



# HEALTH QUARTERLY STATEMENT

AS OF MARCH 31, 2004  
OF THE CONDITION AND AFFAIRS OF THE

## Pro Care Health Plan, Inc.

NAIC Group Code \_\_\_\_\_ (Current Period) \_\_\_\_\_ (Prior Period) NAIC Company Code 11081 Employer's ID Number 38-3295207

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 ]

Date Incorporated 09/29/1995 Commenced Business 12/13/2000

Statutory Home Office 3956 Mount Elliott, Detroit, MI 48207  
(Street and Number) (City or Town, State and Zip Code)

Main Administrative Office 3956 Mount Elliott  
(Street and Number) Detroit, MI 48207 313-925-4607  
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address \_\_\_\_\_, \_\_\_\_\_  
(Street and Number or P.O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records 3956 Mount Elliott  
(Street and Number) Detroit, MI 48207 313-925-4607  
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Website Address N/A

Statutory Statement Contact Yvonne Whitley 313-925-4607  
(Name) (Area Code) (Telephone Number) (Extension)  
none88@hotmail.com 313-925-0322  
(E-mail Address) (FAX Number)

Policyowner Relations Contact 303 Peachtree Street, Suite 4410  
(Street and Number) Atlanta, GA 30308 404-720-7658  
(City or Town, State and Zip Code) (Area Code) (Telephone Number) (Extension)

### OFFICERS

Name	Title	Name	Title
<u>Augustine Kole-James MD</u>	<u>President</u>	<u>Harold Montgomery CPA</u>	<u>Treasurer</u>
<u>Robin Cole RNC,MBA</u>	<u>Secretary</u>	<u>Anthony Adeleye MD</u>	<u>Medical Director</u>

### OTHER OFFICERS

### DIRECTORS OR TRUSTEES

<u>Augustine Kole-James, MD Chairman</u>	<u>Anthony Adeleye, MD V.Chairman</u>	<u>Harold Montgomery, CPA Treasurer</u>
<u>Robin Cole, RNC,MBA Secretary</u>	<u>Catherine Riley Member</u>	<u>Elizabeth Williams Member</u>

State of ..... }  
County of ..... } 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. 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.

Augustine Kole-James, MD  
President

Robin Cole, RNC, MBA  
Secretary

Harold Montgomery, CPA  
Treasurer

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

a. Is this an original filing? Yes [ X ] No [ ]

b. If no,

1. State the amendment number \_\_\_\_\_

2. Date filed 05/15/2004

3. Number of pages attached \_\_\_\_\_

STATEMENT AS OF MARCH 31, 2004 OF THE Pro Care Health Plan, Inc.

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 .....			0	0
2. Stocks:				
2.1 Preferred stocks .....			0	0
2.2 Common stocks .....	440,156		440,156	433,774
3. Mortgage loans on real estate:				
3.1 First liens .....			0	0
3.2 Other than first liens .....			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ ..... encumbrances) .....			0	0
4.2 Properties held for the production of income (less \$ ..... encumbrances) .....	676,352	0	676,352	655,796
4.3 Properties held for sale (less \$ ..... encumbrances) .....			0	0
5. Cash (\$ .....326,306 ), cash equivalents (\$ ..... ) and short-term investments (\$ .....0 ) .....	326,306		326,306	450,793
6. Contract loans, (including \$ .....premium notes)			0	0
7. Other invested assets .....	0	0	0	0
8. Receivable for securities .....			0	0
9. Aggregate write-ins for invested assets .....	0	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9) .....	1,442,814	0	1,442,814	1,540,363
11. Investment income due and accrued .....			0	0
12. Premiums and considerations:				
12.1 Uncollected premiums and agents' balances in the course of collection .....			0	0
12.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ ..... earned but unbilled premiums) .....			0	0
12.3 Accrued retrospective premiums .....			0	0
13. Reinsurance:				
13.1 Amounts recoverable from reinsurers .....			0	0
13.2 Funds held by or deposited with reinsured companies .....			0	0
13.3 Other amounts receivable under reinsurance contracts .....			0	0
14. Amounts receivable relating to uninsured plans .....			0	0
15.1 Current federal and foreign income tax recoverable and interest thereon .....	103,800		103,800	103,800
15.2 Net deferred tax asset .....			0	0
16. Guaranty funds receivable or on deposit .....			0	0
17. Electronic data processing equipment and software .....	1,521	916	605	1,210
18. Furniture and equipment, including health care delivery assets (\$ ..... ) .....	134	134	0	0
19. Net adjustment in assets and liabilities due to foreign exchange rates .....			0	0
20. Receivables from parent, subsidiaries and affiliates .....	62,232	0	62,232	22,232
21. Health care (\$ ..... ) and other amounts receivable .....	12,766	12,766	0	0
22. Other assets nonadmitted .....	25,810	25,810	0	0
23. Aggregate write-ins for other than invested assets .....	7,800	0	7,800	7,700
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	1,656,877	39,626	1,617,251	1,675,305
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....			0	0
26. Total (Lines 24 and 25)	1,656,877	39,626	1,617,251	1,675,305
<b>DETAILS OF WRITE-INS</b>				
0901. ....				
0902. ....				
0903. ....				
0998. Summary of remaining write-ins for Line 9 from overflow page .....	0	0	0	0
0999. Totals (Lines 0901 thru 0903 plus 0998)(Line 9 above)	0	0	0	0
2301. Security Deposit .....	7,700		7,700	7,700
2302. Accounts Receivable .....	100		100	0
2303. ....				
2398. Summary of remaining write-ins for Line 23 from overflow page .....	0	0	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398)(Line 23 above)	7,800	0	7,800	7,700

## LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ ..... reinsurance ceded)	2,500		2,500	2,500
2. Accrued medical incentive pool and bonus amounts			0	0
3. Unpaid claims adjustment expenses	1,000		1,000	1,000
4. Aggregate health policy reserves			0	0
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance			0	0
9. General expenses due or accrued	52,954		52,954	36,020
10.1 Current federal and foreign income tax payable and interest thereon (including \$ ..... on realized capital gains (losses))			0	0
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ ..... current) and interest thereon \$ ..... (including \$ ..... current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	2,000		2,000	0
16. Payable for securities			0	0
17. Funds held under reinsurance treaties with (\$ ..... authorized reinsurers and \$ ..... unauthorized reinsurers)			0	0
18. Reinsurance in unauthorized companies			0	0
19. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
20. Liability for amounts held under uninsured accident and health plans			0	0
21. Aggregate write-ins for other liabilities (including \$ ..... current)	50,668	0	50,668	61,205
22. Total liabilities (Lines 1 to 21)	109,122	0	109,122	100,725
23. Common capital stock	XXX	XXX	60,000	60,000
24. Preferred capital stock	XXX	XXX		0
25. Gross paid in and contributed surplus	XXX	XXX	1,136,097	1,081,540
26. Surplus notes	XXX	XXX		0
27. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
28. Unassigned funds (surplus)	XXX	XXX	312,032	433,040
29. Less treasury stock, at cost:				
29.1 ..... shares common (value included in Line 23) \$ ..... )	XXX	XXX	0	0
29.2 ..... shares preferred (value included in Line 24) \$ ..... )	XXX	XXX		0
30. Total capital and surplus (Lines 23 to 28 minus Line 29)	XXX	XXX	1,508,129	1,574,580
31. Total liabilities, capital and surplus (Lines 22 and 30)	XXX	XXX	1,617,251	1,675,305
<b>DETAILS OF WRITE-INS</b>				
2101. SBT Payable	19,877		19,877	23,969
2102. Property Tax Payable	30,791		30,791	37,236
2103. ....				
2198. Summary of remaining write-ins for Line 21 from overflow page	0	0	0	0
2199. Totals (Lines 2101 thru 2103 plus 2198) (Line 21 above)	50,668	0	50,668	61,205
2701. ....	XXX	XXX		
2702. ....	XXX	XXX		
2703. ....	XXX	XXX		
2798. Summary of remaining write-ins for Line 27 from overflow page	XXX	XXX	0	0
2799. Totals (Lines 2701 thru 2703 plus 2798) (Line 27 above)	XXX	XXX	0	0

STATEMENT AS OF MARCH 31, 2004 OF THE Pro Care Health Plan, Inc.

