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for other parties to whom copies are to be sent.

(Continued on following pages)  
(Page 1 of Pages)

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(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(SC13D-07/98)

CUSIP No. 14018R101 13D Page of Pages

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1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
The Bear Stearns Companies Inc.\*\*  
IRS # 13-3286161

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
  
(a) [ ]  
(b) [ ]

---

3 SEC USE ONLY

---

4 SOURCE OF FUNDS\*  
  
WC, OO

---

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2 (d) OR 2 (e) [ ]

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware

---

7 SOLE VOTING POWER  
  
NUMBER OF

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|   |                             |
|---|-----------------------------|
| SHARES                                      | 0                           |
| <hr/>                                       |                             |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON | 8 SHARED VOTING POWER       |
| <hr/>                                       |                             |
| OWNED BY EACH REPORTING PERSON WITH         | 355,847                     |
| <hr/>                                       |                             |
| EACH REPORTING PERSON WITH                  | 9 SOLE DISPOSITIVE POWER    |
| <hr/>                                       |                             |
| PERSON WITH                                 | 10 SHARED DISPOSITIVE POWER |
| <hr/>                                       |                             |
|   | 355,847                     |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

355,847

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.04%

14 TYPE OF REPORTING PERSON\*

HC

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Bear, Stearns & Co. Inc.\*\*  
IRS # 13-3299429

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

WC, OO

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware

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|              |         |                          |
|--------------|---------|--------------------------|
|              | 7       | SOLE VOTING POWER        |
| NUMBER OF    |         |                          |
| SHARES       | 0       |                          |
| <hr/>        |         |                          |
| BENEFICIALLY | 8       | SHARED VOTING POWER      |
| OWNED BY     | 355,847 |                          |
| EACH         |         |                          |
| REPORTING    | 9       | SOLE DISPOSITIVE POWER   |
| PERSON       | 0       |                          |
| WITH         | 10      | SHARED DISPOSITIVE POWER |
|              | 355,847 |                          |

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
355,847

---

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
5.04%

---

14 TYPE OF REPORTING PERSON\*  
  
BD

---

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1. Security and Issuer.  
Common Stock Capital Holdings Inc.  
5520 Monroe Street  
Sylvania, OH 43560

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### Item 2. Identity and Background.

- (a) Name: Bear, Stearns & Co. Inc. ("Bear Stearns")
- (b) Place of Organization: Delaware
- (c) (i) Principal Business: Securities Broker/Dealer  
(ii) Address: 245 Park Avenue  
New York, NY 10167
- (d) None
- (e) See Appendix II
- (f) See Appendix I

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### Item 3. Source and Amount of Funds or Other Consideration.

The aggregate purchase price of the 355,847 shares of Common Stock was approximately \$12,632,569.

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### Item 4. Purpose of Transaction.

Bear Stearns has acquired the Common Stock of Capital Holdings Inc. in the ordinary course of its business as a broker/dealer in connection with its trading and investment activities. Bear Stearns may acquire additional securities of the Issuer or dispose of securities of the Issuer in connection with such trading and investment activities. Although the foregoing represents the range of activities presently contemplated by Bear Stearns with respect to the Issuer, it should be noted that the possible activities of Bear Stearns are subject to change at any time. Except as set forth above, Bear Stearns has no present plans or intentions which relate to or would result in any of the actions described in subparagraph (a) through (j) of item 4 of Schedule 13D.

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### Item 5. Interest in Securities of the Issuer as of 1/24/2001.

- |  |         |
|--|---------|
| (a) Number:  | 355,847 |
| Percentage:  | 5.04%   |
| (b) 1. Sole power to vote or to direct the vote:         | 0       |
| 2. Shared power to vote or to direct the vote:           | 355,847 |
| 3. Sole power to dispose or to direct the disposition:   | 0       |
| 4. Shared power to dispose or to direct the disposition: | 355,847 |
- (c) Information concerning transactions in the common stock effected by Bear Stearns is set forth on Appendix III hereto.
- (d) Inapplicable.
- (e) Inapplicable.

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### Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

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None

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Item 7. Material to be Filed as Exhibits.

