



# HEALTH QUARTERLY STATEMENT

## AS OF March 31, 2004

### OF THE CONDITION AND AFFAIRS OF THE

## QCA Health Plan, Inc.

NAIC Group Code	0000 <small>(Current Period)</small>	0000 <small>(Prior Period)</small>	NAIC Company Code	95448	Employer's ID Number	71-0794605
Organized under the Laws of	Arkansas		State of Domicile or Port of Entry	Arkansas		
Country of Domicile	United States of America					
Licensed as business type:	Life, Accident & Health[ ] Dental Service Corporation[ ] Other[ ]	Property/Casualty[ ] Vision Service Corporation[ ] Is HMO Federally Qualified? Yes[ ] No[X]	Hospital, Medical & Dental Service or Indemnity[ ] Health Maintenance Organization[X]			
Date Incorporated or Organized	04/08/1996		Date Commenced Business	07/31/1996		
Statutory Home Office	10825 Financial Centre Parkway, Suite 400 <small>(Street and Number)</small>		Little Rock, AR 72211 <small>(City, or Town, State and Zip Code)</small>			
Main Administrative Office	10825 Financial Centre Parkway, Suite 400 <small>(Street and Number)</small>					
	Little Rock, AR 72211 <small>(City or Town, State and Zip Code)</small>		(501)228-7111 <small>(Area Code) (Telephone Number)</small>			
Mail Address	10825 Financial Centre Parkway, Suite 400 <small>(Street and Number or P.O. Box)</small>		Little Rock, AR 72211 <small>(City, or Town, State and Zip Code)</small>			
Primary Location of Books and Records	10825 Financial Centre Parkway, Suite 400 <small>(Street and Number)</small>					
	Little Rock, AR 72211 <small>(City, or Town, State and Zip Code)</small>		(501)228-7111 <small>(Area Code) (Telephone Number)</small>			
Internet Website Address	www.qcark.com					
Statutory Statement Contact	Randall Crow <small>(Name)</small>		(501)228-7111-5109 <small>(Area Code)(Telephone Number)(Extension)</small>			
	rcrow@qcark.com <small>(E-Mail Address)</small>		(501)228-0135 <small>(Fax Number)</small>			
Policyowner Relations Contact	Terri James (address same as above) <small>(Street and Number)</small>					
	Little Rock, AR 72211 <small>(City, or Town, State and Zip Code)</small>		(501)228-0135 <small>(Area Code) (Telephone Number)(Extension)</small>			

### OFFICERS

Francis Lee Browning, President  
Michael Edward Stock, Treasurer  
Randall Alvin Crow, Secretary

### OTHERS

Richard Thomas Halinski Jr.J.D.  
Roy Perry Lamm  
0 0 0 0

Roger Keeney Howe M.D.,MMM  
Joni Self Daniels

### DIRECTORS OR TRUSTEES

Francis Lee Browning  
Richard Allen Pierson  
Barbara Garner Williams RN, PhD  
Joseph Maurice Elser M.D.  
Pamela Jean Stoyanoff

Stephanie Gayle Smith  
Douglas Derald Goetz  
Buford Joseph Suffridge DDS,MS,PA  
Joseph Patrick Searcy  
A. David Hall M.D.

State of Arkansas  
County of Pulaski 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. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

\_\_\_\_\_  
(Signature)  
Francis Lee Browning  
\_\_\_\_\_  
(Printed Name)  
President and CEO  
\_\_\_\_\_  
(Title)

\_\_\_\_\_  
(Signature)  
Randall Alvin Crow  
\_\_\_\_\_  
(Printed Name)  
Secretary  
\_\_\_\_\_  
(Title)

\_\_\_\_\_  
(Signature)  
Michael Edward Stock  
\_\_\_\_\_  
(Printed Name)  
Treasurer  
\_\_\_\_\_  
(Title)

Subscribed and sworn to before me this \_\_\_\_\_ day of \_\_\_\_\_, 2004

- a. Is this an original filing?  
b. If no, 1. State the amendment number  
2. Date filed  
3. Number of pages attached

Yes[X] No[ ]

\_\_\_\_\_  
(Notary Public Signature)

**DIRECTORS OR TRUSTEES (continued)**

Charles W. Smith M.D.  
Harold Jackson Lassiter Jr.

