



# QUARTERLY STATEMENT

AS OF JUNE 30, 2005  
OF THE CONDITION AND AFFAIRS OF THE

## Pro Care Health Plan, Inc.

NAIC Group Code 0000 0000 NAIC Company Code 11081 Employer's ID Number 38-3295207  
(Current Period) (Prior Period)

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 ]

Incorporated/Organized 09/29/1995 Commenced Business 12/19/2000

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 Detroit, MI 48207 313-925-4607  
(Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address 3956 Mt. Elliott St., Detroit, MI 48207  
(Street and Number or P.O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records 3956 Mount Elliott Detroit, MI 48207 313-925-4607-127  
(Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Website Address Procarehp.com

Statutory Statement Contact Ahmed Numan 313-925-4607-127  
(Name) (Area Code) (Telephone Number) (Extension)  
anuman@procarehp.com 313-925-0322  
(E-mail Address) (FAX Number)

Policyowner Relations Contact Robin Cole - 3956 Mount Elliott Detroit, MI 48207 866-776-0891  
(Street and Number) (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 &amp; CEO</u>	<u>Robin Cole, RN., MBA</u>	<u>Secretary</u>
<u>Harold Montgomery, CPA.</u>	<u>Treasurer</u>	<u>Anthony Adeleye, MD.</u>	<u>Medical Director</u>

### OTHER OFFICERS

\_\_\_\_\_  
\_\_\_\_\_

### DIRECTORS OR TRUSTEES

<u>Augustine Kole-James, MD.</u>	<u>Anthony Adeleye, MD.</u>	<u>Harold Montgomery, CPA</u>	<u>Robin Cole, RN., MBA.</u>
<u>Catherine Riley</u>	<u>Elizabeth Williams</u>		

State of Michigan  
County of Wayne 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 & CEO

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 08/15/2005

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

STATEMENT AS OF JUNE 30, 2005 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 .....	0		0	464,994
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) .....	682,177	18,659	663,518	678,808
4.3 Properties held for sale (less \$ ..... encumbrances) .....			0	0
5. Cash (\$ .....1,006,247 ), cash equivalents (\$ .....0 ) and short-term investments (\$ .....455,458 ) .....	1,461,705		1,461,705	1,049,187
6. Contract loans, (including \$ .....premium notes)			0	0
7. Other invested assets .....	0	0	0	0
8. Receivables 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) .....	2,143,882	18,659	2,125,223	2,192,989
11. Title plants less \$ ..... charged off (for Title insurers only)			0	0
12. Investment income due and accrued .....			0	0
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection .....			0	0
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ ..... earned but unbilled premiums) .....			0	0
13.3 Accrued retrospective premiums .....			0	0
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers .....			0	0
14.2 Funds held by or deposited with reinsured companies .....			0	0
14.3 Other amounts receivable under reinsurance contracts .....			0	0
15. Amounts receivable relating to uninsured plans .....			0	0
16.1 Current federal and foreign income tax recoverable and interest thereon .....			0	0
16.2 Net deferred tax asset .....			0	0
17. Guaranty funds receivable or on deposit .....			0	0
18. Electronic data processing equipment and software .....			0	0
19. Furniture and equipment, including health care delivery assets (\$ ..... ) .....			0	30
20. Net adjustment in assets and liabilities due to foreign exchange rates .....			0	0
21. Receivables from parent, subsidiaries and affiliates .....	55,000	45,000	10,000	0
22. Health care (\$ ..... ) and other amounts receivable .....	12,766	12,766	0	0
23. Aggregate write-ins for other than invested assets .....	9,138	0	9,138	7,700
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	2,220,786	76,425	2,144,361	2,200,719
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....			0	0
26. Total (Lines 24 and 25)	2,220,786	76,425	2,144,361	2,200,719
<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. SunShie Dental (Rent Receivable) .....	488		488	0
2302. Security deposit .....	7,700		7,700	7,700
2303. W. Washington (Employee Advance) .....	950		950	0
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)	9,138	0	9,138	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	64,891		64,891	36,226
10.1 Current federal and foreign income tax payable and interest thereon (including \$ ..... on realized 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			0	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)	22,081	0	22,081	26,430
22. Total liabilities (Lines 1 to 21)	90,472	0	90,472	66,156
23. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
24. Common capital stock	XXX	XXX	60,000	60,000
25. Preferred capital stock	XXX	XXX		0
26. Gross paid in and contributed surplus	XXX	XXX	2,253,557	2,053,557
27. Surplus notes	XXX	XXX	0	0
28. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
29. Unassigned funds (surplus)	XXX	XXX	(259,668)	21,006
30. Less treasury stock, at cost:				
30.1 ..... shares common (value included in Line 24) \$ ..... )	XXX	XXX		0
30.2 ..... shares preferred (value included in Line 25) \$ ..... )	XXX	XXX		0
31. Total capital and surplus (Lines 23 to 29 minus Line 30)	XXX	XXX	2,053,889	2,134,563
32. Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	2,144,361	2,200,719
<b>DETAILS OF WRITE-INS</b>				
2101. SBT payable			0	0
2102. Property tax payable	22,081		22,081	26,430
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)	22,081	0	22,081	26,430
2301. ....	XXX	XXX		
2302. ....	XXX	XXX		
2303. ....	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	XXX	XXX	0	0
2801. ....	XXX	XXX		
2802. ....	XXX	XXX		
2803. ....	XXX	XXX		
2898. Summary of remaining write-ins for Line 28 from overflow page	XXX	XXX	0	0
2899. Totals (Lines 2801 thru 2803 plus 2898) (Line 28 above)	XXX	XXX	0	0