**STATEMENT OF REVENUE AND EXPENSES**

	Current Year To Date		Prior Year To Date
	1 Uncovered	2 Total	3 Total
1. Member Months.....	XXX	0	0
2. Net premium income (including ..... non-health premium income).....	XXX		0
3. Change in unearned premium reserves and reserve for rate credits .....	XXX		0
4. Fee-for-service (net of \$ ..... medical expenses) .....	XXX		0
5. Risk revenue .....	XXX		0
6. Aggregate write-ins for other health care related revenues .....	XXX	0	0
7. Aggregate write-ins for other non-health revenues .....	XXX	0	0
8. Total revenues (Lines 2 to 7) .....	XXX	0	0
<b>Hospital and Medical:</b>			
9. Hospital/medical benefits .....			(1,591)
10. Other professional services .....			0
11. Outside referrals .....			0
12. Emergency room and out-of-area .....			0
13. Prescription drugs .....			0
14. Aggregate write-ins for other hospital and medical.....	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....			0
16. Subtotal (Lines 9 to 15) .....	0	0	(1,591)
<b>Less:</b>			
17. Net reinsurance recoveries .....			0
18. Total hospital and medical (Lines 16 minus 17) .....	0	0	(1,591)
19. Non-health claims .....			0
20. Claims adjustment expenses, including \$ ..... cost containment expenses.....		0	5,359
21. General administrative expenses.....		160,974	411,561
22. Increase in reserves for life and accident and health contracts including \$ ..... increase in reserves for life only).....			0
23. Total underwriting deductions (Lines 18 through 22) .....	0	160,974	415,329
24. Net underwriting gain or (loss) (Lines 8 minus 23) .....	XXX	(160,974)	(415,329)
25. Net investment income earned (Exhibit of Net Investment income, Line 17).....		2,982	35,708
26. Net realized capital gains (losses) .....		649	(59,297)
27. Net investment gains (losses) (Lines 25 plus 26) .....	0	3,631	(23,589)
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ ..... ) (amount charged off \$ ..... )] .....			0
29. Aggregate write-ins for other income or expenses .....	0	6,128	64,013
30. Net income or (loss) before federal income taxes (Lines 24 plus 27 plus 28 plus 29) .....	XXX	(151,215)	(374,905)
31. Federal and foreign income taxes incurred .....	XXX		(103,800)
32. Net income (loss) (Lines 30 minus 31) .....	XXX	(151,215)	(271,105)
<b>DETAILS OF WRITE-INS</b>			
0601. ....	XXX		
0602. ....	XXX		
0603. ....	XXX		
0698. Summary of remaining write-ins for Line 6 from overflow page .....	XXX	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above) .....	XXX	0	0
0701. ....	XXX		
0702. ....	XXX		
0703. ....	XXX		
0798. Summary of remaining write-ins for Line 7 from overflow page .....	XXX	0	0
0799. Totals (Lines 0701 thru 0703 plus 0798) (Line 7 above) .....	XXX	0	0
1401. ....			
1402. ....			
1403. ....			
1498. Summary of remaining write-ins for Line 14 from overflow page .....	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above) .....	0	0	0
2901. Miscellaneous Income.....			64,013
2902. Other Income (refunds).....		6,128	0
2903. ....			
2998. Summary of remaining write-ins for Line 29 from overflow page .....	0	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above) .....	0	6,128	64,013

STATEMENT AS OF MARCH 31, 2004 OF THE Pro Care Health Plan, Inc.

**CAPITAL AND SURPLUS ACCOUNT**

	1 Current Year to Date	2 Prior Year
<b>CAPITAL AND SURPLUS ACCOUNT:</b>		
33. Capital and surplus prior reporting year.....	1,574,580	1,556,480
<b>GAINS AND LOSSES TO CAPITAL &amp; SURPLUS:</b>		
34. Net income or (loss) from Line 32 .....	(151,215)	(271,105)
35. Change in valuation basis of aggregate policy and claim reserves .....	0	0
36. Net unrealized capital gains and losses .....	2,162	59,179
37. Change in net unrealized foreign exchange capital gain or (loss) .....	0	0
38. Change in net deferred income tax .....	0	0
39. Change in nonadmitted assets .....	28,045	163,388
40. Change in unauthorized reinsurance .....	0	0
41. Change in treasury stock .....	0	0
42. Change in surplus notes .....	0	0
43. Cumulative effect of changes in accounting principles .....	0	0
44. Capital Changes:		
44.1 Paid in .....	0	0
44.2 Transferred from surplus (Stock Dividend) .....	0	0
44.3 Transferred to surplus .....	0	0
45. Surplus adjustments:		
45.1 Paid in .....	54,557	199,540
45.2 Transferred to capital (Stock Dividend) .....	0	0
45.3 Transferred from capital .....	0	0
46. Dividends to stockholders .....	0	0
47. Aggregate write-ins for gains or (losses) in surplus .....	0	(132,901)
48. Net change in capital & surplus (Lines 34 to 47) .....	(66,451)	18,100
49. Capital and surplus end of reporting period (Line 33 plus 48)	1,508,129	1,574,580
<b>DETAILS OF WRITE-INS</b>		
4701. Prior Period Adjustment.....	0	60,599
4702. Write-off Non-Admitted Asset (A/R from State of MI).....	0	(193,500)
4703. ....	0	0
4798. Summary of remaining write-ins for Line 47 from overflow page .....	0	0
4799. Totals (Lines 4701 thru 4703 plus 4798) (Line 47 above)	0	(132,901)

