinois	IL					
15. Indiana	IN					
16. Iowa	IA					
17. Kansas	KS					
18. Kentucky	KY					
19. Louisiana	LA					
20. Maine	ME					
21. Maryland	MD					
22. Massachusetts	MA					
23. Michigan	MI	No			39,065,092	
24. Minnesota	MN					
25. Mississippi	MS					
26. Missouri	MO					
27. Montana	MT					
28. Nebraska	NE					
29. Nevada	NV					
30. New Hampshire	NH					
31. New Jersey	NJ					
32. New Mexico	NM					
33. New York	NY					
34. North Carolina	NC					
35. North Dakota	ND					
36. Ohio	OH					
37. Oklahoma	OK					
38. Oregon	OR					
39. Pennsylvania	PA					
40. Rhode Island	RI					
41. South Carolina	SC					
42. South Dakota	SD					
43. Tennessee	TN					
44. Texas	TX					
45. Utah	UT					
46. Vermont	VT					
47. Virginia	VA					
48. Washington	WA					
49. West Virginia	WV					
50. Wisconsin	WI					
51. Wyoming	WY					
52. American Samoa	AS					
53. Guam	GU					
54. Puerto Rico	PR					
55. U.S. Virgin Islands	VI					
56. Canada	CN					
57. Aggregate Other Alien	OT	XXX	XXX			
58. Total (Direct Business)	XXX	(a) 1			39,065,092	
DETAILS OF WRITE-INS						
5701.						
5702.						
5703.						
5798.	Summary of remaining write-ins for Line 57 from overflow page					
5799.	Totals (Lines 5701 thru 5703 plus 5798)(Line 57 above)					

(a) Insert the number of yes responses except for Canada and Other Alien.

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



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 on "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 question.

RESPONSE

1. Will the SVO Compliance Certification be filed with this statement?

.....Yes.....

Explanation:

Bar Code:

OVERFLOW PAGE FOR WRITE-INS

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 1

NONE

Schedule B - Part 2

NONE

Schedule BA - Part 1

NONE

Schedule BA - Part 2

NONE

Schedule D - Part 3

NONE

Schedule D - Part 4

NONE

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part D - Section 1

NONE

