

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2010 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☒ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>TALBERT MEDICAL GROUP, INC. 401(K) RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>08/15/1999</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>08/15/1999</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>08/15/1999</u>					
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>TALBERT MEDICAL GROUP, INC.</u> <u>1665 NORTH SCENIC AVENUE</u> <u>SUITE 100</u> <u>COSTA MESA, CA 92626</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>93-1172065</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>714-436-4800</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>621111</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>93-1172065</u>	2c Sponsor's telephone number <u>714-436-4800</u>	2d Business code (see instructions) <u>621111</u>	
2b Employer Identification Number (EIN) <u>93-1172065</u>					
2c Sponsor's telephone number <u>714-436-4800</u>					
2d Business code (see instructions) <u>621111</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2011	RON HERRERA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") TALBERT MEDICAL GROUP, INC. 1665 NORTH SCENIC AVENUE SUITE 100 COSTA MESA, CA 92626	3b Administrator's EIN 93-1172065 3c Administrator's telephone number 714-436-4800
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	934
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2E 2F 2G 2J 2K 2S 2T 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
 (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
 (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
 (2) ☐ **I** (Financial Information – Small Plan)
 (3) ☐ **A** (Insurance Information)
 (4) ☒ **C** (Service Provider Information)
 (5) ☐ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.		OMB No. 1210-0110
			2010
			This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning **01/01/2010** and ending **12/31/2010**

A Name of plan TALBERT MEDICAL GROUP, INC. 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 TALBERT MEDICAL GROUP, INC.	D Employer Identification Number (EIN) 93-1172065	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation THE VANGUARD GROUP, INC. 23-1945930

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

THE VANGUARD GROUP, INC.

23-1945930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 25 37 52	NONE	31783	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
THE VANGUARD GROUP, INC.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALLIANZ GLOBAL ADVISORS 02-0639354	15 BASIS POINTS OTHER

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning **01/01/2010** and ending **12/31/2010**

A Name of plan TALBERT MEDICAL GROUP, INC. 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 TALBERT MEDICAL GROUP, INC.	D Employer Identification Number (EIN) 93-1172065	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)	105178	0
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	928201	0
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	38602886	0
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	39636265	0

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	39636265	0
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	2755706	
(C) Others (including rollovers)	2a(1)(C)	37731	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2793437

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	44514	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		44514

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	685886	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		685886

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		4076473
c Other income.....	2c		4744
d Total income. Add all income amounts in column (b) and enter total.....	2d		7605054

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3838588	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		3838588
f Corrective distributions (see instructions)	2f		382
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	28079	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		28079
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		3867049

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		3738005
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		43374270

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: MILLER, KAPLAN, ARASE & CO., LLP

(2) EIN: 95-2036255

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....	X		
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☒ Yes ☐ No Amount: 0

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
HEALTHCARE PARTNERS MEDICAL GROUP, INC. 401(K)	95-4340584	003

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan <u>TALBERT MEDICAL GROUP, INC. 401(K) RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TALBERT MEDICAL GROUP, INC.</u>	D Employer Identification Number (EIN) <u>93-1172065</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>23-2186884</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____	If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2010
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

TALBERT MEDICAL GROUP, INC. 401(k) RETIREMENT PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2010 AND 2009

TALBERT MEDICAL GROUP, INC. 401(k) RETIREMENT PLAN

INDEX

	<u>Page No.</u>
INDEPENDENT AUDITORS' REPORT	1
EXHIBIT "A" - Statements of Net Assets Available for Benefits as of December 31, 2010 (Liquidation Basis) and 2009	2
EXHIBIT "B" - Statement of Changes in Net Assets Available for Benefits - January 1, 2010 to December 31, 2010 (Liquidation Basis)	3
NOTES TO FINANCIAL STATEMENTS	4-8

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Independent Auditors' Report

To the Participants
Talbert Medical Group, Inc. 401(k) Retirement Plan
1665 Scenic Avenue, Suite 100
Costa Mesa, California 92626-1443

We were engaged to audit the financial statements of Talbert Medical Group, Inc. 401(k) Retirement Plan as of December 31, 2010 and 2009 and for the year ended December 31, 2010, as listed in the accompanying index. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 2, which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2010 and 2009 and for the year ended December 31, 2010, that the information provided to the Plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements taken as a whole. The form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

As further discussed in Note 6 to the financial statements, the Plan's management has elected to merge the Plan into another plan sponsored by HealthCare Partners Medical Group, Inc. In accordance with accounting principles generally accepted in the United States of America, the Plan has changed its basis of accounting from the ongoing plan basis to the liquidation basis.

Miller, Kaplan, Arase & Co., LLP

MILLER, KAPLAN, ARASE & CO., LLP

October 11, 2011

TALBERT MEDICAL GROUP, INC. 401(k) RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

<u>ASSETS</u>	<u>December 31, 2010</u> <u>(Liquidation Basis)</u>	<u>December 31, 2009</u>
<u>INVESTMENTS, AT FAIR VALUE</u>		
Mutual Funds	\$ -	\$ 38,602,886
<u>TOTAL INVESTMENTS</u>	<u>-</u>	<u>38,602,886</u>
<u>RECEIVABLES</u>		
Participant Contributions	-	105,178
Notes Receivable from Participants	-	928,201
<u>TOTAL RECEIVABLES</u>	<u>-</u>	<u>1,033,379</u>
<u>TOTAL ASSETS</u>	<u>-</u>	<u>39,636,265</u>
<u>NET ASSETS AVAILABLE FOR BENEFITS</u>	<u>\$ -</u>	<u>\$ 39,636,265</u>

TALBERT MEDICAL GROUP, INC. 401(k) RETIREMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
JANUARY 1, 2010 TO DECEMBER 31, 2010
(LIQUIDATION BASIS)