None

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\*\*Bear Stearns & Co. is a subsidiary of The Bear Stearns Companies Inc.  
SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 1, 2001

-----  
(Date)

/S/

-----  
(Signature)

Barry J. Cohen/Senior Managing Director

-----  
(Name/Title)

APPENDIX I

APPENDIX I  
DIRECTORS AND EXECUTIVE OFFICERS OF BEAR, STEARNS & CO. INC.

| Name                   | Principal Occupation or Employment   |
|------------------------|--|
| Alan C. Greenberg      | Chairman of the Board and Director   |
| James E. Cayne         | President, Chief Executive Officer and Director                              |
| Bruce E. Geismar       | Chief Operations Officer and Director  |
| Kenneth L. Edlow       | Secretary  |
| Michael Minikes        | Treasurer and Director   |
| Mark E. Lehman         | Executive Vice President/General Counsel<br>Chief Legal Officer and Director |
| Alan D. Schwartz       | Executive Vice President and Director  |
| Warren J. Spector      | Executive Vice President and Director  |
| Samuel L. Molinaro Jr. | Chief Financial Officer/Senior Vice President-Finance<br>and Director        |
| E. John Rosenwald Jr.  | Vice-Chairman of the Board and Director                                      |

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|                      |   |
|----------------------|---|
| Michael L. Tarnopol  | Vice-Chairman of the Board and Director |
| Denis A. Bovin       | Director                                |
| Peter D. Cherasia    | Director                                |
| Ralph R. Cioffi      | Director                                |
| Barry J. Cohen       | Director                                |
| Wendy L. de Monchaux | Director                                |
| John L. Knight       | Director                                |
| David A. Liebowitz   | Director                                |
| Bruce M. Lisman      | Director                                |
| Roland N. Livney     | Director                                |
| Jeffrey Mayer        | Director                                |
| Gary M. McLoughlin   | Director                                |
| Donald R. Mullen Jr. | Director                                |
| Fares D. Noujaim     | Director                                |
| Craig M. Overlander  | Director                                |
| Stephen E. Raphael   | Director                                |
| Richard B. Sachs     | Director                                |
| Robert M. Steinberg  | Director                                |
| Donald W. Tang       | Director                                |
| Michael J. Urfirer   | Director                                |
| Eli Wachtel          | Director                                |
| Uzi Zucker           | Director                                |

John L. Knight's business address is One Canada Square London E16 5AD England. Michael J. Abatemarco is a citizen of the United States and his business address is One Metrotech Center North, Brooklyn, New York 11201. All other Directors and Executive Officers are citizens of the United States and their business address is 245 Park Avenue, New York, New York 10167. Bear Stearns & Co. Inc. is a wholly-owned subsidiary of the Bear Stearns Companies Inc. and of the persons named, all but John L. Knight hold similar office in the parent company.

### APPENDIX II

Trading from 11/20/00 through 01/24/2001  
(Various Firm's Accounts)

\*\*\*\*\* 01/24 \*\*\*\*\*

|       |                           |        |           |
|-------|---------------------------|--------|-----------|
| 1,000 | CAPITAL HOLDINGS INC-OHIO | 35 7/8 | 35,875.00 |
|-------|---------------------------|--------|-----------|