Martin Fiser M.D.  
James K. Hendren PhD #

**ASSETS**

	Current Statement Date			4 December 31, Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds .....				
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:				
4.1 Properties occupied by the company (less \$..... encumbrances) .....				
4.2 Properties held for the production of income (less \$..... encumbrances) .....				
4.3 Properties held for sale (less \$..... encumbrances) .....				
5. Cash (\$.....20,729,687), cash equivalents (\$.....) and short-term investments \$.....326,126) .....	21,055,813		21,055,813	19,939,829
6. Contract loans (including \$..... premium notes) .....				
7. Other invested assets .....				
8. Receivable for securities .....				
9. Aggregate write-ins for invested assets .....				
10. Subtotals, cash and invested assets (Lines 1 to 9) .....	21,055,813		21,055,813	19,939,829
11. Investment income due and accrued .....	10,238		10,238	7,548
12. Premiums and considerations:				
12.1 Uncollected premiums and agents' balances in the course of collection .....	476,411		476,411	829,581
12.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$..... earned but unbilled premiums) .....				
12.3 Accrued retrospective premiums .....				
13. Reinsurance:				
13.1 Amounts recoverable from reinsurers .....				
13.2 Funds held by or deposited with reinsured companies .....				
13.3 Other amounts receivable under reinsurance contracts .....				
14. Amounts receivable relating to uninsured plans .....				
15.1 Current federal and foreign income tax recoverable and interest thereon .....				
15.2 Net deferred tax asset .....				
16. Guaranty funds receivable or on deposit .....				
17. Electronic data processing equipment and software .....				
18. Furniture and equipment, including health care delivery assets (\$.....) .....				
19. Net adjustments in assets and liabilities due to foreign exchange rates .....				
20. Receivables from parent, subsidiaries and affiliates .....	3,450		3,450	24,658
21. Health care (\$.....) and other amounts receivable .....	95,254		95,254	818,850
22. Other assets nonadmitted .....				
23. Aggregate write-ins for other than invested assets .....	1		1	
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23) .....	21,641,167		21,641,167	21,620,466
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....				
26. TOTALS (Lines 24 and 25) .....	21,641,167		21,641,167	21,620,466
<b>DETAILS OF WRITE-INS</b>				
0901. Investment due and accrued .....				
0902 .....				
0903 .....				
0998. Summary of remaining write-ins for Line 9 from overflow page .....				
0999. TOTALS (Lines 0901 through 0903 plus 0998) (Line 9 above) .....				
2301. CHIP Receivable .....				
2302. Misc. Receivable .....				
2303. Rounding .....	1		1	
2398. Summary of remaining write-ins for Line 23 from overflow page .....				
2399. TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above) .....	1		1	