ADDITIONSINVESTMENT INCOME

Interest and Dividends	\$ 685,886
Net Appreciation of Investments	<u>4,076,473</u>

<u>TOTAL INVESTMENT INCOME</u>	<u>4,762,359</u>
--------------------------------	------------------

CONTRIBUTIONS AND OTHER ADDITIONS

Participant Contributions	2,755,706
Rollovers	37,731
Interest on Notes Receivable from Participants	44,514
Other Income	<u>4,744</u>

<u>TOTAL CONTRIBUTIONS AND OTHER ADDITIONS</u>	<u>2,842,695</u>
--	------------------

<u>TOTAL ADDITIONS</u>	<u>7,605,054</u>
------------------------	------------------

DEDUCTIONS

Benefit Paid	3,838,970
Administrative Fees	<u>28,079</u>

<u>TOTAL DEDUCTIONS</u>	<u>3,867,049</u>
-------------------------	------------------

<u>NET INCREASE</u>	3,738,005
---------------------	-----------

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of Year	39,636,265
Transfer to HealthCare Partners Medical Group, Inc. 401(k) Retirement Plan	<u>(43,374,270)</u>
End of Year	<u><u>\$ -</u></u>

TALBERT MEDICAL GROUP, INC. 401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

NOTE 1 - DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following description of the Talbert Medical Group, Inc. 401(k) Retirement Plan (the "Plan") provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions (Note 6).

A. General

The Plan is a defined contribution plan covering all eligible employees of Talbert Medical Group, Inc. (the "Company") who have completed two months of service and are age 18 or older. After becoming eligible, employees may enter the Plan on any business day. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

B. Contributions

Participants may elect to defer from 1% to 50% of their annual compensation, as defined in the Plan, subject to Internal Revenue Code limitations. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. The Company may make matching and profit sharing contributions that are allocated to all eligible participants who have worked over 1,000 hours during the Plan year and are employed on the last day of the Plan year. Catch-up contributions are permitted.

There was no matching or profit sharing contribution in 2010 or 2009.

C. Participant Accounts

Separate accounts are maintained for each participant. Each participant's account is credited with the participant's contributions, rollover contributions, Company contributions and plan earnings. Participants direct the investment of their accounts into various investment options offered by the Plan. Allocations of plan earnings are based on participant account balances.

D. Vesting

A participant is fully vested immediately as to voluntary contributions, rollover contributions and related earnings. Company matching and profit sharing contributions are vested as follows:

<u>Vesting Service (Years)</u>	<u>Vesting Percentage (%)</u>
Less than 1	-
1	-
2	20
3	40
4	60
5	80
6 or more	100

Participants become fully vested upon attainment of normal retirement age (65) or in the event of death or total disability.

TALBERT MEDICAL GROUP, INC. 401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

NOTE 1 - DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Continued)

E. Notes Receivable from Participants

Participants may obtain up to two loans from their accounts, up to a maximum equal to the lesser of \$50,000 or 50% of the vested account balance. The minimum loan is \$1,000. The repayment period for such loans may not exceed five years unless the proceeds are used to purchase the participant's principal residence, in which case it may be up to 10 years. Loans are secured by participants' account balances and bear interest at the prime rate plus 1%.

F. Payment of Benefits

A participant's benefits may be distributed at retirement, death, disability or termination of employment. The participant or beneficiary may elect to receive such benefits in a lump-sum payment equal to the value of the vested interest in his or her account or as a direct rollover. Hardship withdrawals are permitted.

G. Termination

The Company reserves the right to terminate the Plan subject to the provisions of ERISA. In the event of the Plan's termination, participants would become 100% vested in their accounts.

H. Basis of Accounting

The financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The liquidation basis is used as of December 31, 2010.

I. Use of Estimates

The preparation of financial statements in conformity with GAAP requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein and contingent assets and liabilities. Actual results could differ from those estimates.

J. Investment Valuation and Income Recognition

GAAP establishes a hierarchy which prioritizes valuation inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market. Under the fair value hierarchy Level 1 inputs are based on quoted prices in an active market. Level 2 inputs are based on quoted prices for similar instruments and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data. Level 3 inputs are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability.

TALBERT MEDICAL GROUP, INC. 401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

NOTE 1 - DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Continued)

J. Investment Valuation and Income Recognition (Continued)

The following table summarizes the Plan's investments based on the inputs used to value them:

	December 31, 2009			
	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Money Market	\$ -	\$ 5,585,673	\$ -	\$ 5,585,673
Growth Funds	7,209,117	-	-	7,209,117
Index Funds	9,666,764	-	-	9,666,764
Age Based Funds	6,401,112	-	-	6,401,112
Other Funds	9,740,220	-	-	9,740,220
	<u>\$ 33,017,213</u>	<u>\$ 5,585,673</u>	<u>\$ -</u>	<u>\$ 38,602,886</u>

The Plan held no investments at December 31, 2010.

At December 31, 2009, Level 1 investments consisted of mutual funds. Level 2 investments consisted of money market funds which are comprised of U.S. government and agency securities, certificates of deposit and commercial paper. Investments in mutual funds were valued at the net asset value, based on quoted market prices. Dividends were recorded on the ex-dividend date. Interest income was recorded on the accrual basis.

Net appreciation of investments relates to mutual funds.

K. Plan Expenses

The Company pays a substantial portion of the Plan's administrative expenses.

L. Forfeitures

Forfeitures of nonvested account balances are used to reduce Company contributions. Forfeitures totaled \$16,570 in 2010. The Plan held \$40,370 of unused forfeitures as of December 31, 2010 that were transferred as part of the Plan merger (Note 6). As of December 31, 2009, the Plan held \$44,182 of unused forfeitures.

