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

|                                                                                                                                                                                                                                                                          |                                                                |                                                              |  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------------------------------------------------|--|
| <b>Part II</b>                                                                                                                                                                                                                                                           | <b>Basic Plan Information</b> —enter all requested information |                                                              |  |
| <b>1a</b> Name of plan<br><u>PROVIDER SERVICES, INC. RETIREMENT PLAN</u>                                                                                                                                                                                                 | <b>1b</b> Three-digit plan number (PN) ▶                       | <u>001</u>                                                   |  |
| <b>2a</b> Plan sponsor's name and address (employer, if for a single-employer plan)<br>(Address should include room or suite no.)<br><u>PROVIDER SERVICES HOLDINGS, LLC</u><br><br><u>25000 COUNTRY CLUB BLVD.</u><br><u>SUITE 255</u><br><u>NORTH OLMSTED, OH 44070</u> |                                                                | <b>1c</b> Effective date of plan<br><u>09/01/2006</u>        |  |
| <b>2b</b> Employer Identification Number (EIN)<br><u>81-0681796</u>                                                                                                                                                                                                      |                                                                | <b>2c</b> Sponsor's telephone number<br><u>440-793-0200</u>  |  |
| <b>2d</b> Business code (see instructions)<br><u>623000</u>                                                                                                                                                                                                              |                                                                | <div style="background-color: #cccccc; height: 40px;"></div> |  |

**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.

|                  |                                                   |                   |                                                              |
|------------------|---------------------------------------------------|-------------------|--------------------------------------------------------------|
| <b>SIGN HERE</b> | Filed with authorized/valid electronic signature. | <u>10/17/2011</u> | <u>JOHN KRYSTOWSKI</u>                                       |
|                  | Signature of plan administrator                   | Date              | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b> |                                                   |                   |                                                              |
|                  | Signature of employer/plan sponsor                | Date              | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b> |                                                   |                   |                                                              |
|                  | 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

|                                                                                                                                                                                                    |                                                                                                               |
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| <b>3a</b> Plan administrator's name and address (if same as plan sponsor, enter "Same")<br>PROVIDER SERVICES HOLDINGS, LLC<br><br>25000 COUNTRY CLUB BLVD.<br>SUITE 255<br>NORTH OLMSTED, OH 44070 | <b>3b</b> Administrator's EIN<br>81-0681796<br><br><b>3c</b> Administrator's telephone number<br>440-793-0200 |
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|                                                                                                                                                                                                                                                          |                                                        |  |
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| <b>4</b> 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:<br><br><b>a</b> Sponsor's name<br>PROVIDER SERVICES HOLDINGS, LLC | <b>4b</b> EIN<br>34-1873326<br><br><b>4c</b> PN<br>001 |  |
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|                                                                         |          |      |
|-------------------------------------------------------------------------|----------|------|
| <b>5</b> Total number of participants at the beginning of the plan year | <b>5</b> | 4990 |
|-------------------------------------------------------------------------|----------|------|

  

|                                                                                                                                                        |           |      |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------|
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ). |           |      |
| <b>a</b> Active participants.....                                                                                                                      | <b>6a</b> | 4987 |
| <b>b</b> Retired or separated participants receiving benefits.....                                                                                     | <b>6b</b> | 0    |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                      | <b>6c</b> | 72   |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                               | <b>6d</b> | 5059 |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....                                              | <b>6e</b> | 0    |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                | <b>6f</b> | 5059 |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....         | <b>6g</b> | 1173 |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....             | <b>6h</b> | 651  |

  

|                                                                                                                                      |          |  |
|--------------------------------------------------------------------------------------------------------------------------------------|----------|--|
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) ..... | <b>7</b> |  |
|--------------------------------------------------------------------------------------------------------------------------------------|----------|--|

  

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:  
 2E 2J 2F 2G 2K 3H 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:

|                                                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                          |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input checked="" type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input checked="" type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

  