**LIABILITIES, CAPITAL AND SURPLUS**

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$..... reinsurance ceded) .....	7,831,323	774,526	8,605,849	9,519,929
2. Accrued medical incentive pool and bonus amounts .....				
3. Unpaid claims adjustment expenses .....	158,516		158,516	158,516
4. Aggregate health policy reserves .....				
5. Aggregate life policy reserves .....				
6. Property/casualty unearned premium reserve .....				
7. Aggregate health claim reserves .....				
8. Premiums received in advance .....	1,639,595		1,639,595	1,189,359
9. General expenses due or accrued .....	1,136,087		1,136,087	1,014,402
10.1 Current federal and foreign income tax payable and interest thereon (including \$..... on realized gains (losses)) .....				
10.2 Net deferred tax liability .....				
11. Ceded reinsurance premiums payable .....				
12. Amounts withheld or retained for the account of others .....				
13. Remittances and items not allocated .....				
14. Borrowed money (including \$..... current) and interest thereon \$..... (including \$..... current) .....				
15. Amounts due to parent, subsidiaries and affiliates .....	18,956		18,956	16,372
16. Payable for securities .....				
17. Funds held under reinsurance treaties with (\$..... authorized reinsurers and \$..... unauthorized reinsurers) .....				
18. Reinsurance in unauthorized companies .....				
19. Net adjustments in assets and liabilities due to foreign exchange rates .....				
20. Liability for amounts held under uninsured accident and health plans .....	320,262		320,262	338,807
21. Aggregate write-ins for other liabilities (including \$..... current) .....				
22. Total liabilities (Lines 1 to 21) .....	11,104,739	774,526	11,879,265	12,237,385
23. Common capital stock .....	X X X	X X X	1,553	1,553
24. Preferred capital stock .....	X X X	X X X		
25. Gross paid in and contributed surplus .....	X X X	X X X	8,123,807	8,123,807
26. Surplus notes .....	X X X	X X X	17,210,808	17,210,808
27. Aggregate write-ins for other than special surplus funds .....	X X X	X X X		
28. Unassigned funds (surplus) .....	X X X	X X X	(15,573,906)	(15,952,727)
29. Less treasury stock, at cost:				
29.1 ..... shares common (value included in Line 23 \$.....)	X X X	X X X	360	360
29.2 ..... shares preferred (value included in Line 24 \$.....)	X X X	X X X		
30. Total capital and surplus (Lines 23 to 28 minus Line 29) .....	X X X	X X X	9,761,902	9,383,081
31. Total liabilities, capital and surplus (Lines 22 and 30) .....	X X X	X X X	21,641,167	21,620,466
<b>DETAILS OF WRITE-INS</b>				
2101. Rounding .....				
2102 .....				
2103 .....				
2198. Summary of remaining write-ins for Line 21 from overflow page .....				
2199. TOTALS (Lines 2101 through 2103 plus 2198) (Line 21 above) .....				
2701 .....	X X X	X X X		
2702 .....	X X X	X X X		
2703 .....	X X X	X X X		
2798. Summary of remaining write-ins for Line 27 from overflow page .....	X X X	X X X		
2799. TOTALS (Lines 2701 through 2703 plus 2798) (Line 27 above) .....	X X X	X X X		

**STATEMENT OF REVENUE AND EXPENSES**

	Current Year To Date		Prior Year To Date
	1 Uncovered	2 Total	3 Total
1. Member Months .....	X X X	58,813	93,485
2. Net premium income (including \$..... non-health premium income) .....	X X X	13,687,471	18,060,566
3. Change in unearned premium reserves and reserves for rate credits .....	X X X		
4. Fee-for-service (net of \$..... medical expenses) .....	X X X		
5. Risk revenue .....	X X X		
6. Aggregate write-ins for other health care related revenues .....	X X X		
7. Aggregate write-ins for other non-health revenues .....	X X X		
8. Total revenues (Lines 2 to 7) .....	X X X	13,687,471	18,060,566
<b>Hospital and Medical:</b>			
9. Hospital/medical benefits .....		9,593,368	13,325,045
10. Other professional services .....			
11. Outside referrals .....			
12. Emergency room and out-of-area .....		378,948	526,353
13. Prescription drugs .....		1,979,717	1,488,658
14. Aggregate write-ins for other hospital and medical .....			
15. Incentive pool, withhold adjustments and bonus amounts .....			
16. Subtotal (Lines 9 to 15) .....		11,952,033	15,340,056
<b>Less:</b>			
17. Net reinsurance recoveries .....		177,495	87,807
18. Total hospital and medical (Lines 16 minus 17) .....		11,774,538	15,252,249
19. Non-health claims .....			
20. Claims adjustment expenses, including \$..... cost containment expenses .....		381,055	515,799
21. General administrative expenses .....		1,190,306	1,610,668
22. Increase in reserves for life and accident and health contracts (including \$..... increase in reserves for life only) .....			
23. Total underwriting deductions (Lines 18 through 22) .....		13,345,899	17,378,716
24. Net underwriting gain or (loss) (Lines 8 minus 23) .....	X X X	341,572	681,850
25. Net investment income earned .....		37,253	64,842
26. Net realized capital gains (losses) .....			
27. Net investment gains or (losses) (Lines 25 plus 26) .....		37,253	64,842
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....) (amount charged off \$.....)] .....			
29. Aggregate write-ins for other income or expenses .....			
30. Net income or (loss) before federal income taxes (Lines 24 plus 27 plus 28 plus 29) .....	X X X	378,825	746,692
31. Federal and foreign income taxes incurred .....	X X X		
32. Net income (loss) (Lines 30 minus 31) .....	X X X	378,825	746,692
<b>DETAILS OF WRITE-INS</b>			
0601 .....	X X X		
0602 .....	X X X		
0603 .....	X X X		
0698. Summary of remaining write-ins for Line 6 from overflow page .....	X X X		
0699. TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above) .....	X X X		
0701 .....	X X X		
0702 .....	X X X		
0703 .....	X X X		
0798. Summary of remaining write-ins for Line 7 from overflow page .....	X X X		
0799. TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above) .....	X X X		
1401 .....			
1402 .....			
1403 .....			
1498. Summary of remaining write-ins for Line 14 from overflow page .....			
1499. TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above) .....			
2901 .....			
2902 .....			
2903 .....			
2998. Summary of remaining write-ins for Line 29 from overflow page .....			
2999. TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above) .....			

## STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year To Date	2 Prior Year
<b>CAPITAL &amp; SURPLUS ACCOUNT</b>		
33. Capital and surplus prior reporting year .....	9,383,081	4,491,100
<b>GAINS AND LOSSES TO CAPITAL &amp; SURPLUS</b>		
34. Net income or (loss) from Line 32 .....	378,825	4,743,500
35. Change in valuation basis of aggregate policy and claim reserves .....		
36. Net unrealized capital gains and losses .....		
37. Change in net unrealized foreign exchange capital gain or (loss) .....		
38. Change in net deferred income tax .....		
39. Change in nonadmitted assets .....		148,483
40. Change in unauthorized reinsurance .....		
41. Change in treasury stock .....		(360)
42. Change in surplus notes .....		
43. Cumulative effect of changes in accounting principles .....		
44. Capital Changes:		
44.1 Paid in .....		
44.2 Transferred from surplus (Stock Dividend) .....		
44.3 Transferred to surplus .....		
45. Surplus adjustments:		
45.1 Paid in .....		360
45.2 Transferred to capital (Stock Dividend) .....		
45.3 Transferred from capital .....		
46. Dividends to stockholders .....		
47. Aggregate write-ins for gains or (losses) in surplus .....	(4)	(2)
48. Net change in capital and surplus (Lines 34 to 47) .....	378,821	4,891,981
49. Capital and surplus end of reporting period (Line 33 plus 48) .....	9,761,902	9,383,081
<b>DETAILS OF WRITE-INS</b>		
4701. Rounding .....	(4)	(2)
4702 .....		
4703 .....		
4798. Summary of remaining write-ins for Line 47 from overflow page .....		
4799. TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above) .....	(4)	(2)