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|         |                           |          |             |
|---------|---------------------------|----------|-------------|
| 10,000  | CAPITAL HOLDINGS INC-OHIO | 35 3/4   | 357,500.00  |
|         | ***** 01/19 *****         |          |             |
| 200     | CAPITAL HOLDINGS INC-OHIO | 35 1/2   | 7,100.00    |
|         | ***** 01/18 *****         |          |             |
| 1,000   | CAPITAL HOLDINGS INC-OHIO | 35 1/2   | 35,500.00   |
|         | ***** 01/17 *****         |          |             |
| 200     | CAPITAL HOLDINGS INC-OHIO | 35 3/4   | 7,150.00    |
| 1,000   | CAPITAL HOLDINGS INC-OHIO | 36       | 36,000.00   |
| 2,627   | CAPITAL HOLDINGS INC-OHIO | 35 7/8   | 94,243.63   |
| 2,800   | CAPITAL HOLDINGS INC-OHIO | 36 1/8   | 101,150.00  |
| 2,500-  | CAPITAL HOLDINGS INC-OHIO | 35.9349  | 89,834.25-  |
| 783-    | CAPITAL HOLDINGS INC-OHIO | 35.1773  | 27,542.91-  |
| 783     | CAPITAL HOLDINGS INC-OHIO | 35.1773  | 27,543.83   |
|         | ***** 01/16 *****         |          |             |
| 900     | CAPITAL HOLDINGS INC-OHIO | 35 1/8   | 31,612.50   |
| 1,000   | CAPITAL HOLDINGS INC-OHIO | 35 1/8   | 35,125.00   |
|         | ***** 01/12 *****         |          |             |
| 4,800   | CAPITAL HOLDINGS INC-OHIO | 34.6300  | 166,224.00  |
| 8,500   | CAPITAL HOLDINGS INC-OHIO | 34.6300  | 294,355.00  |
| 500     | CAPITAL HOLDINGS INC-OHIO | 34 1/2   | 17,250.00   |
| 1,800   | CAPITAL HOLDINGS INC-OHIO | 34 1/4   | 61,650.00   |
| 11,000  | CAPITAL HOLDINGS INC-OHIO | 34 11/16 | 381,562.50  |
| 13,300- | CAPITAL HOLDINGS INC-OHIO | 34.6300  | 460,563.64- |
|         | ***** 01/11 *****         |          |             |
| 200     | CAPITAL HOLDINGS INC-OHIO | 34 1/4   | 6,850.00    |
| 210     | CAPITAL HOLDINGS INC-OHIO | 34 1/2   | 7,245.00    |
|         | ***** 01/10 *****         |          |             |
| 1,200   | CAPITAL HOLDINGS INC-OHIO | 35 3/8   | 42,450.00   |
|         | ***** 01/09 *****         |          |             |
| 200     | CAPITAL HOLDINGS INC-OHIO | 35 1/4   | 7,050.00    |
|         | ***** 01/04 *****         |          |             |
| 6,600   | CAPITAL HOLDINGS INC-OHIO | 37.0503  | 244,531.98  |
| 6,600   | CAPITAL HOLDINGS INC-OHIO | 37.0503  | 244,531.98  |
| 5,000   | CAPITAL HOLDINGS INC-OHIO | 37 1/2   | 187,500.00  |
| 5,000   | CAPITAL HOLDINGS INC-OHIO | 37 15/16 | 189,687.50  |
| 5,000   | CAPITAL HOLDINGS INC-OHIO | 37 7/8   | 189,375.00  |
| 15,000  | CAPITAL HOLDINGS INC-OHIO | 37 3/8   | 560,625.00  |
| 10,000- | CAPITAL HOLDINGS INC-OHIO | 37.0903  | 370,890.63- |
| 13,200- | CAPITAL HOLDINGS INC-OHIO | 37.0503  | 489,047.65- |
|         | ***** 01/03 *****         |          |             |
| 10,000  | CAPITAL HOLDINGS INC-OHIO | 36.7453  | 367,453.00  |
| 20,200  | CAPITAL HOLDINGS INC-OHIO | 36 3/8   | 734,775.00  |
| 10,000- | CAPITAL HOLDINGS INC-OHIO | 36.7853  | 367,840.73- |
| 10,000- | CAPITAL HOLDINGS INC-OHIO | 36.7453  | 367,440.75- |
|         | ***** 01/02 *****         |          |             |
| 800     | CAPITAL HOLDINGS INC-OHIO | 34 7/8   | 27,900.00   |
|         | ***** 12/29 *****         |          |             |
| 850     | CAPITAL HOLDINGS INC-OHIO | 37 3/16  | 31,609.38   |
| 20,000  | CAPITAL HOLDINGS INC-OHIO | 37 3/16  | 743,750.00  |
| 5,000-  | CAPITAL HOLDINGS INC-OHIO | 37.0400  | 185,193.82- |
|         | ***** 12/28 *****         |          |             |
| 6,000   | CAPITAL HOLDINGS INC-OHIO | 37.3690  | 224,214.00  |
| 6,000   | CAPITAL HOLDINGS INC-OHIO | 37.3690  | 224,214.00  |
| 700     | CAPITAL HOLDINGS INC-OHIO | 37 3/16  | 26,031.25   |
| 2,000   | CAPITAL HOLDINGS INC-OHIO | 37 3/8   | 74,750.00   |
| 4,000   | CAPITAL HOLDINGS INC-OHIO | 37 3/8   | 149,500.00  |
| 4,000   | CAPITAL HOLDINGS INC-OHIO | 37 3/8   | 149,500.00  |
| 4,000   | CAPITAL HOLDINGS INC-OHIO | 37 3/8   | 149,500.00  |
| 10,000  | CAPITAL HOLDINGS INC-OHIO | 37 1/8   | 371,250.00  |
| 20,000  | CAPITAL HOLDINGS INC-OHIO | 37 1/8   | 742,500.00  |
| 10,000- | CAPITAL HOLDINGS INC-OHIO | 37.3293  | 373,280.55- |
| 12,000- | CAPITAL HOLDINGS INC-OHIO | 37.3690  | 448,413.05- |