M. Risks and Uncertainties

Plan investments are exposed to various risks such as interest rate, market fluctuations and credit risks. Due to the level of risk associated with investment securities, it is at least reasonably possible that changes in the value of investment securities in the near term could materially affect the amounts reported in the statements of net assets available for benefits and statement of changes in net assets available for benefits.

N. New Accounting Pronouncement

The Financial Accounting Standards Board ("FASB") recently issued ASU 2010-25, Reporting Loans to Participants by Defined Contribution Pension Plans – a consensus of the FASB Emerging Issues Task Force, clarifying the classification and measurement guidance on participant loans of a defined contribution pension plan. The ASU requires participant loans to

TALBERT MEDICAL GROUP, INC. 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010 AND 2009

NOTE 1 - DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

N. New Accounting Pronouncement (Continued)

be classified as notes receivable from participants and measured at their unpaid principal balance plus accrued unpaid interest. This guidance is a change to the requirement to classify participant loans as investments recognized in accordance with ASC 820, Fair Value Measurements Disclosures. The new guidance is effective for fiscal years ending after December 15, 2010 and must be applied retroactively. The Plan adopted this new guidance for the Plan year ended December 31, 2010.

NOTE 2 - INFORMATION CERTIFIED BY VANGUARD FIDUCIARY TRUST COMPANY

In accordance with Section 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, all of the investment information, including investment income, shown in the accompanying financial statements has been certified as complete and accurate by the trustee of the Plan.

NOTE 3 - INCOME TAX STATUS

The Plan received a favorable tax determination letter dated May 13, 2004 from the Internal Revenue Service. The Plan has since been amended. The Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code, therefore no provision for income taxes has been included in the Plan's financial statements.

The Plan has adopted guidance on accounting for uncertainty in income taxes issued by the FASB. Management believes that the Plan has taken no uncertain tax positions that require adjustment to the financial statements to comply with the provisions of this guidance. As of December 31, 2010, information returns for years subsequent to 2006 were subject to examination by authorities.

NOTE 4 - EXEMPT PARTY-IN-INTEREST TRANSACTIONS

The Plan invests in mutual funds managed by Vanguard. Vanguard is the trustee as defined by the Plan and therefore, these transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan for investment management services were included as a reduction of the return earned on such fund.

NOTE 5 - RECLASSIFICATIONS

Certain information reported in the 2009 financial statements has been reclassified to conform to the 2010 presentation.

NOTE 6 - PLAN MERGER

Effective January 1, 2011, the Plan merged into HealthCare Partners Medical Group, Inc. 401(k) Retirement Plan (the "Surviving Plan"). The Plan's net assets, totaling \$43,374,270, were transferred to the Surviving Plan on December 31, 2010.

TALBERT MEDICAL GROUP, INC. 401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

NOTE 7 - SUBSEQUENT EVENTS

Management has evaluated subsequent events through October 11, 2011, the date on which the financial statements were available to be issued. There were no material subsequent events that required recognition or additional disclosures in these financial statements.

TALBERT MEDICAL GROUP, INC. 401(k) RETIREMENT PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2010 AND 2009

TALBERT MEDICAL GROUP, INC. 401(k) RETIREMENT PLAN

INDEX

	<u>Page No.</u>
INDEPENDENT AUDITORS' REPORT	1
EXHIBIT "A" - Statements of Net Assets Available for Benefits as of December 31, 2010 (Liquidation Basis) and 2009	2
EXHIBIT "B" - Statement of Changes in Net Assets Available for Benefits - January 1, 2010 to December 31, 2010 (Liquidation Basis)	3
NOTES TO FINANCIAL STATEMENTS	4-8

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Independent Auditors' Report

To the Participants
Talbert Medical Group, Inc. 401(k) Retirement Plan
1665 Scenic Avenue, Suite 100
Costa Mesa, California 92626-1443

We were engaged to audit the financial statements of Talbert Medical Group, Inc. 401(k) Retirement Plan as of December 31, 2010 and 2009 and for the year ended December 31, 2010, as listed in the accompanying index. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 2, which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2010 and 2009 and for the year ended December 31, 2010, that the information provided to the Plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements taken as a whole. The form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

As further discussed in Note 6 to the financial statements, the Plan's management has elected to merge the Plan into another plan sponsored by HealthCare Partners Medical Group, Inc. In accordance with accounting principles generally accepted in the United States of America, the Plan has changed its basis of accounting from the ongoing plan basis to the liquidation basis.

Miller, Kaplan, Arase & Co., LLP

MILLER, KAPLAN, ARASE & CO., LLP

October 11, 2011

TALBERT MEDICAL GROUP, INC. 401(k) RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

<u>ASSETS</u>	<u>December 31, 2010</u> <u>(Liquidation Basis)</u>	<u>December 31, 2009</u>
<u>INVESTMENTS, AT FAIR VALUE</u>		
Mutual Funds	\$ -	\$ 38,602,886
<u>TOTAL INVESTMENTS</u>	<u>-</u>	<u>38,602,886</u>
<u>RECEIVABLES</u>		
Participant Contributions	-	105,178
Notes Receivable from Participants	-	928,201
<u>TOTAL RECEIVABLES</u>	<u>-</u>	<u>1,033,379</u>
<u>TOTAL ASSETS</u>	<u>-</u>	<u>39,636,265</u>
<u>NET ASSETS AVAILABLE FOR BENEFITS</u>	<u>\$ -</u>	<u>\$ 39,636,265</u>

TALBERT MEDICAL GROUP, INC. 401(k) RETIREMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
JANUARY 1, 2010 TO DECEMBER 31, 2010
(LIQUIDATION BASIS)

ADDITIONSINVESTMENT INCOME

Interest and Dividends	\$ 685,886
Net Appreciation of Investments	<u>4,076,473</u>