**10** Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

|                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>a Pension Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)<br>(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary<br><br>(3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary | <b>b General Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)<br>(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)<br>(3) <input checked="" type="checkbox"/> <b>A</b> (Insurance Information)<br>(4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information)<br>(5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)<br>(6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules) |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                           |                                                                                           |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| <b>SCHEDULE A</b><br><b>(Form 5500)</b><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Insurance Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br>▶ <b>File as an attachment to Form 5500.</b><br><br>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2). | OMB No. 1210-0110<br><br><b>2010</b><br><br><b>This Form is Open to Public Inspection</b> |
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|                                                                                                   |                                                             |     |
|---------------------------------------------------------------------------------------------------|-------------------------------------------------------------|-----|
| For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010        |                                                             |     |
| <b>A</b> Name of plan<br>PROVIDER SERVICES, INC. RETIREMENT PLAN                                  | <b>B</b> Three-digit plan number (PN) ▶                     | 001 |
|                                                                                                   |                                                             |     |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500.<br>PROVIDER SERVICES HOLDINGS, LLC | <b>D</b> Employer Identification Number (EIN)<br>81-0681796 |     |

|               |                                                                                                                                                                                                                                                     |
|---------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b> | <b>Information Concerning Insurance Contract Coverage, Fees, and Commissions</b> Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A. |
|---------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**1** Coverage Information:

**(a)** Name of insurance carrier  
GREAT WEST LIFE AND ANNUITY INSURANCE COMPANY

| (b) EIN    | (c) NAIC code | (d) Contract or identification number | (e) Approximate number of persons covered at end of policy or contract year | Policy or contract year |            |
|------------|---------------|---------------------------------------|-----------------------------------------------------------------------------|-------------------------|------------|
|            |               |                                       |                                                                             | (f) From                | (g) To     |
| 84-0467907 | 68322         | 939531-01                             | 0                                                                           | 01/01/2010              | 12/31/2010 |

**2** Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

|                                             |                                      |
|---------------------------------------------|--------------------------------------|
| <b>(a)</b> Total amount of commissions paid | <b>(b)</b> Total amount of fees paid |
| 0                                           | 0                                    |

**3** Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|-----------------------------------------------|---------------------------------|-------------|-----------------------|
|                                               | (c) Amount                      | (d) Purpose |                       |
|                                               |                                 |             |                       |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|-----------------------------------------------|---------------------------------|-------------|-----------------------|
|                                               | (c) Amount                      | (d) Purpose |                       |
|                                               |                                 |             |                       |

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**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

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**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

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**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

---

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

---

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

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| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

**Part II Investment and Annuity Contract Information**

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

|          |                                                                                                                                                                                                                                                                          |              |         |
|----------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|---------|
| <b>4</b> | Current value of plan's interest under this contract in the general account at year end .....                                                                                                                                                                            | <b>4</b>     |         |
| <b>5</b> | Current value of plan's interest under this contract in separate accounts at year end .....                                                                                                                                                                              | <b>5</b>     |         |
| <b>6</b> | Contracts With Allocated Funds:                                                                                                                                                                                                                                          |              |         |
| <b>a</b> | State the basis of premium rates ▶                                                                                                                                                                                                                                       |              |         |
| <b>b</b> | Premiums paid to carrier .....                                                                                                                                                                                                                                           | <b>6b</b>    |         |
| <b>c</b> | Premiums due but unpaid at the end of the year .....                                                                                                                                                                                                                     | <b>6c</b>    |         |
| <b>d</b> | If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. ....<br>Specify nature of costs ▶                                                                    | <b>6d</b>    |         |
| <b>e</b> | Type of contract: (1) <input type="checkbox"/> individual policies (2) <input type="checkbox"/> group deferred annuity<br>(3) <input type="checkbox"/> other (specify) ▶                                                                                                 |              |         |
| <b>f</b> | If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ <input type="checkbox"/>                                                                                                                                         |              |         |
| <b>7</b> | Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)                                                                                                                                                            |              |         |
| <b>a</b> | Type of contract: (1) <input type="checkbox"/> deposit administration (2) <input type="checkbox"/> immediate participation guarantee<br>(3) <input type="checkbox"/> guaranteed investment (4) <input checked="" type="checkbox"/> other ▶ <b>GROUP ANNUITY CONTRACT</b> |              |         |
| <b>b</b> | Balance at the end of the previous year .....                                                                                                                                                                                                                            | <b>7b</b>    | 2889581 |
| <b>c</b> | Additions: (1) Contributions deposited during the year .....                                                                                                                                                                                                             | <b>7c(1)</b> |         |
|          | (2) Dividends and credits .....                                                                                                                                                                                                                                          | <b>7c(2)</b> |         |
|          | (3) Interest credited during the year .....                                                                                                                                                                                                                              | <b>7c(3)</b> | 2618    |
|          | (4) Transferred from separate account .....                                                                                                                                                                                                                              | <b>7c(4)</b> |         |
|          | (5) Other (specify below) .....                                                                                                                                                                                                                                          | <b>7c(5)</b> |         |
|          |                                                                                                                                                                                                                                                                          |              |         |
|          | (6) Total additions .....                                                                                                                                                                                                                                                | <b>7c(6)</b> | 2618    |
| <b>d</b> | Total of balance and additions (add <b>b</b> and <b>c(6)</b> ) .....                                                                                                                                                                                                     | <b>7d</b>    | 2892199 |
| <b>e</b> | Deductions:                                                                                                                                                                                                                                                              |              |         |
|          | (1) Disbursed from fund to pay benefits or purchase annuities during year .....                                                                                                                                                                                          | <b>7e(1)</b> | 2892191 |
|          | (2) Administration charge made by carrier .....                                                                                                                                                                                                                          | <b>7e(2)</b> |         |
|          | (3) Transferred to separate account .....                                                                                                                                                                                                                                | <b>7e(3)</b> |         |
|          | (4) Other (specify below) .....                                                                                                                                                                                                                                          | <b>7e(4)</b> | 8       |
|          | ▶ <b>LN DEFAULT</b>                                                                                                                                                                                                                                                      |              |         |
|          |                                                                                                                                                                                                                                                                          |              |         |
|          | (5) Total deductions .....                                                                                                                                                                                                                                               | <b>7e(5)</b> | 2892199 |
| <b>f</b> | Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> ) .....                                                                                                                                                                                       | <b>7f</b>    | 0       |