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|         |                           |          |                   |                   |  |
|---------|---------------------------|----------|-------------------|-------------------|--|
|         |                           |          |                   | ***** 12/27 ***** |  |
| 925     | CAPITAL HOLDINGS INC-OHIO | 37.3900  |                   | 34,585.75         |  |
| 7,500   | CAPITAL HOLDINGS INC-OHIO | 37.3900  |                   | 280,425.00        |  |
| 7,500   | CAPITAL HOLDINGS INC-OHIO | 37.3900  |                   | 280,425.00        |  |
| 500     | CAPITAL HOLDINGS INC-OHIO | 37 1/16  |                   | 18,531.25         |  |
| 1,000   | CAPITAL HOLDINGS INC-OHIO | 37 1/16  |                   | 37,062.50         |  |
| 1,300   | CAPITAL HOLDINGS INC-OHIO | 37 1/8   |                   | 48,262.50         |  |
| 1,500   | CAPITAL HOLDINGS INC-OHIO | 37 1/16  |                   | 55,593.75         |  |
| 3,000   | CAPITAL HOLDINGS INC-OHIO | 36 11/16 |                   | 110,062.50        |  |
| 20,000  | CAPITAL HOLDINGS INC-OHIO | 37 3/16  |                   | 743,750.00        |  |
| 22,000  | CAPITAL HOLDINGS INC-OHIO | 37 1/8   |                   | 816,750.00        |  |
| 925-    | CAPITAL HOLDINGS INC-OHIO | 37.3900  |                   | 34,585.75-        |  |
| 26,575- | CAPITAL HOLDINGS INC-OHIO | 37.3900  |                   | 993,606.12-       |  |
|         |                           |          | ***** 12/26 ***** |                   |  |
| 2,182   | CAPITAL HOLDINGS INC-OHIO | 36 3/4   |                   | 80,188.50         |  |
| 12,000  | CAPITAL HOLDINGS INC-OHIO | 36 3/4   |                   | 441,000.00        |  |
| 12,000  | CAPITAL HOLDINGS INC-OHIO | 36 3/4   |                   | 441,000.00        |  |
| 240     | CAPITAL HOLDINGS INC-OHIO | 36 3/8   |                   | 8,730.00          |  |
| 2,000   | CAPITAL HOLDINGS INC-OHIO | 36 1/2   |                   | 73,000.00         |  |
| 3,000   | CAPITAL HOLDINGS INC-OHIO | 36 3/8   |                   | 109,125.00        |  |
| 6,941   | CAPITAL HOLDINGS INC-OHIO | 36 5/8   |                   | 254,214.13        |  |
| 15,000  | CAPITAL HOLDINGS INC-OHIO | 36 7/8   |                   | 553,125.00        |  |
| 2,182-  | CAPITAL HOLDINGS INC-OHIO | 36 3/4   |                   | 80,188.50-        |  |
| 33,818- | CAPITAL HOLDINGS INC-OHIO | 36 3/4   |                   | 1,242,770.07-     |  |
|         |                           |          | ***** 12/22 ***** |                   |  |
| 200     | CAPITAL HOLDINGS INC-OHIO | 36 3/16  |                   | 7,237.50          |  |
| 1,500   | CAPITAL HOLDINGS INC-OHIO | 36 5/8   |                   | 54,937.50         |  |
| 2,000   | CAPITAL HOLDINGS INC-OHIO | 36       |                   | 72,000.00         |  |
| 2,000   | CAPITAL HOLDINGS INC-OHIO | 36 9/16  |                   | 73,125.00         |  |