<u>TOTAL INVESTMENT INCOME</u>	<u>4,762,359</u>
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CONTRIBUTIONS AND OTHER ADDITIONS

Participant Contributions	2,755,706
Rollovers	37,731
Interest on Notes Receivable from Participants	44,514
Other Income	<u>4,744</u>

<u>TOTAL CONTRIBUTIONS AND OTHER ADDITIONS</u>	<u>2,842,695</u>
--	------------------

<u>TOTAL ADDITIONS</u>	<u>7,605,054</u>
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DEDUCTIONS

Benefit Paid	3,838,970
Administrative Fees	<u>28,079</u>

<u>TOTAL DEDUCTIONS</u>	<u>3,867,049</u>
-------------------------	------------------

<u>NET INCREASE</u>	3,738,005
---------------------	-----------

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of Year	39,636,265
Transfer to HealthCare Partners Medical Group, Inc. 401(k) Retirement Plan	<u>(43,374,270)</u>
End of Year	<u><u>\$ -</u></u>

TALBERT MEDICAL GROUP, INC. 401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

NOTE 1 - DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following description of the Talbert Medical Group, Inc. 401(k) Retirement Plan (the "Plan") provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions (Note 6).

A. General

The Plan is a defined contribution plan covering all eligible employees of Talbert Medical Group, Inc. (the "Company") who have completed two months of service and are age 18 or older. After becoming eligible, employees may enter the Plan on any business day. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

B. Contributions

Participants may elect to defer from 1% to 50% of their annual compensation, as defined in the Plan, subject to Internal Revenue Code limitations. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. The Company may make matching and profit sharing contributions that are allocated to all eligible participants who have worked over 1,000 hours during the Plan year and are employed on the last day of the Plan year. Catch-up contributions are permitted.

There was no matching or profit sharing contribution in 2010 or 2009.

C. Participant Accounts

Separate accounts are maintained for each participant. Each participant's account is credited with the participant's contributions, rollover contributions, Company contributions and plan earnings. Participants direct the investment of their accounts into various investment options offered by the Plan. Allocations of plan earnings are based on participant account balances.

D. Vesting

A participant is fully vested immediately as to voluntary contributions, rollover contributions and related earnings. Company matching and profit sharing contributions are vested as follows:

<u>Vesting Service (Years)</u>	<u>Vesting Percentage (%)</u>
Less than 1	-
1	-
2	20
3	40
4	60
5	80
6 or more	100

Participants become fully vested upon attainment of normal retirement age (65) or in the event of death or total disability.

TALBERT MEDICAL GROUP, INC. 401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

NOTE 1 - DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Continued)

E. Notes Receivable from Participants

Participants may obtain up to two loans from their accounts, up to a maximum equal to the lesser of \$50,000 or 50% of the vested account balance. The minimum loan is \$1,000. The repayment period for such loans may not exceed five years unless the proceeds are used to purchase the participant's principal residence, in which case it may be up to 10 years. Loans are secured by participants' account balances and bear interest at the prime rate plus 1%.

F. Payment of Benefits

A participant's benefits may be distributed at retirement, death, disability or termination of employment. The participant or beneficiary may elect to receive such benefits in a lump-sum payment equal to the value of the vested interest in his or her account or as a direct rollover. Hardship withdrawals are permitted.

G. Termination

The Company reserves the right to terminate the Plan subject to the provisions of ERISA. In the event of the Plan's termination, participants would become 100% vested in their accounts.

H. Basis of Accounting

The financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The liquidation basis is used as of December 31, 2010.

I. Use of Estimates

The preparation of financial statements in conformity with GAAP requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein and contingent assets and liabilities. Actual results could differ from those estimates.

J. Investment Valuation and Income Recognition

GAAP establishes a hierarchy which prioritizes valuation inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market. Under the fair value hierarchy Level 1 inputs are based on quoted prices in an active market. Level 2 inputs are based on quoted prices for similar instruments and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data. Level 3 inputs are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability.

TALBERT MEDICAL GROUP, INC. 401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

NOTE 1 - DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Continued)

J. Investment Valuation and Income Recognition (Continued)

The following table summarizes the Plan's investments based on the inputs used to value them:

	December 31, 2009			
	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Money Market	\$ -	\$ 5,585,673	\$ -	\$ 5,585,673
Growth Funds	7,209,117	-	-	7,209,117
Index Funds	9,666,764	-	-	9,666,764
Age Based Funds	6,401,112	-	-	6,401,112
Other Funds	9,740,220	-	-	9,740,220
	<u>\$ 33,017,213</u>	<u>\$ 5,585,673</u>	<u>\$ -</u>	<u>\$ 38,602,886</u>

The Plan held no investments at December 31, 2010.

At December 31, 2009, Level 1 investments consisted of mutual funds. Level 2 investments consisted of money market funds which are comprised of U.S. government and agency securities, certificates of deposit and commercial paper. Investments in mutual funds were valued at the net asset value, based on quoted market prices. Dividends were recorded on the ex-dividend date. Interest income was recorded on the accrual basis.

Net appreciation of investments relates to mutual funds.

K. Plan Expenses

The Company pays a substantial portion of the Plan's administrative expenses.

L. Forfeitures

Forfeitures of nonvested account balances are used to reduce Company contributions. Forfeitures totaled \$16,570 in 2010. The Plan held \$40,370 of unused forfeitures as of December 31, 2010 that were transferred as part of the Plan merger (Note 6). As of December 31, 2009, the Plan held \$44,182 of unused forfeitures.

M. Risks and Uncertainties

Plan investments are exposed to various risks such as interest rate, market fluctuations and credit risks. Due to the level of risk associated with investment securities, it is at least reasonably possible that changes in the value of investment securities in the near term could materially affect the amounts reported in the statements of net assets available for benefits and statement of changes in net assets available for benefits.