**Part III Welfare Benefit Contract Information**

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

**8** Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)     
 **b** ☐ Dental     
 **c** ☐ Vision     
 **d** ☐ Life insurance  
**e** ☐ Temporary disability (accident and sickness)     
 **f** ☐ Long-term disability     
 **g** ☐ Supplemental unemployment     
 **h** ☐ Prescription drug  
**i** ☐ Stop loss (large deductible)     
 **j** ☐ HMO contract     
 **k** ☐ PPO contract     
 **l** ☐ Indemnity contract  
**m** ☐ Other (specify) ▶

**9** Experience-rated contracts:

|                                                                                                                                                   |                 |                 |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----------------|--|
| <b>a</b> Premiums: (1) Amount received.....                                                                                                       | <b>9a(1)</b>    |                 |  |
| (2) Increase (decrease) in amount due but unpaid.....                                                                                             | <b>9a(2)</b>    |                 |  |
| (3) Increase (decrease) in unearned premium reserve.....                                                                                          | <b>9a(3)</b>    |                 |  |
| (4) Earned ((1) + (2) - (3)).....                                                                                                                 |                 | <b>9a(4)</b>    |  |
| <b>b</b> Benefit charges (1) Claims paid.....                                                                                                     | <b>9b(1)</b>    |                 |  |
| (2) Increase (decrease) in claim reserves.....                                                                                                    | <b>9b(2)</b>    |                 |  |
| (3) Incurred claims (add (1) and (2)).....                                                                                                        |                 | <b>9b(3)</b>    |  |
| (4) Claims charged.....                                                                                                                           |                 | <b>9b(4)</b>    |  |
| <b>c</b> Remainder of premium: (1) Retention charges (on an accrual basis) --                                                                     |                 |                 |  |
| (A) Commissions.....                                                                                                                              | <b>9c(1)(A)</b> |                 |  |
| (B) Administrative service or other fees.....                                                                                                     | <b>9c(1)(B)</b> |                 |  |
| (C) Other specific acquisition costs.....                                                                                                         | <b>9c(1)(C)</b> |                 |  |
| (D) Other expenses.....                                                                                                                           | <b>9c(1)(D)</b> |                 |  |
| (E) Taxes.....                                                                                                                                    | <b>9c(1)(E)</b> |                 |  |
| (F) Charges for risks or other contingencies.....                                                                                                 | <b>9c(1)(F)</b> |                 |  |
| (G) Other retention charges.....                                                                                                                  | <b>9c(1)(G)</b> |                 |  |
| (H) Total retention.....                                                                                                                          |                 | <b>9c(1)(H)</b> |  |
| (2) Dividends or retroactive rate refunds. (These amounts were <input type="checkbox"/> paid in cash, or <input type="checkbox"/> credited.)..... |                 | <b>9c(2)</b>    |  |
| <b>d</b> Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....                                |                 | <b>9d(1)</b>    |  |
| (2) Claim reserves.....                                                                                                                           |                 | <b>9d(2)</b>    |  |
| (3) Other reserves.....                                                                                                                           |                 | <b>9d(3)</b>    |  |
| <b>e</b> Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....                                                 |                 | <b>9e</b>       |  |