**CASH FLOW**

	1 Current Year To Date	2 Prior Year
<b>Cash from Operations</b>		
1. Premiums collected net of reinsurance.....	0	0
2. Net investment income .....	2,982	35,708
3. Miscellaneous income .....	0	200,832
4. Total (Lines 1 to 3) .....	2,982	236,540
5. Benefits and loss related payments .....	0	909
6. Net transfers to Separate, Segregated Accounts and Protected Cell Accounts.....	0	(33,734)
7. Commissions, expenses paid and aggregate write-ins for deductions .....	154,197	510,926
8. Dividends paid to policyholders .....	0	0
9. Federal and foreign income taxes paid (recovered) \$ ..... net of tax on capital gains (losses)	0	(48,059)
10. Total (Lines 5 through 9) .....	154,197	430,042
11. Net cash from operations (Line 4 minus Line 10) .....	(151,215)	(193,502)
<b>Cash from Investments</b>		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds .....	0	0
12.2 Stocks .....	286,201	249,861
12.3 Mortgage loans .....	0	0
12.4 Real estate .....	0	0
12.5 Other invested assets .....	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments .....	0	0
12.7 Miscellaneous proceeds .....	5,092	136,175
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	291,293	386,036
13. Cost of investments acquired (long-term only):		
13.1 Bonds .....	0	0
13.2 Stocks .....	287,470	263,017
13.3 Mortgage loans .....	0	0
13.4 Real estate .....	0	0
13.5 Other invested assets .....	0	0
13.6 Miscellaneous applications .....	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	287,470	263,017
14. Net increase (or decrease) in policy loans and premium notes .....	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....	3,823	123,019
<b>Cash from Financing and Miscellaneous Sources</b>		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes .....	0	0
16.2 Capital and paid in surplus, less treasury stock .....	54,557	199,540
16.3 Borrowed funds .....	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....	0	0
16.5 Dividends to stockholders .....	0	0
16.6 Other cash provided (applied).....	(31,652)	(102,581)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6) .....	22,905	96,959
<b>RECONCILIATION OF CASH AND SHORT-TERM INVESTMENTS</b>		
18. Net change in cash and short-term investments (Line 11 plus Lines 15 and 17) .....	(124,487)	26,476
19. Cash and short-term investments:		
19.1 Beginning of period .....	450,793	424,317
19.2 End of period (Line 18 plus Line 19.1) .....	326,306	450,793

STATEMENT AS OF MARCH 31, 2004 OF THE Pro Care 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 Stop Loss	11 Disability Income	12 Long-Term Care	13 Other
		2 Individual	3 Group										
<b>Total Members at end of:</b>													
1. Prior Year .....	0	0	0	0	0	0	0	0	0	0	0	0	0
2. First Quarter .....	0												
3. Second Quarter .....	0												
4. Third Quarter .....	0												
5. Current Year	0												
6. Current Year Member Months	0												
<b>Total Member Ambulatory Encounters for Period:</b>													
7. Physician .....	0												
8. Non-Physician .....	0												
9. Total	0	0	0	0	0	0	0	0	0	0	0	0	0
10. Hospital Patient Days Incurred	0												
11. Number of Inpatient Admissions	0												
12. Health Premiums Written .....	0												
13. Life Premiums Direct .....	0												
14. Property/Casualty Premiums Written .....	0												
15. Health Premiums Earned .....	0												
16. Property/Casualty Premiums Earned .....	0												
17. Amount Paid for Provision of Health Care Services .....	0								0				
18. Amount Incurred for Provision of Health Care Services	0								0				

**NONE**

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STATEMENT AS OF MARCH 31, 2004 OF THE Pro Care Health Plan, Inc.

