Amended Statement Cover

November 14, 2002

Ms. Sheena Severance
Office of Financial and Insurance Services
Division of Insurance
611 W. Ottawa
2nd Floor
Lansing, Michigan 48933

Dear Ms. Severance:

As you know, on July 29, 2002 the Ingham County Circuit Court approved the First Amended Rehabilitation Plan of OmniCare Health Plan. This Plan included the restructuring of OmniCare's debts as of July 30, 2001 and it was carried out in the month of August.

We are in the process of finalizing the appropriate accounting treatment of the debt restructuring for the third quarter report due on November 15, 2002. Inasmuch as the final concurrence from OFIS and our external auditors may take a few days, we are filing the third quarter report timely, but could potentially amend our report pending the final resolution of the appropriate accounting treatment of the debt restructuring.

Thank you in advance for your consideration in this matter. If you require any additional information, please feel free to contact me at (313) 393-4501.

Sincerely,

Kenyata J. Rogers
Controller

HEALTH QUARTERLY STATEMENT

AS OF September 30 , 2002

OF THE CONDITION AND AFFAIRS OF THE

OmniCare Health Plan

NAIC Group Code 0000 (Current Period), 0000 (Prior Period) NAIC Company Code 95582 Employer's ID Number 38-2031377

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[ ] Propery/Casualty[ ] Hospital, Medical & Dental Service or Indemnity[ ]
Dental Service Corporation[ ] Vision Service Corporation[ ] Health Maintenance Organization[X]
Other[ ] Is HMO Federally Qualified? Yes[X] No[ ]

Date Incorporated or Organized 09/23/1972 Date Commenced Business 12/23/1973

Statutory Home Office 1155 Brewery Park, Suite 200 (Street and Number), Detroit, MI 48207 (City, or Town, State and Zip Code)

Main Administrative Office 1155 Brewery Park, Suite 200 (Street and Number)
Detroit, MI 48207 (City or Town, State and Zip Code) (313)393-4510 x (Area Code) (Telephone Number)

Mail Address 1155 Brewery Park, Suite 200 (Street and Number or P.O. Box), Detroit, MI 48207 (City, or Town, State and Zip Code)

Primary Location of Books and Records 1155 Brewery Park, Suite 200 (Street and Number)
Detroit, MI 48207 (City, or Town, State and Zip Code) (313)393-4510 x (Area Code) (Telephone Number)

Internet Website Address WWW.ochp.com

Statutory Statement Contact Kenyata J. Rogers, Controller (Name) (313)393-4510 x (Area Code)(Telephone Number)(Extension)
Krogers@ochp.com (E-Mail Address) (313)393-4743 x (Fax Number)

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

OFFICERS

Deputy Rehabilitator Bobby L. Jones
Deputy Rehabilitator Beverly Allen

VICE PRESIDENTS

DIRECTORS OR TRUSTEES

Frank M. Fitzgerald, Commissioner, OFIS
Tej Mattoo, M.D.
Bruce R. Deschere, M.D., M.S.B.A.
Herman B. Gray, Jr. M.D.

State of Michigan
County of Wayne ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the 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 manuals except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively.

(Signature)	(Signature)	(Signature)
Bobby Jones	Beverly Allen	
(Printed Name)	(Printed Name)	(Printed Name)
Deputy Rehabilitator	Deputy Rehabilitator	Treasurer

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

a. Is this an original filing? Yes[ ] No[X]
b. If no, 1. State the amendment number 1
2. Date filed 11/20/2002
3. Number of pages attached 1

(Notary Public Signature)

DIRECTORS OR TRUSTEES (continued)

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1 Current Year to Date	2 Prior Year
	CAPITAL & SURPLUS ACCOUNT		
31.	Capital and surplus prior reporting year	(57,830,908)	(40,716,382)
GAINS AND LOSSES TO CAPITAL & SURPLUS			
32.	Net income or (loss) from Line 30	33,733,628	(17,464,034)
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	(401,202)	349,508
38.	Change in unauthorized reinsurance		
39.	Change in treasury stock		
40.	Change in surplus notes		
41.	Cumulative effect of changes in accounting principles		
42.	Capital Changes:		
	42.1 Paid in		
	42.2 Transferred from surplus (Stock Dividend)		
	42.3 Transferred to surplus		
43.	Surplus adjustments:		
	43.1 Paid in		
	43.2 Transferred to capital (Stock Dividend)		
	43.3 Transferred from capital		
44.	Dividends to stockholders		
45.	Aggregate write-ins for gains or (losses) in surplus	13,191,741	
46.	Net change in capital and surplus (Lines 32 to 45)	46,524,167	(17,114,526)
47.	Capital and surplus end of reporting period (Line 31 plus 46)	(11,306,741)	(57,830,908)
DETAILS OF WRITE-INS			
4501.	Effect of Rehabiliation Restructuring	13,191,741	
4502			
4503			
4598.	Summary of remaining write-ins for Line 45 from overflow page		
4599.	TOTALS (Lines 4501 through 4503 plus 4598) (Line 45 above)	13,191,741	