| 2,000   | CAPITAL HOLDINGS INC-OHIO | 36 5/8   |                   | 73,250.00         |  |
| 2,500   | CAPITAL HOLDINGS INC-OHIO | 36 5/8   |                   | 91,562.50         |  |
| 9,800   | CAPITAL HOLDINGS INC-OHIO | 36 1/2   |                   | 357,700.00        |  |
|         |                           |          | ***** 12/21 ***** |                   |  |
| 200     | CAPITAL HOLDINGS INC-OHIO | 35 3/4   |                   | 7,150.00          |  |
| 200     | CAPITAL HOLDINGS INC-OHIO | 36       |                   | 7,200.00          |  |
| 410     | CAPITAL HOLDINGS INC-OHIO | 35 7/8   |                   | 14,708.75         |  |
| 500     | CAPITAL HOLDINGS INC-OHIO | 36       |                   | 18,000.00         |  |
| 1,000   | CAPITAL HOLDINGS INC-OHIO | 36       |                   | 36,000.00         |  |
| 1,000   | CAPITAL HOLDINGS INC-OHIO | 35 7/8   |                   | 35,875.00         |  |
| 1,054   | CAPITAL HOLDINGS INC-OHIO | 35 3/4   |                   | 37,680.50         |  |
| 1,724   | CAPITAL HOLDINGS INC-OHIO | 35 7/8   |                   | 61,848.50         |  |
| 2,500   | CAPITAL HOLDINGS INC-OHIO | 36       |                   | 90,000.00         |  |
| 2,500   | CAPITAL HOLDINGS INC-OHIO | 35 7/8   |                   | 89,687.50         |  |
| 3,800   | CAPITAL HOLDINGS INC-OHIO | 36       |                   | 136,800.00        |  |
| 5,000   | CAPITAL HOLDINGS INC-OHIO | 35 7/8   |                   | 179,375.00        |  |
| 7,000   | CAPITAL HOLDINGS INC-OHIO | 35 7/8   |                   | 251,125.00        |  |
| 7,000   | CAPITAL HOLDINGS INC-OHIO | 35 3/4   |                   | 250,250.00        |  |
| 9,700   | CAPITAL HOLDINGS INC-OHIO | 35 7/8   |                   | 347,987.50        |  |
|         |                           |          | ***** 12/20 ***** |                   |  |
| 500     | CAPITAL HOLDINGS INC-OHIO | 34       |                   | 17,000.00         |  |
| 635     | CAPITAL HOLDINGS INC-OHIO | 34 1/2   |                   | 21,907.50         |  |
| 1,522   | CAPITAL HOLDINGS INC-OHIO | 34 1/16  |                   | 51,843.13         |  |
| 5,823   | CAPITAL HOLDINGS INC-OHIO | 35 3/8   |                   | 205,988.63        |  |
|         |                           |          | ***** 12/14 ***** |                   |  |
| 1,000   | CAPITAL HOLDINGS INC-OHIO | 34 1/4   |                   | 34,250.00         |  |
| 1,000   | CAPITAL HOLDINGS INC-OHIO | 34       |                   | 34,000.00         |  |
| 1,000   | CAPITAL HOLDINGS INC-OHIO | 33 3/4   |                   | 33,750.00         |  |
| 1,800   | CAPITAL HOLDINGS INC-OHIO | 34 1/4   |                   | 61,650.00         |  |
|         |                           |          | ***** 12/13 ***** |                   |  |
| 1,000   | CAPITAL HOLDINGS INC-OHIO | 34 7/8   |                   | 34,875.00         |  |
| 5,000   | CAPITAL HOLDINGS INC-OHIO | 34.9993  |                   | 174,996.50        |  |