STATEMENT AS OF JUNE 30, 2005 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
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	266,267	0
8. Total revenues (Lines 2 to 7) .....	XXX	266,267	0
<b>Hospital and Medical:</b>			
9. Hospital/medical benefits .....			0
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	0
<b>Less:</b>			
17. Net reinsurance recoveries .....			0
18. Total hospital and medical (Lines 16 minus 17) .....	0	0	0
19. Non-health claims (net).....			0
20. Claims adjustment expenses, including \$ ..... cost containment expenses.....			0
21. General administrative expenses.....		534,843	361,977
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	534,843	361,977
24. Net underwriting gain or (loss) (Lines 8 minus 23) .....	XXX	(268,576)	(361,977)
25. Net investment income earned .....		28,226	11,394
26. Net realized capital gains (losses) less capital gains tax of \$ .....			(520)
27. Net investment gains (losses) (Lines 25 plus 26) .....	0	28,226	10,874
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	565	6,228
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29) .....	XXX	(239,785)	(344,875)
31. Federal and foreign income taxes incurred .....	XXX		0
32. Net income (loss) (Lines 30 minus 31) .....	XXX	(239,785)	(344,875)
<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. Other Non-health Revenue - Management fees.....	XXX	266,267	0
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	266,267	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. Other Income ( Refunds ) .....		565	6,228
2902. ....			
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	565	6,228

**STATEMENT OF REVENUE AND EXPENSES (Continued)**

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year
<b>CAPITAL AND SURPLUS ACCOUNT:</b>			
33. Capital and surplus prior reporting year.....	2,134,563	1,574,580	1,574,580
<b>GAINS AND LOSSES TO CAPITAL &amp; SURPLUS:</b>			
34. Net income or (loss) from Line 32 .....	(239,785)	(344,875)	(339,452)
35. Change in valuation basis of aggregate policy and claim reserves .....	0	0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$ .....	(14,011)	(2,916)	13,739
37. Change in net unrealized foreign exchange capital gain or (loss) .....	0	0	0
38. Change in net deferred income tax .....	0	0	0
39. Change in nonadmitted assets .....	(27,272)	(37,706)	15,969
40. Change in unauthorized reinsurance .....	0	0	0
41. Change in treasury stock .....	0	0	0
42. Change in surplus notes .....	0	0	0
43. Cumulative effect of changes in accounting principles .....	0	0	0
44. Capital Changes:			
44.1 Paid in .....	0	0	0
44.2 Transferred from surplus (Stock Dividend) .....	0	0	0
44.3 Transferred to surplus .....	0	0	0
45. Surplus adjustments:			
45.1 Paid in .....	200,000	932,017	972,017
45.2 Transferred to capital (Stock Dividend) .....	0	0	0
45.3 Transferred from capital .....	0	0	0
46. Dividends to stockholders .....	0	0	0
47. Aggregate write-ins for gains or (losses) in surplus .....	394	2,549	(102,290)
48. Net change in capital & surplus (Lines 34 to 47) .....	(80,674)	549,069	559,983
49. Capital and surplus end of reporting period (Line 33 plus 48)	2,053,889	2,123,649	2,134,563
<b>DETAILS OF WRITE-INS</b>			
4701. Correction of Accounting errors.....	0	2,549	1,510
4702. Write-off Non-Admitted Asset (A/R from State of MI).....	0	0	0
4703. Prior period voided checks.....	394	0	(103,800)
4798. Summary of remaining write-ins for Line 47 from overflow page .....	0	0	0
4799. Totals (Lines 4701 thru 4703 plus 4798) (Line 47 above)	394	2,549	(102,290)

## CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
<b>Cash from Operations</b>		
1. Premiums collected net of reinsurance.....	0	(55,189)
2. Net investment income .....	28,226	(4,082)
3. Miscellaneous income .....	266,267	394,410
4. Total (Lines 1 to 3) .....	294,493	335,139
5. Benefits and loss related payments .....	0	0
6. Net transfers to Separate, Segregated Accounts and Protected Cell Accounts.....	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions .....	526,230	684,726
8. Dividends paid to policyholders .....	0	0
9. Federal and foreign income taxes paid (recovered) \$ ..... net of tax on capital gains (losses)	0	(103,800)
10. Total (Lines 5 through 9) .....	526,230	580,926
11. Net cash from operations (Line 4 minus Line 10) .....	(231,737)	(245,787)
<b>Cash from Investments</b>		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds .....	0	0
12.2 Stocks .....	444,045	423,931
12.3 Mortgage loans .....	0	0
12.4 Real estate .....	13,888	0
12.5 Other invested assets .....	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments .....	1,058	0
12.7 Miscellaneous proceeds .....	6,563	8,108
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	465,554	432,039
13. Cost of investments acquired (long-term only):		
13.1 Bonds .....	0	0
13.2 Stocks .....	0	437,883
13.3 Mortgage loans .....	0	0
13.4 Real estate .....	24,878	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) .....	24,878	437,883
14. Net increase (or decrease) in contract loans and premium notes .....	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....	440,676	(5,844)
<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 .....	200,000	972,017
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).....	3,579	(121,993)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6) .....	203,579	850,024
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>		
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Lines 15 and 17) .....	412,518	598,393
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year.....	1,049,187	450,794
19.2 End of period (Line 18 plus Line 19.1) .....	1,461,705	1,049,187

STATEMENT AS OF JUNE 30, 2005 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	0	0	0	0	0	0	0	0	0	0	0	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												
18. Amount Incurred for Provision of Health Care Services	0												

**NONE**

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STATEMENT AS OF JUNE 30, 2005 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	

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STATEMENT AS OF JUNE 30, 2005 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 .....			2,500	.0	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. Healthcare receivables (a) .....					.0	.0
11. Other non-health .....					.0	.0
12. Medical incentive pools and bonus amounts .....					.0	.0
13. Totals	0	0	2,500	0	2,500	2,500

(a) Excludes \$ ..... loans and advances to providers not yet expensed.

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## NOTES TO FINANCIAL STATEMENTS

### NOTES TO FINANCIAL STATEMENTS

#### 1. Summary of Significant Accounting Policies

The financial statements of Pro Care Health Plan, Inc. have been completed in accordance with the NAIC Accounting Practices and Procedures manual except for items prescribed or permitted by the State of Michigan, Office of Financial and Insurance Services. As permitted by the State of Michigan, for the year 2005, 25 % of Furniture and Equipment and Leasehold Improvements' book value have been recorded as admitted assets for the second quarter of 2005.

The presentation of the financial statements in conformity with the NAIC Accounting Practices manual, requires management to make estimate and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported revenue and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash equivalents: Short-term Investments with maturity of three months or less at the time of purchase are reported as Cash equivalents. Short-term investments consist of Money Market Mutual funds with maturity of one year or less at the purchase date are stated at amortized cost less any valuation allowance and non-admitted amounts.