N. New Accounting Pronouncement

The Financial Accounting Standards Board ("FASB") recently issued ASU 2010-25, Reporting Loans to Participants by Defined Contribution Pension Plans – a consensus of the FASB Emerging Issues Task Force, clarifying the classification and measurement guidance on participant loans of a defined contribution pension plan. The ASU requires participant loans to

TALBERT MEDICAL GROUP, INC. 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010 AND 2009

NOTE 1 - DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

N. New Accounting Pronouncement (Continued)

be classified as notes receivable from participants and measured at their unpaid principal balance plus accrued unpaid interest. This guidance is a change to the requirement to classify participant loans as investments recognized in accordance with ASC 820, Fair Value Measurements Disclosures. The new guidance is effective for fiscal years ending after December 15, 2010 and must be applied retroactively. The Plan adopted this new guidance for the Plan year ended December 31, 2010.

NOTE 2 - INFORMATION CERTIFIED BY VANGUARD FIDUCIARY TRUST COMPANY

In accordance with Section 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, all of the investment information, including investment income, shown in the accompanying financial statements has been certified as complete and accurate by the trustee of the Plan.

NOTE 3 - INCOME TAX STATUS

The Plan received a favorable tax determination letter dated May 13, 2004 from the Internal Revenue Service. The Plan has since been amended. The Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code, therefore no provision for income taxes has been included in the Plan's financial statements.

The Plan has adopted guidance on accounting for uncertainty in income taxes issued by the FASB. Management believes that the Plan has taken no uncertain tax positions that require adjustment to the financial statements to comply with the provisions of this guidance. As of December 31, 2010, information returns for years subsequent to 2006 were subject to examination by authorities.

NOTE 4 - EXEMPT PARTY-IN-INTEREST TRANSACTIONS

The Plan invests in mutual funds managed by Vanguard. Vanguard is the trustee as defined by the Plan and therefore, these transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan for investment management services were included as a reduction of the return earned on such fund.

NOTE 5 - RECLASSIFICATIONS

Certain information reported in the 2009 financial statements has been reclassified to conform to the 2010 presentation.

NOTE 6 - PLAN MERGER

Effective January 1, 2011, the Plan merged into HealthCare Partners Medical Group, Inc. 401(k) Retirement Plan (the "Surviving Plan"). The Plan's net assets, totaling \$43,374,270, were transferred to the Surviving Plan on December 31, 2010.

TALBERT MEDICAL GROUP, INC. 401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

NOTE 7 - SUBSEQUENT EVENTS

Management has evaluated subsequent events through October 11, 2011, the date on which the financial statements were available to be issued. There were no material subsequent events that required recognition or additional disclosures in these financial statements.

TALBERT MEDICAL GROUP, INC. 401(k) RETIREMENT PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2010 AND 2009

TALBERT MEDICAL GROUP, INC. 401(k) RETIREMENT PLAN

INDEX

	<u>Page No.</u>
INDEPENDENT AUDITORS' REPORT	1
EXHIBIT "A" - Statements of Net Assets Available for Benefits as of December 31, 2010 (Liquidation Basis) and 2009	2
EXHIBIT "B" - Statement of Changes in Net Assets Available for Benefits - January 1, 2010 to December 31, 2010 (Liquidation Basis)	3
NOTES TO FINANCIAL STATEMENTS	4-8

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Independent Auditors' Report

To the Participants
Talbert Medical Group, Inc. 401(k) Retirement Plan
1665 Scenic Avenue, Suite 100
Costa Mesa, California 92626-1443

We were engaged to audit the financial statements of Talbert Medical Group, Inc. 401(k) Retirement Plan as of December 31, 2010 and 2009 and for the year ended December 31, 2010, as listed in the accompanying index. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 2, which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2010 and 2009 and for the year ended December 31, 2010, that the information provided to the Plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements taken as a whole. The form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

As further discussed in Note 6 to the financial statements, the Plan's management has elected to merge the Plan into another plan sponsored by HealthCare Partners Medical Group, Inc. In accordance with accounting principles generally accepted in the United States of America, the Plan has changed its basis of accounting from the ongoing plan basis to the liquidation basis.

Miller, Kaplan, Arase & Co., LLP

MILLER, KAPLAN, ARASE & CO., LLP

October 11, 2011

TALBERT MEDICAL GROUP, INC. 401(k) RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

<u>ASSETS</u>	<u>December 31, 2010</u> <u>(Liquidation Basis)</u>	<u>December 31, 2009</u>
<u>INVESTMENTS, AT FAIR VALUE</u>		
Mutual Funds	\$ -	\$ 38,602,886
<u>TOTAL INVESTMENTS</u>	<u>-</u>	<u>38,602,886</u>
<u>RECEIVABLES</u>		
Participant Contributions	-	105,178
Notes Receivable from Participants	-	928,201
<u>TOTAL RECEIVABLES</u>	<u>-</u>	<u>1,033,379</u>
<u>TOTAL ASSETS</u>	<u>-</u>	<u>39,636,265</u>
<u>NET ASSETS AVAILABLE FOR BENEFITS</u>	<u>\$ -</u>	<u>\$ 39,636,265</u>

TALBERT MEDICAL GROUP, INC. 401(k) RETIREMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
JANUARY 1, 2010 TO DECEMBER 31, 2010
(LIQUIDATION BASIS)

ADDITIONSINVESTMENT INCOME

Interest and Dividends	\$ 685,886
Net Appreciation of Investments	<u>4,076,473</u>

<u>TOTAL INVESTMENT INCOME</u>	<u>4,762,359</u>
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CONTRIBUTIONS AND OTHER ADDITIONS