**CASH FLOW**

		1 Current Year To Date	2 Prior Year Ended December 31
<b>Cash from Operations</b>			
1.	Premiums collected net of reinsurance .....	14,490,877	68,604,179
2.	Net investment income .....	34,563	226,498
3.	Miscellaneous income .....	723,596	(423,901)
4.	Total (Lines 1 through 3) .....	15,249,036	68,406,776
5.	Benefit and loss related payments .....	12,688,618	60,776,788
6.	Net transfers to Separate, Segregated Accounts and Protected Cell Accounts .....		
7.	Commissions, expenses paid and aggregate write-ins for deductions .....	1,468,221	7,124,186
8.	Dividends paid to policyholders .....		
9.	Federal and foreign income taxes paid (recovered) \$..... net of tax on capital gains (losses) .....		
10.	Total (Lines 5 through 9) .....	14,156,839	67,900,974
11.	Net cash from operations (Line 4 minus Line 10) .....	1,092,197	505,802
<b>Cash from Investments</b>			
12.	Proceeds from investments sold, matured or repaid:		
12.1	Bonds .....		
12.2	Stocks .....		
12.3	Mortgage loans .....		
12.4	Real estate .....		
12.5	Other invested assets .....		
12.6	Net gains or (losses) on cash, cash equivalents and short-term investments .....		
12.7	Miscellaneous proceeds .....		
12.8	Total investment proceeds (Lines 12.1 to 12.7) .....		
13.	Cost of investments acquired (long-term only):		
13.1	Bonds .....		
13.2	Stocks .....		
13.3	Mortgage loans .....		
13.4	Real estate .....		
13.5	Other invested assets .....		
13.6	Miscellaneous applications .....		
13.7	Total investments acquired (Lines 13.1 to 13.6) .....		
14.	Net increase (or decrease) in policy loans and premium notes .....		
15.	Net cash from investments (Line 12.8 minus Lines 13.7 and 14) .....		
<b>Cash from Financing and Miscellaneous Sources</b>			
16.	Cash provided (applied):		
16.1	Surplus notes, capital notes .....		
16.2	Capital and paid in surplus, less treasury stock .....		
16.3	Borrowed funds .....		
16.4	Net deposits on deposit-type contracts and other insurance liabilities .....		
16.5	Dividends to stockholders .....		
16.6	Other cash provided (applied) .....	23,784	40,519
17.	Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6) .....	23,784	40,519
<b>RECONCILIATION OF CASH AND SHORT-TERM INVESTMENTS</b>			
18.	Net change in cash and short-term investments (Lines 11 plus 15 plus 17) .....	1,115,981	546,321
19.	Cash and short-term investments:		
19.1	Beginning of year .....	19,939,829	19,393,508
19.2	End of period (Line 18 plus Line 19.1) .....	21,055,810	19,939,829

**Supplemental Disclosures of Cash Flow Information for Non-Cash Transactions:**

Description		Amount 1	Amount 2
20.0001	.....		

## 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 Stop Loss	11 Disability Income	12 Long-Term Care	13 Other
		2 Individual	3 Group										
Total Members at end of:													
1. Prior Year .....	20,288		20,288										
2. First Quarter .....													
3. Second Quarter .....													
4. Third Quarter .....													
5. Current Year .....													
6. Current Year Member Months .....	20,288		20,288										
Total Member Ambulatory Encounters for Period:													
7. Physician .....	50,081		50,081										
8. Non-Physician .....	9,936		9,936										
9. Total .....	60,017		60,017										
10. Hospital Patient Days Incurred .....	1,665		1,665										
11. Number of Inpatient Admissions .....	463		463										
12. Health Premiums Written .....	13,804,329		13,804,329										
13. Life Premiums Direct .....													
14. Property/Casualty Premiums Written .....													
15. Health Premiums Earned .....	13,804,329		13,804,329										
16. Property/Casualty Premiums Earned .....													
17. Amount Paid for Provision of Health Care Services .....	12,688,618		12,688,618										
18. Amount Incurred for Provision of Health Care Services .....	11,952,033		11,952,033										

**CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)****Aging Analysis of Unpaid Claims**

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 days	6 Over 120 Days	7 Total
0199999 Individually Listed Claims Unpaid .....						
0299999 Aggregate Accounts Not Individually Listed - Uncovered .....	259,581	103,080	61,447	32,082	91,091	547,281
0399999 Aggregate Accounts Not Individually Listed - Covered .....	2,531,611	1,005,308	599,275	312,884	888,380	5,337,458
0499999 Subtotals .....	2,791,192	1,108,388	660,722	344,966	979,471	5,884,739
0599999 Unreported claims and other claim reserves .....						2,721,110
0699999 Total Amounts Withheld .....						
0799999 Total Claims Unpaid .....						8,605,849
0899999 Accrued Medical Incentive Pool And Bonus Amounts .....						