**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
<b>Claims Unpaid (Reported)</b>						
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0199999 Individually Listed Claims Unpaid	0	0	0	0	0	0
0299999 Aggregate Accounts Not Individually Listed-Uncovered						0
0399999 Aggregate Accounts Not Individually Listed-Covered					2,500	2,500
0499999 Subtotals	0	0	0	0	2,500	2,500
0599999 Unreported Claims and Other Claim Reserves	XXX	XXX	XXX	XXX	XXX	
0699999 Total Amounts Withheld	XXX	XXX	XXX	XXX	XXX	
0799999 Total Claims Unpaid	XXX	XXX	XXX	XXX	XXX	2,500
0899999 Accrued Medical Incentive Pool and Bonus Amounts	XXX	XXX	XXX	XXX	XXX	

STATEMENT AS OF MARCH 31, 2004 OF THE Pro Care 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 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital & medical) .....					.0	.0
2. Medicare Supplement .....					.0	.0
3. Dental Only .....					.0	.0
4. Vision Only .....					.0	.0
5. Federal Employees Health Benefits Plan .....					.0	.0
6. Title XVIII - Medicare .....					.0	.0
7. Title XIX - Medicaid .....	.0	.0	2,500		2,500	2,500
8. Other Health .....					.0	.0
9. Health Subtotal (Lines 1 to 8).....	.0	.0	2,500	.0	2,500	2,500
10. Other non-health .....					.0	.0
11. Medical incentive pools and bonus amounts .....					.0	.0
12. Totals	0	0	2,500	0	2,500	2,500

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## NOTES TO FINANCIAL STATEMENTS

No material changes.

## 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, complete the Schedule Y - Part 1 - 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. .... 12/31/2001
- 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). .... 01/21/2003
- 7.4 By what department or departments?  
Michigan Office of Financial and Insurance Services.....
- 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

## GENERAL INTERROGATORIES INVESTMENT

10.1 Has there been any change 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: ..... \$ .....0

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

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:

	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).....	\$ .....0	\$ .....0
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 [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
Citizens Bank.....	Donna Sumbera.....	328 S. Saginaw St. Flint, MI 48502.....

**SCHEDULE A - VERIFICATION**

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	680,160	695,402
2. Increase (decrease) by adjustment .....	(3,808)	(15,242)
3. Cost of acquired .....	0	0
4. Cost of additions to and permanent improvements .....	0	0
5. Total profit (loss) on sales .....	0	0
6. Increase (decrease) by foreign exchange adjustment .....	0	0
7. Amount received on sales .....	0	0
8. Book/adjusted carrying value at end of current period .....	676,352	680,160
9. Total valuation allowance .....	0	0
10. Subtotal (Lines 8 plus 9) .....	676,352	680,160
11. Total nonadmitted amounts .....	0	0
12. Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)	676,352	680,160

**SCHEDULE B – VERIFICATION**

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	0	0
2. Amount loaned during period:		
2.1. Actual cost at time of acquisitions .....	0	0
2.2. Additional investment made after acquisitions .....	0	0
3. Accrual of discount and mortgage interest points and commitment fees .....	0	0
4. Increase (decrease) by adjustment .....	0	0
5. Total profit (loss) on sale .....	0	0
6. Amounts paid on account or in full during the period .....	0	0
7. Amortization of premium .....	0	0
8. Increase (decrease) by foreign exchange adjustment .....	0	0
9. Book value/recorded investment excluding accrued interest on mortgages owned at end of current period .....	0	0
10. Total valuation allowance .....	0	0
11. Subtotal (Lines 9 plus 10) .....	0	0
12. Total nonadmitted amounts .....	0	0
13. Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column)	0	0

**SCHEDULE BA – VERIFICATION****Other Invested Assets Included in Schedule BA**

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	0	0
2. Cost of acquisitions during period:		
2.1. Actual cost at time of acquisitions .....	0	0
2.2. Additional investment made after acquisitions .....	0	0
3. Accrual of discount .....	0	0
4. Increase (decrease) by adjustment .....	0	0
5. Total profit (loss) on sale .....	0	0
6. Amounts paid on account or in full during the period .....	0	0
7. Amortization of premium .....	0	0
8. Increase (decrease) by foreign exchange adjustment .....	0	0
9. Book/adjusted carrying value of long-term invested assets at end of current period .....	0	0
10. Total valuation allowance .....	0	0
11. Subtotal (Lines 9 plus 10) .....	0	0
12. Total nonadmitted amounts .....	0	0
13. Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3)	0	0