Participant Contributions	2,755,706
Rollovers	37,731
Interest on Notes Receivable from Participants	44,514
Other Income	<u>4,744</u>

<u>TOTAL CONTRIBUTIONS AND OTHER ADDITIONS</u>	<u>2,842,695</u>
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<u>TOTAL ADDITIONS</u>	<u>7,605,054</u>
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DEDUCTIONS

Benefit Paid	3,838,970
Administrative Fees	<u>28,079</u>

<u>TOTAL DEDUCTIONS</u>	<u>3,867,049</u>
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<u>NET INCREASE</u>	3,738,005
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NET ASSETS AVAILABLE FOR BENEFITS

Beginning of Year	39,636,265
Transfer to HealthCare Partners Medical Group, Inc. 401(k) Retirement Plan	<u>(43,374,270)</u>
End of Year	<u><u>\$ -</u></u>

TALBERT MEDICAL GROUP, INC. 401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

NOTE 1 - DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following description of the Talbert Medical Group, Inc. 401(k) Retirement Plan (the "Plan") provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions (Note 6).

A. General

The Plan is a defined contribution plan covering all eligible employees of Talbert Medical Group, Inc. (the "Company") who have completed two months of service and are age 18 or older. After becoming eligible, employees may enter the Plan on any business day. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

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Participants may elect to defer from 1% to 50% of their annual compensation, as defined in the Plan, subject to Internal Revenue Code limitations. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. The Company may make matching and profit sharing contributions that are allocated to all eligible participants who have worked over 1,000 hours during the Plan year and are employed on the last day of the Plan year. Catch-up contributions are permitted.

There was no matching or profit sharing contribution in 2010 or 2009.

C. Participant Accounts

Separate accounts are maintained for each participant. Each participant's account is credited with the participant's contributions, rollover contributions, Company contributions and plan earnings. Participants direct the investment of their accounts into various investment options offered by the Plan. Allocations of plan earnings are based on participant account balances.

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A participant is fully vested immediately as to voluntary contributions, rollover contributions and related earnings. Company matching and profit sharing contributions are vested as follows:

<u>Vesting Service (Years)</u>	<u>Vesting Percentage (%)</u>
Less than 1	-
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6 or more	100

Participants become fully vested upon attainment of normal retirement age (65) or in the event of death or total disability.

TALBERT MEDICAL GROUP, INC. 401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

NOTE 1 - DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Continued)

E. Notes Receivable from Participants

Participants may obtain up to two loans from their accounts, up to a maximum equal to the lesser of \$50,000 or 50% of the vested account balance. The minimum loan is \$1,000. The repayment period for such loans may not exceed five years unless the proceeds are used to purchase the participant's principal residence, in which case it may be up to 10 years. Loans are secured by participants' account balances and bear interest at the prime rate plus 1%.

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The Company reserves the right to terminate the Plan subject to the provisions of ERISA. In the event of the Plan's termination, participants would become 100% vested in their accounts.

H. Basis of Accounting

The financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The liquidation basis is used as of December 31, 2010.

I. Use of Estimates

The preparation of financial statements in conformity with GAAP requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein and contingent assets and liabilities. Actual results could differ from those estimates.

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TALBERT MEDICAL GROUP, INC. 401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

NOTE 1 - DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Continued)

J. Investment Valuation and Income Recognition (Continued)

The following table summarizes the Plan's investments based on the inputs used to value them:

	December 31, 2009			
	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Money Market	\$ -	\$ 5,585,673	\$ -	\$ 5,585,673
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Other Funds	9,740,220	-	-	9,740,220
	<u>\$ 33,017,213</u>	<u>\$ 5,585,673</u>	<u>\$ -</u>	<u>\$ 38,602,886</u>

The Plan held no investments at December 31, 2010.

At December 31, 2009, Level 1 investments consisted of mutual funds. Level 2 investments consisted of money market funds which are comprised of U.S. government and agency securities, certificates of deposit and commercial paper. Investments in mutual funds were valued at the net asset value, based on quoted market prices. Dividends were recorded on the ex-dividend date. Interest income was recorded on the accrual basis.

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K. Plan Expenses

The Company pays a substantial portion of the Plan's administrative expenses.

L. Forfeitures

Forfeitures of nonvested account balances are used to reduce Company contributions. Forfeitures totaled \$16,570 in 2010. The Plan held \$40,370 of unused forfeitures as of December 31, 2010 that were transferred as part of the Plan merger (Note 6). As of December 31, 2009, the Plan held \$44,182 of unused forfeitures.

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N. New Accounting Pronouncement

The Financial Accounting Standards Board ("FASB") recently issued ASU 2010-25, Reporting Loans to Participants by Defined Contribution Pension Plans – a consensus of the FASB Emerging Issues Task Force, clarifying the classification and measurement guidance on participant loans of a defined contribution pension plan. The ASU requires participant loans to

TALBERT MEDICAL GROUP, INC. 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010 AND 2009

NOTE 1 - DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

N. New Accounting Pronouncement (Continued)

be classified as notes receivable from participants and measured at their unpaid principal balance plus accrued unpaid interest. This guidance is a change to the requirement to classify participant loans as investments recognized in accordance with ASC 820, Fair Value Measurements Disclosures. The new guidance is effective for fiscal years ending after December 15, 2010 and must be applied retroactively. The Plan adopted this new guidance for the Plan year ended December 31, 2010.

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The Plan invests in mutual funds managed by Vanguard. Vanguard is the trustee as defined by the Plan and therefore, these transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan for investment management services were included as a reduction of the return earned on such fund.

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Effective January 1, 2011, the Plan merged into HealthCare Partners Medical Group, Inc. 401(k) Retirement Plan (the "Surviving Plan"). The Plan's net assets, totaling \$43,374,270, were transferred to the Surviving Plan on December 31, 2010.