## UNDERWRITING AND INVESTMENT EXHIBIT

### ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1	2	3	4	Claims Incurred in Prior Years (Columns 1+3)	Estimated Claim Reserve and Claim Liability Dec.31 of Prior Year
	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) .....	5,000,731	7,687,887	1,324,437	7,281,412	6,325,168	9,519,929
2. Medicare Supplement .....						
3. Dental only .....						
4. Vision only .....						
5. Federal Employees Health Benefits Plan .....						
6. Title XVIII - Medicare .....						
7. Title XIX - Medicaid .....						
8. Other health .....						
9. Health subtotal (Lines 1 to 8) .....	5,000,731	7,687,887	1,324,437	7,281,412	6,325,168	9,519,929
10. Other non-health .....						
11. Medical incentive pools, and bonus amounts .....						
12. TOTALS .....	5,000,731	7,687,887	1,324,437	7,281,412	6,325,168	9,519,929

## **Notes to Financial Statement**

# 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[ ] N/A[X]
- 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?  
If yes, complete the Schedule Y - Part 1 - organization chart Yes[ ] No[X]
- 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?  
If yes, attach an explanation. Yes[ ] No[ ] N/A[X]
- 7.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2002
- 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. 12/31/2002
- 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). 04/12/2004
- 7.4 By what department or departments?  
Arkansas Department of Insurance
- 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
- 9.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes[ ] No[X]
- 9.2 If response to 9.1 is yes, please identify the name of the bank holding company.
- 9.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes[ ] No[X]
- 9.4 If response to 9.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC
.....	.....	Yes[ ] No[X]	Yes[ ] No[X]	Yes[ ] No[X]	Yes[ ] No[X]	Yes[ ] No[X]

## INVESTMENT

- 10.1 Has there been any changes in the reporting entity's own preferred or common stock? Yes[ ] No[X]
- 10.2 If yes, explain:
- 11.1 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]
- 11.2 If yes, give full and complete information relating thereto:
- 12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$ .....
- 13. Amount of real estate and mortgages held in short-term investments: \$ .....
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes[ ] No[X]
- 14.2 If yes, please complete the following:

## GENERAL INTERROGATORIES (Continued)

	1 Prior Year-End Statement Value	2 Current Quarter Statement Value
14.21 Bonds .....		
14.22 Preferred Stock .....		
14.23 Common Stock .....		
14.24 Short-Term Investments .....		
14.25 Mortgages, Loans or Real Estate .....		
14.26 All Other .....		
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) .....		
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above .....		
14.29 Receivable from Parent not included in Lines 14.21 to 14.26 above .....		

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes[ ] No[X]  
 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes[ ] No[ ] N/A[X]  
 If no, attach a description with this statement.

16. 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[ ] No[X]  
 16.1 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
.....	.....

16.2 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)
.....	.....	.....

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes[ ] No[X]  
 16.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
.....	.....	.....	.....

16.5 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
.....	.....	.....

**12 Schedule A Verification - ..... NONE**

**12 Schedule B Verification - ..... NONE**

**12 Schedule BA Verification - ..... NONE**

**12 Schedule D Verification - ..... NONE**

**13 Schedule D Part 1B - ..... NONE**

**SCHEDULE DA - PART 1****Short - Term Investments Owned End of Current Quarter**

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
8299999. TOTALS .....	326,126	X X X	329,164		

**SCHEDULE DA - PART 2 - Verification****Short-Term Investments Owned**

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	326,958	326,804
2. Cost of short-term investments acquired .....		329,164
3. Increase (decrease) by adjustment .....	(832)	(4,010)
4. Increase (decrease) by foreign exchange adjustment .....		
5. Total profit (loss) on disposal of short-term investments .....		
6. Consideration received on disposal of short-term investments .....		325,000
7. Book/adjusted carrying value, current period .....	326,126	326,958
8. Total valuation allowance .....		
9. Subtotals (Lines 7 plus 8) .....	326,126	326,958
10. Total nonadmitted amounts .....		
11. Statement value (Lines 9 minus 10) .....	326,126	326,958
12. Income collected during period .....		4,319
13. Income earned during period .....	996	5,199

**15** Schedule DB Part F Section 1 - ..... **NONE**

**16** Schedule DB Part F Section 2 - ..... **NONE**

**SCHEDULE S - CEDED REINSURANCE****Showing all new reinsurers-Current Year to Date**

1 NAIC Company Code	2 Federal ID Number	3 Name of Reinsurer	4 Location	5 Is Insurer Authorized? (Yes or No)
<b>Life and annuity - affiliates</b>			no new reinsurers this year .....	..... Yes[ ] No[X] .....
.....	.....	.....		

**SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS****Allocated by States and Territories**

State, Etc.	1 Guaranty Fund (Yes or No)	2 Is Insurer Licensed (Yes or No)	Direct Business Only Year-to-Date					
			3 Accident and Health Premiums	4 Medicare Title XVIII	5 Medicaid Title XIX	6 Federal Employees Health Benefits Program Premiums	7 Life and Annuity Premiums and Deposit-Type Contract Funds	8 Property/ Casualty Premiums
1. Alabama (AL) .....	No	No						
2. Alaska (AK) .....	No	No						
3. Arizona (AZ) .....	No	No						
4. Arkansas (AR) .....	No	Yes	13,804,329					
5. California (CA) .....	No	No						
6. Colorado (CO) .....	No	No						
7. Connecticut (CT) .....	No	No						
8. Delaware (DE) .....	No	No						
9. District of Columbia (DC) .....	No	No						
10. Florida (FL) .....	No	No						
11. Georgia (GA) .....	No	No						
12. Hawaii (HI) .....	No	No						
13. Idaho (ID) .....	No	No						
14. Illinois (IL) .....	No	No						
15. Indiana (IN) .....	No	No						
16. Iowa (IA) .....	No	No						
17. Kansas (KS) .....	No	No						
18. Kentucky (KY) .....	No	No						
19. Louisiana (LA) .....	No	No						
20. Maine (ME) .....	No	No						
21. Maryland (MD) .....	No	No						
22. Massachusetts (MA) .....	No	No						
23. Michigan (MI) .....	No	No						
24. Minnesota (MN) .....	No	No						
25. Mississippi (MS) .....	No	No						
26. Missouri (MO) .....	No	No						
27. Montana (MT) .....	No	No						
28. Nebraska (NE) .....	No	No						
29. Nevada (NV) .....	No	No						
30. New Hampshire (NH) .....	No	No						
31. New Jersey (NJ) .....	No	No						
32. New Mexico (NM) .....	No	No						
33. New York (NY) .....	No	No						
34. North Carolina (NC) .....	No	No						
35. North Dakota (ND) .....	No	No						
36. Ohio (OH) .....	No	No						
37. Oklahoma (OK) .....	No	No						
38. Oregon (OR) .....	No	No						
39. Pennsylvania (PA) .....	No	No						
40. Rhode Island (RI) .....	No	No						
41. South Carolina (SC) .....	No	No						
42. South Dakota (SD) .....	No	No						
43. Tennessee (TN) .....	No	No						
44. Texas (TX) .....	No	No						
45. Utah (UT) .....	No	No						
46. Vermont (VT) .....	No	No						
47. Virginia (VA) .....	No	No						
48. Washington (WA) .....	No	No						
49. West Virginia (WV) .....	No	No						
50. Wisconsin (WI) .....	No	No						
51. Wyoming (WY) .....	No	No						
52. American Samoa (AS) .....	No	No						
53. Guam (GU) .....	No	No						
54. Puerto Rico (PR) .....	No	No						
55. U.S. Virgin Islands (VI) .....	No	No						
56. Canada (CN) .....	No	No						
57. Aggregate other alien (OT) .....	X X X	X X X						
58. TOTAL (Direct Business) .....	X X X	(a)..... 1	13,804,329					
<b>DETAILS OF WRITE-INS</b>								
5701 .....	X X X	X X X						
5702 .....	X X X	X X X						
5703 .....	X X X	X X X						
5798. Summary of remaining write-ins for Line 57 from overflow page .....	X X X	X X X						
5799. TOTALS (Lines 5701 through 5703 plus 5798) (Line 57 above) .....	X X X	X X X						