**SCHEDULE D - VERIFICATION**

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	398,740	447,379
2. Cost of bonds and stocks acquired .....	287,470	263,016
3. Accrual of discount .....	0	0
4. Increase (decrease) by adjustment .....	40,146	0
5. Increase (decrease) by foreign exchange adjustment .....	0	0
6. Total profit (loss) on disposal .....	0	(61,794)
7. Consideration for bonds and stocks disposed of .....	286,200	249,861
8. Amortization of premium .....	0	0
9. Book/adjusted carrying value, current period .....	440,156	398,740
10. Total valuation allowance .....	0	0
11. Subtotal (Lines 9 plus 10) .....	440,156	398,740
12. Total nonadmitted amounts .....	0	0
13. Statement value .....	440,156	398,740

Schedule D - Part 1B

**NONE**

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 S

**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 Accident and Health Premiums	4 Medicare Title XVIII	5 Medicaid Title XIX	6 Federal Employees Health Benefit Program Premiums	7 Life and Annuity Premiums and Deposit-Type Contract Funds	8 Property/Casualty Premiums	
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		Yes			0			
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	0	0	0	0	0	0
58. Total (Direct Business)	XXX	(a)	1	0	0	0	0	0	0
<b>DETAILS OF WRITE-INS</b>									
5701.									
5702.									
5703.									
5798. Summary of remaining write-ins for Line 57 from overflow page				0	0	0	0	0	0
5799. Totals (Lines 5701 thru 5703 plus 5798) (Line 57 above)				0	0	0	0	0	0

(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**

Augustine Kole-James

Sole Shareholder  
ProCare Health Plan, Inc.  
Michigan for Profit Corporation

General Partner  
AREWA FLP  
Michigan Partners

Sole Shareholder  
Augustine Kole-James, Pharm D., MD  
d/b/a Professional Medical Center  
Michigan Professional Corporation

## 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

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

.....Yes.....

**Explanation:**

**Bar Code:**

**OVERFLOW PAGE FOR WRITE-INS**

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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**

STATEMENT AS OF MARCH 31, 2004 OF THE Pro Care Health Plan, Inc.