TALBERT MEDICAL GROUP, INC. 401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

NOTE 7 - SUBSEQUENT EVENTS

Management has evaluated subsequent events through October 11, 2011, the date on which the financial statements were available to be issued. There were no material subsequent events that required recognition or additional disclosures in these financial statements.

TALBERT MEDICAL GROUP, INC. 401(k) RETIREMENT PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2010 AND 2009

TALBERT MEDICAL GROUP, INC. 401(k) RETIREMENT PLAN

I N D E X

	<u>Page No.</u>
INDEPENDENT AUDITORS' REPORT	1
EXHIBIT "A" - Statements of Net Assets Available for Benefits as of December 31, 2010 (Liquidation Basis) and 2009	2
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Independent Auditors' Report

To the Participants
Talbert Medical Group, Inc. 401(k) Retirement Plan
1665 Scenic Avenue, Suite 100
Costa Mesa, California 92626-1443

We were engaged to audit the financial statements of Talbert Medical Group, Inc. 401(k) Retirement Plan as of December 31, 2010 and 2009 and for the year ended December 31, 2010, as listed in the accompanying index. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 2, which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2010 and 2009 and for the year ended December 31, 2010, that the information provided to the Plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements taken as a whole. The form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

As further discussed in Note 6 to the financial statements, the Plan's management has elected to merge the Plan into another plan sponsored by HealthCare Partners Medical Group, Inc. In accordance with accounting principles generally accepted in the United States of America, the Plan has changed its basis of accounting from the ongoing plan basis to the liquidation basis.

Miller, Kaplan, Arase & Co., LLP

MILLER, KAPLAN, ARASE & CO., LLP

October 11, 2011

TALBERT MEDICAL GROUP, INC. 401(k) RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

<u>ASSETS</u>	<u>December 31, 2010</u> (Liquidation Basis)	<u>December 31, 2009</u>
<u>INVESTMENTS, AT FAIR VALUE</u>		
Mutual Funds	\$ -	\$ 38,602,886
<u>TOTAL INVESTMENTS</u>	<u>-</u>	<u>38,602,886</u>
<u>RECEIVABLES</u>		
Participant Contributions	-	105,178
Notes Receivable from Participants	-	928,201
<u>TOTAL RECEIVABLES</u>	<u>-</u>	<u>1,033,379</u>
<u>TOTAL ASSETS</u>	<u>-</u>	<u>39,636,265</u>
<u>NET ASSETS AVAILABLE FOR BENEFITS</u>	<u>\$ -</u>	<u>\$ 39,636,265</u>

TALBERT MEDICAL GROUP, INC. 401(k) RETIREMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
JANUARY 1, 2010 TO DECEMBER 31, 2010
(LIQUIDATION BASIS)

ADDITIONSINVESTMENT INCOME

Interest and Dividends	\$ 685,886
Net Appreciation of Investments	<u>4,076,473</u>

<u>TOTAL INVESTMENT INCOME</u>	<u>4,762,359</u>
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CONTRIBUTIONS AND OTHER ADDITIONS

Participant Contributions	2,755,706
Rollovers	37,731
Interest on Notes Receivable from Participants	44,514
Other Income	<u>4,744</u>

<u>TOTAL CONTRIBUTIONS AND OTHER ADDITIONS</u>	<u>2,842,695</u>
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<u>TOTAL ADDITIONS</u>	<u>7,605,054</u>
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DEDUCTIONS

Benefit Paid	3,838,970
Administrative Fees	<u>28,079</u>

<u>TOTAL DEDUCTIONS</u>	<u>3,867,049</u>
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<u>NET INCREASE</u>	3,738,005
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NET ASSETS AVAILABLE FOR BENEFITS

Beginning of Year	39,636,265
Transfer to HealthCare Partners Medical Group, Inc. 401(k) Retirement Plan	<u>(43,374,270)</u>
End of Year	<u><u>\$ -</u></u>

TALBERT MEDICAL GROUP, INC. 401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

NOTE 1 - DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following description of the Talbert Medical Group, Inc. 401(k) Retirement Plan (the "Plan") provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions (Note 6).

A. General

The Plan is a defined contribution plan covering all eligible employees of Talbert Medical Group, Inc. (the "Company") who have completed two months of service and are age 18 or older. After becoming eligible, employees may enter the Plan on any business day. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

B. Contributions

Participants may elect to defer from 1% to 50% of their annual compensation, as defined in the Plan, subject to Internal Revenue Code limitations. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. The Company may make matching and profit sharing contributions that are allocated to all eligible participants who have worked over 1,000 hours during the Plan year and are employed on the last day of the Plan year. Catch-up contributions are permitted.

There was no matching or profit sharing contribution in 2010 or 2009.

C. Participant Accounts

Separate accounts are maintained for each participant. Each participant's account is credited with the participant's contributions, rollover contributions, Company contributions and plan earnings. Participants direct the investment of their accounts into various investment options offered by the Plan. Allocations of plan earnings are based on participant account balances.

D. Vesting

A participant is fully vested immediately as to voluntary contributions, rollover contributions and related earnings. Company matching and profit sharing contributions are vested as follows:

<u>Vesting Service (Years)</u>	<u>Vesting Percentage (%)</u>
Less than 1	-
1	-
2	20
3	40
4	60
5	80
6 or more	100

Participants become fully vested upon attainment of normal retirement age (65) or in the event of death or total disability.