(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

PARENTS:

QualChoice of Arkansas, Inc.  
FEIN: 71-0752544  
Third Party Administrator of  
Managed Care Health

51.15%

Zenith National Insurance Corp.  
FEIN: 95-1651549  
Property and Casualty Insurer with  
Speciality in Worker's Compensation

30.19%

Novalis Corporation  
FEIN: 14-1785722  
Managed Care Services  
and Consulting Firm

1.68%

University of Arkansas  
for Medical Sciences  
FEIN: 71-6046242  
15.09%

Arkansas Children's Hospital  
FEIN: 71-0236857

1.89%

HMO:

QCA Health Plan, Inc.  
FEIN: 71-0794605  
Health Maintenance Organization

# 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.

**RESPONSES**

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

No

Explanation:

Bar Code:

SVO Compliance Certification



95448200447000001

2004

Document Code: 470

**OVERFLOW PAGE FOR WRITE-INS**

---

<b>E01</b>	<b>Schedule A Part 2 - .....</b>	<b>NONE</b>
<b>E01</b>	<b>Schedule A Part 3 - .....</b>	<b>NONE</b>
<b>E02</b>	<b>Schedule B Part 1 - .....</b>	<b>NONE</b>
<b>E02</b>	<b>Schedule B Part 2 - .....</b>	<b>NONE</b>
<b>E03</b>	<b>Schedule BA Part 1 - .....</b>	<b>NONE</b>
<b>E03</b>	<b>Schedule BA Part 2 - .....</b>	<b>NONE</b>
<b>E04</b>	<b>Schedule D Part 3 - .....</b>	<b>NONE</b>
<b>E05</b>	<b>Schedule D Part 4 - .....</b>	<b>NONE</b>
<b>E06</b>	<b>Schedule DB Part A Section 1 - .....</b>	<b>NONE</b>
<b>E06</b>	<b>Schedule DB Part B Section 1 - .....</b>	<b>NONE</b>
<b>E07</b>	<b>Schedule DB Part C Section 1 - .....</b>	<b>NONE</b>
<b>E07</b>	<b>Schedule DB Part D Section 1 - .....</b>	<b>NONE</b>

## SCHEDULE E - PART 1 - CASH

### Month End Depository Balances

1		2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
						6	7	8	
Depository	Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*	
<b>open depositories</b>									
Regions Bank .....	400 W. Capitol, Little Rock, AR 72204 .....		0.070	974		408,666	174,938	199,628	. X X X .
US Bank .....	401 W. Capitol, Little Rock, AR 72204 .....		0.910	3,195		2,588,267	140	204	. X X X .
Arvest Bank .....	P.O. Box 1583, Little Rock, AR 72203 .....		1.000	14,849	5,363	6,360,333	6,364,008	6,368,380	. X X X .
Arvest Bank .....	P.O. Box 1583, Little Rock, AR 72203 .....		0.850	16,411		9,925,635	10,687,273	14,161,375	. X X X .
Petty Cash .....						100	100	100	. X X X .
0199998 Deposits in ..... depositories that do not exceed the allowable limit in any one depository (See Instructions) - open depositories		. X X X .	. X X X .						. X X X .
0199999 Totals - Open Depositories .....		. X X X .	. X X X .	35,429	5,363	19,283,001	17,226,459	20,729,687	. X X X .
0299998 Deposits in ..... depositories that do not exceed the allowable limit in any one depository (See Instructions) - suspended depositories .....		. X X X .	. X X X .						. X X X .
0299999 Totals - Suspended Depositories .....		. X X X .	. X X X .						. X X X .
0399999 Total Cash On Deposit .....		. X X X .	. X X X .	35,429	5,363	19,283,001	17,226,459	20,729,687	. X X X .
0499999 Cash in Company's Office .....		. X X X .	. X X X .	. X X X .	. X X X .				. X X X .
0599999 Total Cash .....		. X X X .	. X X X .	35,429	5,363	19,283,001	17,226,459	20,729,687	. X X X .

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