**10** Nonexperience-rated contracts:

|                                                                                                                                                                                                                                 |            |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Total premiums or subscription charges paid to carrier.....                                                                                                                                                            | <b>10a</b> |  |
| <b>b</b> If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount. .... | <b>10b</b> |  |

Specify nature of costs ▶

**Part IV Provision of Information**

**11** Did the insurance company fail to provide any information necessary to complete Schedule A? ..... ☐ Yes ☐ No

**12** If the answer to line 11 is "Yes," specify the information not provided. ▶

|                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                    |                                                                                                |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|
| <div><div>SCHEDULE A</div><div>(Form 5500)</div><div>Department of the Treasury<br/>Internal Revenue Service</div><div>Department of Labor<br/>Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div> | <div>Insurance Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> <div>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</div> | <div>OMB No. 1210-0110</div> <div>2010</div> <div>This Form is Open to Public Inspection</div> |
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|                                                                                            |                                                      |     |
|--------------------------------------------------------------------------------------------|------------------------------------------------------|-----|
| For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010 |                                                      |     |
| A Name of plan<br>PROVIDER SERVICES, INC. RETIREMENT PLAN                                  | B Three-digit plan number (PN) ▶                     | 001 |
|                                                                                            |                                                      |     |
| C Plan sponsor's name as shown on line 2a of Form 5500.<br>PROVIDER SERVICES HOLDINGS, LLC | D Employer Identification Number (EIN)<br>81-0681796 |     |

|        |                                                                           |                                                                                                                                                                    |
|--------|---------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Part I | Information Concerning Insurance Contract Coverage, Fees, and Commissions | Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A. |
|--------|---------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                         |
|-------------------------|
| 1 Coverage Information: |
|-------------------------|

|                                                                              |
|------------------------------------------------------------------------------|
| (a) Name of insurance carrier<br>MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY |
|------------------------------------------------------------------------------|

| (b) EIN    | (c) NAIC code | (d) Contract or identification number | (e) Approximate number of persons covered at end of policy or contract year | Policy or contract year |            |
|------------|---------------|---------------------------------------|-----------------------------------------------------------------------------|-------------------------|------------|
|            |               |                                       |                                                                             | (f) From                | (g) To     |
| 04-1590850 | 65935         | MR 60436                              | 5059                                                                        | 01/01/2010              | 12/31/2010 |

|                                                                                                                                                                                            |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid. |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                      |                               |
|--------------------------------------|-------------------------------|
| (a) Total amount of commissions paid | (b) Total amount of fees paid |
| 0                                    | 0                             |

|                                                                                                       |
|-------------------------------------------------------------------------------------------------------|
| 3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons). |
|-------------------------------------------------------------------------------------------------------|

|                                                                                                  |
|--------------------------------------------------------------------------------------------------|
| (a) Name and address of the agent, broker, or other person to whom commissions or fees were paid |
|--------------------------------------------------------------------------------------------------|

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|-----------------------------------------------|---------------------------------|-------------|-----------------------|
|                                               | (c) Amount                      | (d) Purpose |                       |
|                                               |                                 |             |                       |

|                                                                                                  |
|--------------------------------------------------------------------------------------------------|
| (a) Name and address of the agent, broker, or other person to whom commissions or fees were paid |
|--------------------------------------------------------------------------------------------------|

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|-----------------------------------------------|---------------------------------|-------------|-----------------------|
|                                               | (c) Amount                      | (d) Purpose |                       |
|                                               |                                 |             |                       |

---

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

---

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

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**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