Equipment are stated at depreciated cost. Depreciation is determined by the straight-line method over the estimated useful life of the asset. Properties held for the production of income are stated at depreciated cost less encumbrances. Leasehold improvements are stated at cost less amortization and non-admitted assets. The total of Leasehold improvements are included in the total of properties held for the production of income per permission of the State of Michigan in Quarter 1, 2005 and the non-admitted portion of the leasehold improvements are reflected accordingly. Appraisal date of the properties held for the production of income remain the same as the acquisition date. The properties have never been appraised since then. Therefore, actual cost and fair value remain the same.

Medical claims liability consists of unpaid medical claims and other obligations resulting from the provision of health care services. The liabilities include claims reported as of the balance sheet date as well as estimates for claims incurred but not reported.

#### 2. Accounting Changes and Correction of Errors

Not applicable

#### 3. Business Combinations and Goodwill

Not applicable

#### 4. Discontinued Operations

Not applicable

#### 5. Investments. (Mortgage Loans, Debt Restructuring, Reverse Mortgages, Loan-Backed Securities and Repurchase Agreements)

Not applicable

#### 6. Joint Ventures, Partnerships and Limited Liability Companies

Not applicable

#### 7. Investment Income

Not applicable

#### 8. Derivative Instruments

## NOTES TO FINANCIAL STATEMENTS

Not applicable

### 9. Income Taxes

Not applicable

### 10. Information Concerning Parent, Subsidiaries and Affiliates

During the second quarter of 2005, the company received capital contributions in the amount of \$200,000 from Augustine Kole-James, the sole shareholder of the company. Additionally, ProCare signed a contractual agreement to provide management services to its affiliate, ProCare Plus, Inc in the year 2004. As such, the Plan received year-to-date management revenue of \$266,267 for the second quarter ending June 30, 2005 and recorded this amount as non-health care revenue. Completed form D had been submitted to Office of Financial and Insurance services and approved by the Commissioner.

### 11. Debt

Not applicable

### 12. Retirement Plans, Deferred Compensation, Post-employment Benefits and Compensated Absences and Other Post retirement Benefit Plans

Not applicable

### 13. Capital and Surplus, Shareholder's Dividend Restrictions and Quasi-Reorganizations

The Plan has 60,000, authorized, issued, and outstanding shares with Par Value of \$1.00. Unassigned funds has been decreased by change in net unrealized loss of (\$14,011), non-admitted assets of (\$27,272) and increased by Prior Period Adjustments (voided checks) of \$394.

### 14. Contingencies

Not applicable

### 15. Leases

Pro Care owns properties that are leased to Professional Medical Center and the typical lease period is two (2) years and the leases contain renewal options. Pro Care is responsible for the payment of property taxes, insurance and maintenance costs related to the leased property.

Pro Care also leases office space from Professional Medical Center. The lease is on a month-to-month basis in the amount of \$4,000 per month

Lease payments and Income under the leases are as follows:

	<u>Q2-2005</u>	<u>2004</u>	<u>2003</u>	<u>2002</u>
Rental Expense	\$ 30,000	24,000	24,000	24,000
Rental Income	43,925	77,850	77,020	9,450
Computer Equipment	-0-	-0-	-0-	6,484

### 16. Information about Financial Instruments with Off-Balance Sheet risk and Financial Instruments with Concentrations of Credit Risk

Not applicable

### 17. Sales, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

Not applicable

### 18. Gain or Loss to the Reporting Entity from Uninsured A&H Plans and the Uninsured Portion of Partially Insured Plans

## NOTES TO FINANCIAL STATEMENTS

Not applicable

**19. Direct Premium Written/Produced by Managing General Agents/ Third Party Administrators**

Not applicable

**20. September 11 Events.**

Not applicable.

**21. Other Items**

A. Extraordinary Items

Not applicable

B. Troubled Debt Restructuring: Debtors

Not applicable

C. Other Disclosures

The Plan has not written any Business as of 12/31/2004 and as of June 30, 2005. Therefore, the Plan does not have any Adult enrollee Board Members.

