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for other parties to whom copies are to be sent.

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

(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

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

The Bear Stearns Companies Inc.**
IRS # 13-3286161

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/>	
	9 SOLE DISPOSITIVE POWER
<hr/>	
	0
<hr/>	
	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

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

CUSIP No. 14018R101 13D Page of Pages

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

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.

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.

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.

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

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None

Item 7. Material to be Filed as Exhibits.

None

**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 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 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).