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| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

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**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

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| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

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**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

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| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

**Part II Investment and Annuity Contract Information**

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

|                                                                                                        |          |   |
|--------------------------------------------------------------------------------------------------------|----------|---|
| <b>4</b> Current value of plan's interest under this contract in the general account at year end ..... | <b>4</b> |   |
| <b>5</b> Current value of plan's interest under this contract in separate accounts at year end .....   | <b>5</b> | 0 |

**6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶

|                                                                                                                                                                                                                |           |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--|
| <b>b</b> Premiums paid to carrier .....                                                                                                                                                                        | <b>6b</b> |  |
| <b>c</b> Premiums due but unpaid at the end of the year .....                                                                                                                                                  | <b>6c</b> |  |
| <b>d</b> If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. ....<br>Specify nature of costs ▶ | <b>6d</b> |  |

**e** Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity  
(3) ☐ other (specify) ▶

**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee  
(3) ☐ guaranteed investment (4) ☒ other ▶ **GROUP ANNUITY CONTRACT**

|                                                        |           |   |
|--------------------------------------------------------|-----------|---|
| <b>b</b> Balance at the end of the previous year ..... | <b>7b</b> | 0 |
|--------------------------------------------------------|-----------|---|

|                                                                       |              |          |  |
|-----------------------------------------------------------------------|--------------|----------|--|
| <b>c</b> Additions: (1) Contributions deposited during the year ..... | <b>7c(1)</b> | 2251992  |  |
| (2) Dividends and credits .....                                       | <b>7c(2)</b> | 0        |  |
| (3) Interest credited during the year .....                           | <b>7c(3)</b> | 25961    |  |
| (4) Transferred from separate account .....                           | <b>7c(4)</b> | 26906    |  |
| (5) Other (specify below) .....                                       | <b>7c(5)</b> | 14045677 |  |

▶ LN INT, LN PRIN, LN DEF, TRANSFERS

|                           |              |          |
|---------------------------|--------------|----------|
| (6) Total additions ..... | <b>7c(6)</b> | 16350536 |
|---------------------------|--------------|----------|

|                                                                               |           |          |
|-------------------------------------------------------------------------------|-----------|----------|
| <b>d</b> Total of balance and additions (add <b>b</b> and <b>c(6)</b> ) ..... | <b>7d</b> | 16350536 |
|-------------------------------------------------------------------------------|-----------|----------|

**e** Deductions:

|                                                                                 |              |          |  |
|---------------------------------------------------------------------------------|--------------|----------|--|
| (1) Disbursed from fund to pay benefits or purchase annuities during year ..... | <b>7e(1)</b> | 50869    |  |
| (2) Administration charge made by carrier .....                                 | <b>7e(2)</b> | 2011     |  |
| (3) Transferred to separate account .....                                       | <b>7e(3)</b> | 15448029 |  |
| (4) Other (specify below) .....                                                 | <b>7e(4)</b> | 8761     |  |

▶ LN DIST

|                            |              |          |
|----------------------------|--------------|----------|
| (5) Total deductions ..... | <b>7e(5)</b> | 15509670 |
|----------------------------|--------------|----------|

|                                                                                             |           |        |
|---------------------------------------------------------------------------------------------|-----------|--------|
| <b>f</b> Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> ) ..... | <b>7f</b> | 840866 |
|---------------------------------------------------------------------------------------------|-----------|--------|

**Part III Welfare Benefit Contract Information**

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

**8** Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)     
 **b** ☐ Dental     
 **c** ☐ Vision     
 **d** ☐ Life insurance  
**e** ☐ Temporary disability (accident and sickness)     
 **f** ☐ Long-term disability     
 **g** ☐ Supplemental unemployment     
 **h** ☐ Prescription drug  
**i** ☐ Stop loss (large deductible)     
 **j** ☐ HMO contract     
 **k** ☐ PPO contract     
 **l** ☐ Indemnity contract  
**m** ☐ Other (specify) ▶