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|         |                  |          |          |                   |             |
|---------|------------------|----------|----------|-------------------|-------------|
|         |                  |          |          | ***** 12/12 ***** |             |
| 5,000   | CAPITAL HOLDINGS | INC-OHIO | 34 7/8   |                   | 174,375.00  |
| 5,000-  | CAPITAL HOLDINGS | INC-OHIO | 35.2000  |                   | 175,994.13- |
|         |                  |          |          | ***** 12/07 ***** |             |
| 700     | CAPITAL HOLDINGS | INC-OHIO | 33 5/16  |                   | 23,318.75   |
| 1,000   | CAPITAL HOLDINGS | INC-OHIO | 33 1/4   |                   | 33,250.00   |
|         |                  |          |          | ***** 12/06 ***** |             |
| 200     | CAPITAL HOLDINGS | INC-OHIO | 33 1/2   |                   | 6,700.00    |
| 300     | CAPITAL HOLDINGS | INC-OHIO | 35       |                   | 10,500.00   |
| 1,000   | CAPITAL HOLDINGS | INC-OHIO | 35       |                   | 35,000.00   |
|         |                  |          |          | ***** 12/05 ***** |             |
| 2,000   | CAPITAL HOLDINGS | INC-OHIO | 32 3/8   |                   | 64,750.00   |
|         |                  |          |          | ***** 12/04 ***** |             |
| 1,000   | CAPITAL HOLDINGS | INC-OHIO | 32 1/8   |                   | 32,125.00   |
| 1,150   | CAPITAL HOLDINGS | INC-OHIO | 32 1/8   |                   | 36,943.75   |
|         |                  |          |          | ***** 12/01 ***** |             |
| 800     | CAPITAL HOLDINGS | INC-OHIO | 31.5700  |                   | 25,256.00   |
| 1,400   | CAPITAL HOLDINGS | INC-OHIO | 31.5700  |                   | 44,198.00   |
| 800     | CAPITAL HOLDINGS | INC-OHIO | 32 1/8   |                   | 25,700.00   |
| 800     | CAPITAL HOLDINGS | INC-OHIO | 31       |                   | 24,800.00   |
| 1,000   | CAPITAL HOLDINGS | INC-OHIO | 31 15/16 |                   | 31,937.50   |
| 1,800   | CAPITAL HOLDINGS | INC-OHIO | 32 1/8   |                   | 57,825.00   |
| 5,000   | CAPITAL HOLDINGS | INC-OHIO | 32 1/8   |                   | 160,625.00  |
| 5,000   | CAPITAL HOLDINGS | INC-OHIO | 32       |                   | 160,000.00  |
| 5,700   | CAPITAL HOLDINGS | INC-OHIO | 32 1/16  |                   | 182,756.25  |
| 2,200-  | CAPITAL HOLDINGS | INC-OHIO | 31.5700  |                   | 69,451.68-  |
|         |                  |          |          | ***** 11/30 ***** |             |
| 1,100   | CAPITAL HOLDINGS | INC-OHIO | 32.2400  |                   | 35,464.00   |
| 2,000   | CAPITAL HOLDINGS | INC-OHIO | 32.2400  |                   | 64,480.00   |
| 281     | CAPITAL HOLDINGS | INC-OHIO | 31       |                   | 8,711.00    |
| 285     | CAPITAL HOLDINGS | INC-OHIO | 31       |                   | 8,835.00    |
| 400     | CAPITAL HOLDINGS | INC-OHIO | 32       |                   | 12,800.00   |
| 500     | CAPITAL HOLDINGS | INC-OHIO | 32       |                   | 16,000.00   |
| 600     | CAPITAL HOLDINGS | INC-OHIO | 31 1/2   |                   | 18,900.00   |
| 800     | CAPITAL HOLDINGS | INC-OHIO | 31 7/8   |                   | 25,500.00   |
| 1,000   | CAPITAL HOLDINGS | INC-OHIO | 31 7/8   |                   | 31,875.00   |
| 1,300   | CAPITAL HOLDINGS | INC-OHIO | 31 7/8   |                   | 41,437.50   |
| 1,300   | CAPITAL HOLDINGS | INC-OHIO | 32 1/16  |                   | 41,681.25   |
| 1,400   | CAPITAL HOLDINGS | INC-OHIO | 32 1/8   |                   | 44,975.00   |
| 1,800   | CAPITAL HOLDINGS | INC-OHIO | 32       |                   | 57,600.00   |
| 2,000   | CAPITAL HOLDINGS | INC-OHIO | 32       |                   | 64,000.00   |
| 2,000   | CAPITAL HOLDINGS | INC-OHIO | 32       |                   | 64,000.00   |
| 2,500   | CAPITAL HOLDINGS | INC-OHIO | 32       |                   | 80,000.00   |
| 2,975   | CAPITAL HOLDINGS | INC-OHIO | 31 7/8   |                   | 94,828.13   |
| 4,000   | CAPITAL HOLDINGS | INC-OHIO | 31 1/2   |                   | 126,000.00  |
| 4,674   | CAPITAL HOLDINGS | INC-OHIO | 32       |                   | 149,568.00  |
| 10,600- | CAPITAL HOLDINGS | INC-OHIO | 32.2400  |                   | 341,732.60- |
|         |                  |          |          | ***** 11/29 ***** |             |
| 600     | CAPITAL HOLDINGS | INC-OHIO | 32.0300  |                   | 19,218.00   |
| 1,100   | CAPITAL HOLDINGS | INC-OHIO | 32.0300  |                   | 35,233.00   |
| 200     | CAPITAL HOLDINGS | INC-OHIO | 31 7/8   |                   | 6,375.00    |
| 200     | CAPITAL HOLDINGS | INC-OHIO | 31 15/16 |                   | 6,387.50    |
| 733     | CAPITAL HOLDINGS | INC-OHIO | 32       |                   | 23,456.00   |
| 2,262   | CAPITAL HOLDINGS | INC-OHIO | 31 7/8   |                   | 72,101.25   |
| 2,500   | CAPITAL HOLDINGS | INC-OHIO | 32       |                   | 80,000.00   |
| 5,000   | CAPITAL HOLDINGS | INC-OHIO | 32       |                   | 160,000.00  |
| 5,000   | CAPITAL HOLDINGS | INC-OHIO | 32       |                   | 160,000.00  |
| 6,000-  | CAPITAL HOLDINGS | INC-OHIO | 32.0300  |                   | 192,173.59- |
|         |                  |          |          | ***** 11/28 ***** |             |
| 800     | CAPITAL HOLDINGS | INC-OHIO | 30       |                   | 24,000.00   |
| 2,600   | CAPITAL HOLDINGS | INC-OHIO | 29 7/8   |                   | 77,675.00   |
|         |                  |          |          | ***** 11/20 ***** |             |

