



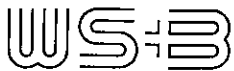
***Partners
In Care***

FINANCIAL STATEMENTS

MAY 31, 2005

PARTNERS IN CARE, CORP.
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MAY 31, 2005

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INDEPENDENT AUDITORS' REPORT

To the Stockholders,
Partners In Care, Corp.:

We have audited the accompanying balance sheet of Partners In Care, Corp. as of May 31, 2005, and the related statements of income, stockholders' equity and cash flows for the five months then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Partners In Care, Corp. as of May 31, 2005, and the results of its operations and its cash flows for the five months then ended in conformity with accounting principles generally accepted in the United States of America.

June 26, 2005

PARTNERS IN CARE, CORP.
BALANCE SHEET
MAY 31, 2005

ASSETS

Current Assets:	
Cash	\$ 2,224,244
Accounts and health care provider fees receivable - net	728,524
Current portion of note receivable	50,498
Income tax receivable	1,001,500
Deferred income taxes	355,800
Other current assets	<u>288,235</u>
Total Current Assets	4,648,801
Property and equipment - Net	29,707
Intangible Assets - Net	17,783
Note Receivable - Net of Current Portion - Net	534,795
Deferred Income Taxes	133,500
Other Assets	<u>28,454</u>
TOTAL ASSETS	<u>\$ 5,393,040</u>

LIABILITIES AND STOCKHOLDERS' EQUITY

Current Liabilities:	
Accounts payable	\$ 63,341
Accrued expenses	60,940
Accrued payroll and benefits	378,567
Current portion of provider and LNP contractual distributions payable	500,000
Current portion of long-term debt	<u>870</u>
Total Current Liabilities	1,003,718
Provider and LNP Contractual Distributions Payable - Net of Current Portion	277,322
Stockholders' Equity:	
Class A common stock, no par value, 1,000,000 shares authorized, 7,500 shares issued and 7,000 shares outstanding	180,800
Class B common stock, no par value, 1,000,000 shares authorized, 177,500 shares issued and 0 shares outstanding	5,325,110
Notes receivable - Class A common stock	(375)
Retained earnings	<u>3,945,172</u>
	9,450,707
Less treasury stock, Class A common: 500 shares at cost: \$13,597 and Class B common: 177,500 shares at cost: \$5,325,110	<u>(5,338,707)</u>
Total Stockholders' Equity	<u>4,112,000</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 5,393,040</u>

The Notes to Financial Statements are an integral part of this statement.

PARTNERS IN CARE, CORP.
STATEMENT OF INCOME
FOR THE FIVE MONTHS ENDED MAY 31, 2005

Revenue:	
Health care administration fees	\$1,188,957
Practice management fees	<u>34,920</u>
Total Revenue	1,223,877
Expense:	
Salaries	494,667
Employee benefits	57,101
Provider and LNP contractual distributions	3,629
Supplies and other	<u>704,111</u>
Total Expense - Net	<u>1,259,508</u>
Loss from Operations	(35,631)
Other (Income) Expense:	
Interest income	(78,349)
Interest expense	<u>4,179</u>
Total Other (Income) Expense - Net	<u>(74,170)</u>
Income Before Provision for Income Taxes	38,539
Provision for Income Taxes	<u>15,673</u>
Net Income	<u>\$ 22,866</u>

The Notes to Financial Statements are an integral part of this statement.

PARTNERS IN CARE, CORP.
STATEMENT OF STOCKHOLDERS' EQUITY
FOR THE FIVE MONTHS ENDED MAY 31, 2005

	Common Stock		Notes Receivable - Class A	Retained Earnings	Treasury Stock	Total Stockholders' Equity
	Class A	Class B	Common Stock			
Balance, January 1, 2005	\$180,800	\$5,325,110	\$(375)	\$3,922,306	\$ (10,597)	\$9,417,244
Repurchase of Treasury Stock:						
Class A common stock	--	--	--	--	(3,000)	(3,000)
Class B common stock	--	--	--	--	(5,325,110)	(5,325,110)
Net Income	--	--	--	22,866	--	22,866
Balance, May 31, 2005	<u>\$180,800</u>	<u>\$5,325,110</u>	<u>\$(375)</u>	<u>\$3,945,172</u>	<u>\$(5,338,707)</u>	<u>\$4,112,000</u>

The Notes to Financial Statements are an integral part of this statement.