**9** Experience-rated contracts:

|                                                                                                                                                   |                 |                 |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----------------|--|
| <b>a</b> Premiums: (1) Amount received.....                                                                                                       | <b>9a(1)</b>    |                 |  |
| (2) Increase (decrease) in amount due but unpaid.....                                                                                             | <b>9a(2)</b>    |                 |  |
| (3) Increase (decrease) in unearned premium reserve.....                                                                                          | <b>9a(3)</b>    |                 |  |
| (4) Earned ((1) + (2) - (3)).....                                                                                                                 |                 | <b>9a(4)</b>    |  |
| <b>b</b> Benefit charges (1) Claims paid.....                                                                                                     | <b>9b(1)</b>    |                 |  |
| (2) Increase (decrease) in claim reserves.....                                                                                                    | <b>9b(2)</b>    |                 |  |
| (3) Incurred claims (add (1) and (2)).....                                                                                                        |                 | <b>9b(3)</b>    |  |
| (4) Claims charged.....                                                                                                                           |                 | <b>9b(4)</b>    |  |
| <b>c</b> Remainder of premium: (1) Retention charges (on an accrual basis) --                                                                     |                 |                 |  |
| (A) Commissions.....                                                                                                                              | <b>9c(1)(A)</b> |                 |  |
| (B) Administrative service or other fees.....                                                                                                     | <b>9c(1)(B)</b> |                 |  |
| (C) Other specific acquisition costs.....                                                                                                         | <b>9c(1)(C)</b> |                 |  |
| (D) Other expenses.....                                                                                                                           | <b>9c(1)(D)</b> |                 |  |
| (E) Taxes.....                                                                                                                                    | <b>9c(1)(E)</b> |                 |  |
| (F) Charges for risks or other contingencies.....                                                                                                 | <b>9c(1)(F)</b> |                 |  |
| (G) Other retention charges.....                                                                                                                  | <b>9c(1)(G)</b> |                 |  |
| (H) Total retention.....                                                                                                                          |                 | <b>9c(1)(H)</b> |  |
| (2) Dividends or retroactive rate refunds. (These amounts were <input type="checkbox"/> paid in cash, or <input type="checkbox"/> credited.)..... |                 | <b>9c(2)</b>    |  |
| <b>d</b> Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....                                |                 | <b>9d(1)</b>    |  |
| (2) Claim reserves.....                                                                                                                           |                 | <b>9d(2)</b>    |  |
| (3) Other reserves.....                                                                                                                           |                 | <b>9d(3)</b>    |  |
| <b>e</b> Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....                                                 |                 | <b>9e</b>       |  |

**10** Nonexperience-rated contracts:

|                                                                                                                                                                                                                                 |            |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Total premiums or subscription charges paid to carrier.....                                                                                                                                                            | <b>10a</b> |  |
| <b>b</b> If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount. .... | <b>10b</b> |  |

Specify nature of costs ▶

**Part IV Provision of Information**

**11** Did the insurance company fail to provide any information necessary to complete Schedule A? ..... ☐ Yes ☒ No

**12** If the answer to line 11 is "Yes," specify the information not provided. ▶

|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                             |                                         |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|
| <div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury<br/>Internal Revenue Service</div> <div>Department of Labor<br/>Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div> | <div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> | 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

|                                                                                                              |                                                                         |
|--------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|
| <div>A Name of plan</div> <div>PROVIDER SERVICES, INC. RETIREMENT PLAN</div>                                 | <div>B Three-digit plan number (PN)</div> <div>▶</div> <div>001</div>   |
|                                                                                                              |                                                                         |
| <div>C Plan sponsor's name as shown on line 2a of Form 5500</div> <div>PROVIDER SERVICES HOLDINGS, LLC</div> | <div>D Employer Identification Number (EIN)</div> <div>81-0681796</div> |

Part I

Service Provider Information (see instructions)

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 |
| MASSACHUSETTS MUTUAL LIFE INS. CO.                                                                         |
| 04-1590850                                                                                                 |

|                                                                                                           |
|-----------------------------------------------------------------------------------------------------------|
| (b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation |
|                                                                                                           |

|                                                                                                            |
|------------------------------------------------------------------------------------------------------------|
| (b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
|                                                                                                            |

|                                                                                                            |
|------------------------------------------------------------------------------------------------------------|
| (b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
|                                                                                                            |

|                                                                                                            |
|------------------------------------------------------------------------------------------------------------|
| (b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
|                                                                                                            |

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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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)

MASSACHUSETTS MUTUAL LIFE INS. CO.