TALBERT MEDICAL GROUP, INC. 401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

NOTE 1 - DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Continued)

E. Notes Receivable from Participants

Participants may obtain up to two loans from their accounts, up to a maximum equal to the lesser of \$50,000 or 50% of the vested account balance. The minimum loan is \$1,000. The repayment period for such loans may not exceed five years unless the proceeds are used to purchase the participant's principal residence, in which case it may be up to 10 years. Loans are secured by participants' account balances and bear interest at the prime rate plus 1%.

F. Payment of Benefits

A participant's benefits may be distributed at retirement, death, disability or termination of employment. The participant or beneficiary may elect to receive such benefits in a lump-sum payment equal to the value of the vested interest in his or her account or as a direct rollover. Hardship withdrawals are permitted.

G. Termination

The Company reserves the right to terminate the Plan subject to the provisions of ERISA. In the event of the Plan's termination, participants would become 100% vested in their accounts.

H. Basis of Accounting

The financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The liquidation basis is used as of December 31, 2010.

I. Use of Estimates

The preparation of financial statements in conformity with GAAP requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein and contingent assets and liabilities. Actual results could differ from those estimates.

J. Investment Valuation and Income Recognition

GAAP establishes a hierarchy which prioritizes valuation inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market. Under the fair value hierarchy Level 1 inputs are based on quoted prices in an active market. Level 2 inputs are based on quoted prices for similar instruments and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data. Level 3 inputs are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability.

TALBERT MEDICAL GROUP, INC. 401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

NOTE 1 - DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Continued)

J. Investment Valuation and Income Recognition (Continued)

The following table summarizes the Plan's investments based on the inputs used to value them:

	December 31, 2009			
	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Money Market	\$ -	\$ 5,585,673	\$ -	\$ 5,585,673
Growth Funds	7,209,117	-	-	7,209,117
Index Funds	9,666,764	-	-	9,666,764
Age Based Funds	6,401,112	-	-	6,401,112
Other Funds	9,740,220	-	-	9,740,220
	<u>\$ 33,017,213</u>	<u>\$ 5,585,673</u>	<u>\$ -</u>	<u>\$ 38,602,886</u>

The Plan held no investments at December 31, 2010.

At December 31, 2009, Level 1 investments consisted of mutual funds. Level 2 investments consisted of money market funds which are comprised of U.S. government and agency securities, certificates of deposit and commercial paper. Investments in mutual funds were valued at the net asset value, based on quoted market prices. Dividends were recorded on the ex-dividend date. Interest income was recorded on the accrual basis.

Net appreciation of investments relates to mutual funds.

K. Plan Expenses

The Company pays a substantial portion of the Plan's administrative expenses.

L. Forfeitures

Forfeitures of nonvested account balances are used to reduce Company contributions. Forfeitures totaled \$16,570 in 2010. The Plan held \$40,370 of unused forfeitures as of December 31, 2010 that were transferred as part of the Plan merger (Note 6). As of December 31, 2009, the Plan held \$44,182 of unused forfeitures.

M. Risks and Uncertainties

Plan investments are exposed to various risks such as interest rate, market fluctuations and credit risks. Due to the level of risk associated with investment securities, it is at least reasonably possible that changes in the value of investment securities in the near term could materially affect the amounts reported in the statements of net assets available for benefits and statement of changes in net assets available for benefits.

N. New Accounting Pronouncement

The Financial Accounting Standards Board ("FASB") recently issued ASU 2010-25, Reporting Loans to Participants by Defined Contribution Pension Plans – a consensus of the FASB Emerging Issues Task Force, clarifying the classification and measurement guidance on participant loans of a defined contribution pension plan. The ASU requires participant loans to

TALBERT MEDICAL GROUP, INC. 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010 AND 2009

NOTE 1 - DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

N. New Accounting Pronouncement (Continued)

be classified as notes receivable from participants and measured at their unpaid principal balance plus accrued unpaid interest. This guidance is a change to the requirement to classify participant loans as investments recognized in accordance with ASC 820, Fair Value Measurements Disclosures. The new guidance is effective for fiscal years ending after December 15, 2010 and must be applied retroactively. The Plan adopted this new guidance for the Plan year ended December 31, 2010.

NOTE 2 - INFORMATION CERTIFIED BY VANGUARD FIDUCIARY TRUST COMPANY

In accordance with Section 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, all of the investment information, including investment income, shown in the accompanying financial statements has been certified as complete and accurate by the trustee of the Plan.

NOTE 3 - INCOME TAX STATUS

The Plan received a favorable tax determination letter dated May 13, 2004 from the Internal Revenue Service. The Plan has since been amended. The Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code, therefore no provision for income taxes has been included in the Plan's financial statements.

The Plan has adopted guidance on accounting for uncertainty in income taxes issued by the FASB. Management believes that the Plan has taken no uncertain tax positions that require adjustment to the financial statements to comply with the provisions of this guidance. As of December 31, 2010, information returns for years subsequent to 2006 were subject to examination by authorities.

NOTE 4 - EXEMPT PARTY-IN-INTEREST TRANSACTIONS

The Plan invests in mutual funds managed by Vanguard. Vanguard is the trustee as defined by the Plan and therefore, these transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan for investment management services were included as a reduction of the return earned on such fund.

NOTE 5 - RECLASSIFICATIONS

Certain information reported in the 2009 financial statements has been reclassified to conform to the 2010 presentation.

NOTE 6 - PLAN MERGER

Effective January 1, 2011, the Plan merged into HealthCare Partners Medical Group, Inc. 401(k) Retirement Plan (the "Surviving Plan"). The Plan's net assets, totaling \$43,374,270, were transferred to the Surviving Plan on December 31, 2010.

TALBERT MEDICAL GROUP, INC. 401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

NOTE 7 - SUBSEQUENT EVENTS

Management has evaluated subsequent events through October 11, 2011, the date on which the financial statements were available to be issued. There were no material subsequent events that required recognition or additional disclosures in these financial statements.