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|                                |        |            |
|--------------------------------|--------|------------|
| 200- CAPITAL HOLDINGS INC-OHIO | 28 3/4 | 5,749.80-  |
| 800- CAPITAL HOLDINGS INC-OHIO | 28 1/2 | 22,799.24- |

(Various Discretionary Accounts)

|                   |                           |                    |
|-------------------|---------------------------|--------------------|
| ***** 12/27 ***** |                           |                    |
| 2,852             | CAPITAL HOLDINGS INC-OHIO | 37.3900 106,636.28 |
| 5,788             | CAPITAL HOLDINGS INC-OHIO | 37.3900 216,413.32 |
| 1,593             | CAPITAL HOLDINGS INC-OHIO | 37.3900 59,562.27  |
| 1,342             | CAPITAL HOLDINGS INC-OHIO | 37.3900 50,177.38  |
| ***** 12/26 ***** |                           |                    |
| 2,667             | CAPITAL HOLDINGS INC-OHIO | 36 3/4 98,012.25   |
| 937               | CAPITAL HOLDINGS INC-OHIO | 36 3/4 34,434.75   |
| 5,446             | CAPITAL HOLDINGS INC-OHIO | 36 3/4 200,140.50  |
| 768               | CAPITAL HOLDINGS INC-OHIO | 36 3/4 28,224.00   |
| ***** 12/12 ***** |                           |                    |
| 757               | CAPITAL HOLDINGS INC-OHIO | 35.2000 26,646.40  |
| 2,149             | CAPITAL HOLDINGS INC-OHIO | 35.2000 75,644.80  |
| 1,530             | CAPITAL HOLDINGS INC-OHIO | 35.2000 53,856.00  |
| 564               | CAPITAL HOLDINGS INC-OHIO | 35.2000 19,852.80  |
| ***** 11/30 ***** |                           |                    |
| 3,134             | CAPITAL HOLDINGS INC-OHIO | 32.2400 101,040.16 |
| 2,033             | CAPITAL HOLDINGS INC-OHIO | 32.2400 65,543.92  |
| 2,333             | CAPITAL HOLDINGS INC-OHIO | 32.2400 75,215.92  |
| ***** 11/29 ***** |                           |                    |
| 4,300             | CAPITAL HOLDINGS INC-OHIO | 32.0300 137,729.00 |

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).