D. Not applicable

**22. Events Subsequent**

Not applicable

**23. Reinsurance**

Non-applicable.

**24. Retrospectively Rated Contracts & Contracts Subject to Re-determination**

Not applicable

**25. Change in Incurred Claims and Claim Adjustment Expenses.**

Not applicable.

**26. InterCompany Pooling Arrangement .**

Not applicable

**27. Structured Settlements.**

Not applicable

**28. Health Care Receivable**

Not applicable.

**29. Participating Policies.**

Not applicable.

## NOTES TO FINANCIAL STATEMENTS

**30. Premium Deficiency Reserves.**

Not applicable.

**31. Anticipated Salvage and Subrogation.**

Not applicable

**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 that 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?  
Office of Insurance and Financial 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

## FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes  No
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: .....\$ .....10,000

## INVESTMENT

- 11.1 Has there been any change in the reporting entity's own preferred or common stock? ..... Yes  No
- 11.2 If yes, explain:  
.....

- 12.1 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

- 12.2 If yes, give full and complete information relating thereto:  
.....

13. Amount of real estate and mortgages held in other invested assets in Schedule BA: .....\$ .....0

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

- 15.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? ..... Yes  No

- 15.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Statement Value
15.21 Bonds .....	\$ .....	\$ .....
15.22 Preferred Stock .....	\$ .....	\$ .....
15.23 Common Stock .....	\$ .....	\$ .....
15.24 Short-Term Investments .....	\$ .....	\$ .....
15.25 Mortgage Loans on Real Estate .....	\$ .....	\$ .....
15.26 All Other .....	\$ .....	\$ .....
15.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 15.21 to 15.26).....	\$ .....0	\$ .....0
15.28 Total Investment in Parent included in Lines 15.21 to 15.26 above .....	\$ .....	\$ .....

- 16.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? ..... Yes  No

- 16.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? ..... Yes  No

If no, attach a description with this statement.

17. 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

- 17.1 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
Donna Sumbea.....	328 S.Saginaw St., Flint, MI. 48502.....

- 17.2 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)
.....	.....	.....

- 17.3 Have there been any changes, including name changes in the custodian(s) identified in 17.1 during the current quarter? ..... Yes  No

- 17.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
Donna Sumbea.....	Lesley Coffee.....	.....05/31/2005.....	Terminated the Trustee with approval of OFIS.....

- 17.5 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
Comerica Bank, Trust Division.....	Lesley Coffee.....	411 West Lafayette, Detroit, MI. 48226.....

- 18.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed? ..... Yes  No

- 18.2 If no, list exceptions:  
.....

## **GENERAL INTERROGATORIES**

## SCHEDULE A - VERIFICATION

### Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	664,920	680,162
2. Increase (decrease) by adjustment .....	(7,621)	(15,242)
3. Cost of acquired .....		0
4. Cost of additions to and permanent improvements .....	24,878	0
5. Total profit (loss) on sales .....		0
6. Increase (decrease) by foreign exchange adjustment .....		0
7. Amount received on sales .....		0
8. Book/adjusted carrying value at end of current period .....	682,177	664,920
9. Total valuation allowance .....		0
10. Subtotal (Lines 8 plus 9) .....	682,177	664,920
11. Total nonadmitted amounts .....	18,659	0
12. Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)	663,518	664,920

## SCHEDULE B – VERIFICATION

### Mortgage Loans

	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
2.2. Additional investment made after acquisitions .....		0
3. Accrual of discount and mortgage interest points and commitment fees .....		0
4. Increase (decrease) by adjustment .....		0
5. Total profit (loss) on sale .....		0
6. Amounts paid on account or in full during the period .....		0
7. Amortization of premium .....		0
8. Increase (decrease) by foreign exchange adjustment .....		0
9. Book value/recorded investment excluding accrued interest on mortgages owned at end of current period .....	0	0
10. Total valuation allowance .....		0
11. Subtotal (Lines 9 plus 10) .....	0	0
12. Total nonadmitted amounts .....		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
2.2. Additional investment made after acquisitions .....		0
3. Accrual of discount .....		0
4. Increase (decrease) by adjustment .....		0
5. Total profit (loss) on sale .....		0
6. Amounts paid on account or in full during the period .....		0
7. Amortization of premium .....		0
8. Increase (decrease) by foreign exchange adjustment .....		0
9. Book/adjusted carrying value of long-term invested assets at end of current period .....	0	0
10. Total valuation allowance .....		0
11. Subtotal (Lines 9 plus 10) .....	0	0
12. Total nonadmitted amounts .....		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

### Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	451,255	433,774
2. Cost of bonds and stocks acquired .....		437,883
3. Accrual of discount .....		0
4. Increase (decrease) by adjustment .....	(7,210)	0
5. Increase (decrease) by foreign exchange adjustment .....		0
6. Total profit (loss) on disposal .....		3,529
7. Consideration for bonds and stocks disposed of .....	444,045	423,931
8. Amortization of premium .....		0
9. Book/adjusted carrying value, current period .....	0	451,255
10. Total valuation allowance .....		0
11. Subtotal (Lines 9 plus 10) .....	0	451,255
12. Total nonadmitted amounts .....		0
13. Statement value	0	451,255

STATEMENT AS OF JUNE 30, 2005 OF THE Pro Care Health Plan, Inc.

**SCHEDULE D - PART 1B**

Showing the Acquisitions, Dispositions and Non-Trading Activity  
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. Class 1 .....	.0				.0	.0	.0	.0
2. Class 2 .....	.0				.0	.0	.0	.0
3. Class 3 .....	.0				.0	.0	.0	.0
4. Class 4 .....	.0				.0	.0	.0	.0
5. Class 5 .....	.0				.0	.0	.0	.0
6. Class 6 .....	0				0	0	0	0
7. Total Bonds	0	0	0	0	0	0	0	0
<b>PREFERRED STOCK</b>								
8. Class 1 .....	.0				.0	.0	.0	.0
9. Class 2 .....	.0				.0	.0	.0	.0
10. Class 3 .....	.0				.0	.0	.0	.0
11. Class 4 .....	.0				.0	.0	.0	.0
12. Class 5 .....	.0				.0	.0	.0	.0
13. Class 6 .....	0				0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	0	0	0	0	0	0	0	0

**NONE**

## SCHEDULE DA - PART 1

Short-Term Investments Owned End of Current Quarter

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
8299999 Totals	455,458	XXX	454,400	0	0

## SCHEDULE DA - PART 2- VERIFICATION

Short-Term Investments Owned

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	0
2. Cost of short-term investments acquired .....	454,400	0
3. Increase (decrease) by adjustment .....	1,058	0
4. Increase (decrease) by foreign exchange adjustment .....	0	0
5. Total profit (loss) on disposal of short-term investments .....	0	0
6. Consideration received on disposal of short-term investments .....	0	0
7. Book/adjusted carrying value, current period .....	455,458	0
8. Total valuation allowance .....	0	0
9. Subtotal (Lines 7 plus 8) .....	455,458	0
10. Total nonadmitted amounts .....	0	0
11. Statement value (Lines 9 minus 10) .....	455,458	0
12. Income collected during period .....	0	0
13. Income earned during period .....	1,058	0

Schedule DB - Part F - Section 1

**NONE**

Schedule DB - Part F - Section 2

**NONE**

Schedule S

**NONE**

**SCHEDULE T PREMIUMS AND OTHER CONSIDERATIONS**

Current Year to Date - 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						
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. Subtotal		XXX	XXX	0	0	0	0	0	0
59. Reporting entity contributions for Employee Benefit Plans		XXX	XXX						
60. 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-Jmaes, MD.**