**SCHEDULE D - PART 3**

Show All Long-Term Bonds and Stock Acquired by the Company During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator <sup>(a)</sup>
6099999 - Total	- Bonds					0	0	0	XXX
6599999 - Total	- Preferred Stocks					0	XXX	0	XXX
	Vanguard Short Term Fed-Adm			Citizens Bank					
.922031-84-4			.01/05/2004	Citizens Bank	40.209	425			U
.00078H-28-1	ABN AMRO Montag & Caldwell Growth		.01/13/2004	Citizens Bank	691.610	15.250			U
.128119-80-7	Calamos Invt TR New		.01/13/2004	Citizens Bank	175.616	8.700			U
.198297-10-3	Columbia Real Estate Eqty-Z		.01/13/2004	Citizens Bank	374.839	8.700			U
.300722-59-2	Excelsior Value & Restructuring Fd		.01/13/2004	Citizens Bank	238.226	8.700			U
.543069-10-8	Longleaf Partners Fund		.01/13/2004	Citizens Bank	492.889	15.250			U
.891402-20-8	Torray Fd Institutional Fd		.01/13/2004	Citizens Bank	137.288	15.250			U
.961323-40-9	Westport Select Cap-Inst		.01/13/2004	Citizens Bank	678.381	15.250			U
.61744J-40-8	Morgan Stanley Ins Intl Eq-A		.01/13/2004	Citizens Bank	1,117.104	21.750			U
.03876C-10-8	Golden Oak Family Fds #458		.01/31/2004	Citizens Bank	395.540	396			U
	ABN AMRO Montag & Caldwell Growth								
.00078H-28-1			.02/13/2004	Citizens Bank	709.534	16.000			U
.128119-80-7	Calamos Invt TR New		.02/13/2004	Citizens Bank	195.014	9.700			U
.198297-10-3	Columbia Real Estate Eqty-Z		.02/13/2004	Citizens Bank	398.521	9.700			U
.300722-59-2	Excelsior Value & Restructuring Fd		.02/13/2004	Citizens Bank	259.915	9.700			U
.543069-10-8	Longleaf Partners Fund		.02/13/2004	Citizens Bank	113.526	3.500			U
.891402-20-8	Torray Fd Institutional Fd		.02/13/2004	Citizens Bank	138.170	16.000			U
.961323-40-9	Westport Select Cap-Inst		.02/13/2004	Citizens Bank	149.063	3.500			U
.61744J-40-8	Morgan Stanley Ins Intl Eq-A		.02/13/2004	Citizens Bank	1,118.291	22.500			U
.03876C-10-8	Golden Oak Family Fds #458		.02/29/2004	Citizens Bank	398.670	399			U
6899999 - Total	- Common Stocks - Industrial, Misc.					200.670	XXX		XXX
.693390-84-1	PIMCo High Yield Fund-Instl		.01/13/2004	Citizens Bank	877.901	8.700			U
.693391-10-4	PIMCo Real Return Fund-Inst		.01/13/2004	Citizens Bank	1,345.984	15.250			U
.693390-70-0	PIMCo Total Return Fund-Inst		.01/13/2004	Citizens Bank	2,412.200	26.100			U
.77956H-10-4	T Rowe Price Internatl Bond		.01/13/2004	Citizens Bank	831.740	8.700			U
.77956H-10-4	T Rowe Price Internatl Bond		.01/29/2004	Citizens Bank	4.840	.50			U
.77956H-10-4	T Rowe Price Internatl Bond		.02/13/2004	Citizens Bank	574.713	6.000			U
.693390-84-1	PIMCo High Yield Fund-Instl		.02/13/2004	Citizens Bank	614.125	6.000			U
.693391-10-4	PIMCo Real Return Fund-Inst		.02/13/2004	Citizens Bank	524.934	6.000			U
.693390-70-0	PIMCo Total Return Fund-Inst		.02/13/2004	Citizens Bank	923.361	10.000			U
7099999 - Total	- Common Stocks - Mutual Fund					86.800	XXX		XXX
7299997 - Total	- Common Stocks - Part 3					287.470	XXX		XXX
7299999 - Total	- Common Stocks					287.470	XXX	0	XXX
7399999 - Total	- Preferred and Common Stocks					287.470	XXX	0	XXX
7499999 - Totals						287.470	XXX	0	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues .....

E04

STATEMENT AS OF MARCH 31, 2004 OF THE Pro Care Health Plan, Inc.

**SCHEDULE D - PART 4**

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B/A. C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B/A. C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)	
6099999	Total - Bonds					0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
6599999	Total - Preferred Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
782493-86-0	Russell Frank Invst Co. Vanguard Short Term Fed-Adm.		01/13/2004	Citizens Bank	1,450,000	34,496		34,249	0						34,249		247	247			U	
922031-84-4	Golden Oak Family Fds		01/13/2004	Citizens Bank	11,000,000	116,820		117,700	0						117,700		(880)	(880)	.809		U	
03876C-10-8	#458 Vanguard Short Term Fed-Adm.		01/13/2004	Citizens Bank	16,284,500	16,285		16,285	0						16,285				.15		U	
922031-84-4	Golden Oak Family Fds		02/13/2004	Citizens Bank	11,016,949	117,000		117,491	0						117,491				.659		U	
03876C-10-8	#458		02/29/2004	Citizens Bank	1,600,000	1,600		1,600	0						1,600				.9		U	
6899999	Common Stocks - Industrial and Miscellaneous					286,201	XXX	287,325	0						287,325		(633)	(633)	1,492	XXX	XXX	
7299997	Common Stocks - Part 4					286,201	XXX	287,325	0						287,325		(633)	(633)	1,492	XXX	XXX	
7299999	Total - Common Stocks					286,201	XXX	287,325	0	0	0	0	0	0	287,325	0	(633)	(633)	1,492	XXX	XXX	
7399999	Total - Preferred and Common Stocks					286,201	XXX	287,325	0	0	0	0	0	0	287,325	0	(633)	(633)	1,492	XXX	XXX	
7499999	Totals					286,201	XXX	287,325	0	0	0	0	0	0	287,325	0	(633)	(633)	1,492	XXX	XXX	

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues .....

E05

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**