**Sole Shareholder  
ProCare Health Plan, Inc.  
Michigan for profit Corporation**

**General Partner  
AREWA FLP  
Michigan Partners**

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

**Sole Shareholder  
ProCare Plus, Inc.  
Michigan for profit Corporation**

**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**

Schedule D - Part 3

**NONE**

STATEMENT AS OF JUNE 30, 2005 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
00078H-28-1	ABN Amro/Montg & Caldwell		04/28/2005	Various	1,949,584	43,086		43,069	44,295	0	0	0	0	0	43,069	0	17	17	0		L	
020940-86-2	Alpine Realty Inc. & Grouth-Y		04/28/2005	Various	893,328	18,805		18,027	19,323	0	0	0	0	0	19,323	0	778	778	0		L	
128119-80-7	Calamos Invt TR New		04/28/2005	Various	437,622	21,938		21,810	24,542	0	0	0	0	0	24,542	0	128	128	0		L	
300722-59-2	Excelsior Value & Restructuring		04/28/2205	Various	498,141	19,906		18,400	21,126	0	0	0	0	0	21,126	0	1,506	1,506	59		L	
543069-10-8	Longleaf Partners fund		04/28/2005	Various	749,089	22,255		23,070	23,461	0	0	0	0	0	23,461	0	(814)	(814)	0		L	
891402-20-8	Torray Fd Institutional fund		04/25/2005	Various	382,418	41,684		43,103	44,471	0	0	0	0	0	44,471	0	(1,419)	(1,419)	0		L	
961323-40-9	Westport Select Cap-Ins		04/28/2005	Various	827,444	19,859		18,750	20,140	0	0	0	0	0	20,140	0	1,109	1,109	0		L	
61744J-40-8	Morgan Stanley INS Intl Eq-A		04/28/2005	Various	3,444,489	71,163		69,358	72,300	0	0	0	0	0	72,300	0	1,805	1,805	0		L	
6899999	Common Stocks - Industrial and Miscellaneous					258,696	XXX	255,587	269,658						268,432		3,110	3,110	59	XXX	XXX	
693390-84-1	PIMCo Hi fh Yield fund-Instl		04/28/2005	Various	2,252,014	21,664		22,079	22,453	0	0	0	0	0	22,453	0	(415)	(415)	132		L	
693391-10-4	PIMCo Real Return fund-Inst		04/28/2005	Various	1,923,604	22,198		21,250	21,497	0	0	0	0	0	21,497	0	345	345	22		L	
693390-70-0	PIMCo Total Return fund-Inst		04/28/2005	Various	4,881,460	52,183		52,934	52,085	0	0	0	0	0	52,085	0	(751)	(751)	127		L	
77956H-10-4	T Rowe Price Internatl Bond		04/28/2005	Various	2,308,012	23,542		23,336	24,273	0	0	0	0	0	24,273	0	(180)	(180)	55		L	
922031-84-4	Vanguard Short Term Fed-Adm		04/28/2005	Various	6,335,381	65,508		66,878	65,837	0	0	0	0	0	65,837	0	(1,484)	(1,484)	172		L	
7099999	Common Stocks - Mutual Fund					185,095	XXX	186,477	186,145						186,145		(2,485)	(2,485)	508	XXX	XXX	
38141W-36-4	Goldman Sach Fin Sq PR Ob-In		04/04/2005	Various	254,360	254		254	254	0	0	0	0	0	254	0	0	0	0		L	
7199999	Common Stocks - Money Market Mutual Funds					254	XXX	254	254						254					XXX	XXX	
7299997	Common Stocks - Part 4					444,045	XXX	442,318	456,057						454,831		625	625	567	XXX	XXX	
7299999	Total - Common Stocks					444,045	XXX	442,318	456,057	0	0	0	0	0	454,831	0	625	625	567	XXX	XXX	
7399999	Total - Preferred and Common Stocks					444,045	XXX	442,318	456,057	0	0	0	0	0	454,831	0	625	625	567	XXX	XXX	
7499999	Totals					444,045	XXX	442,318	456,057	0	0	0	0	0	454,831	0	625	625	567	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**



STATEMENT AS OF JUNE 30, 2005 OF THE Pro Care Health Plan, Inc.

**SCHEDULE E - PART 2 CASH EQUIVALENTS**

Showing Investments Owned End of Current Quarter

1 CUSIP Identification	2 Description	3 Code	4 Date Acquired	5 Rate of Interest	6 Maturity Date	7 Book/Adjusted Carrying Value	8 Amount of Interest Due and Accrued	9 Gross Investment Income
<b>NONE</b>								
0199999 Total Cash Equivalents								

E09