04-1590850

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 52 60 63 64                   | SERVICE PROVIDER                                                                                         | 51293                                                                         | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                         | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                                   | 0                                                                                                                                                                                      | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                 |

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

RAYMOND JAMES & ASSOCIATES, INC.

59-1237041

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 27                            | INVESTMENT ADVISOR                                                                                       | 8469                                                                          | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                                                   | 42842                                                                                                                                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                 |

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

GREAT WEST LIFE AND AUNNNITY CO.

34-1873326

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 64                            | RECORDKEEPER                                                                                             | 350                                                                           | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                         | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                                   | 0                                                                                                                                                                                      | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                 |

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

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

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

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

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

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

**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<br>(see instructions) | (c) Enter amount of indirect compensation |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| MASSACHUSETTS MUTUAL LIFE INS. CO.                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 60                                      | 0                                         |
| <div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>EATON VANCE LARGE-CAP VALUE FUND</p> <p>04-1590850</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>BASIS POINTS * PLAN ASSETS</p> </div> </div>    |                                         |                                           |
| <div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(a) Enter service provider name as it appears on line 2</p> <p>MASSACHUSETTS MUTUAL LIFE INS. CO.</p> </div> <div style="width: 20%;"> <p>(b) Service Codes<br/>(see instructions)</p> <p style="text-align: center;">60</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> <p style="text-align: center;">0</p> </div> </div>                               |                                         |                                           |
| <div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>TOTAL RETURN MFS</p> <p>04-2468583</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>BASIS POINTS * PLAN ASSETS</p> </div> </div>                    |                                         |                                           |
| <div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(a) Enter service provider name as it appears on line 2</p> <p>MASSACHUSETTS MUTUAL LIFE INS. CO.</p> </div> <div style="width: 20%;"> <p>(b) Service Codes<br/>(see instructions)</p> <p style="text-align: center;">60</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> <p style="text-align: center;">0</p> </div> </div>                               |                                         |                                           |
| <div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>MFS INTERNATIONAL NEW DISCOVERY FUN</p> <p>04-3379729</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>BASIS POINTS * PLAN ASSETS</p> </div> </div> |                                         |                                           |

**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<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| MASSACHUSETTS MUTUAL LIFE INS. CO.                      | 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. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| DWS EQUITY 500 INDEX FUND<br><br>13-3241232                         | BASIS POINTS * PLAN ASSETS                                                                                                                                         |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| MASSACHUSETTS MUTUAL LIFE INS. CO.                      | 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. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| GROWTH BARON<br><br>13-3806818                                      | BASIS POINTS * PLAN ASSETS                                                                                                                                         |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| MASSACHUSETTS MUTUAL LIFE INS. CO.                      | 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. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| VICTORY DIVERSIFIED STOCK<br><br>31-6364605                         | BASIS POINTS * PLAN ASSETS                                                                                                                                         |

**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<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
| MASSACHUSETTS MUTUAL LIFE INS. CO.                                  | 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. |                                           |
| PIMCO TOTAL RETURN FUND                                             | BASIS POINTS * PLAN ASSETS                                                                                                                                         |                                           |
| 33-0239892                                                          |                                                                                                                                                                    |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| MASSACHUSETTS MUTUAL LIFE INS. CO.                                  | 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. |                                           |
| INVESCO VAN KAMPEN SMALL CAP VALUE                                  | BASIS POINTS * PLAN ASSETS                                                                                                                                         |                                           |
| 36-4277151                                                          |                                                                                                                                                                    |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| MASSACHUSETTS MUTUAL LIFE INS. CO.                                  | 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. |                                           |
| AMERICAN CENTURY INFLATION ADJUSTME                                 | BASIS POINTS * PLAN ASSETS                                                                                                                                         |                                           |
| 44-6006315                                                          |                                                                                                                                                                    |                                           |

**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<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
| MASSACHUSETTS MUTUAL LIFE INS. CO.                                  | 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. |                                           |
| AMERICAN FUNDS GROWTH FUND OF AMERI<br><br>52-0792143               | BASIS POINTS * PLAN ASSETS                                                                                                                                         |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| MASSACHUSETTS MUTUAL LIFE INS. CO.                                  | 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. |                                           |
| MAINSTAY HIGH YIELD CORPORATE BOND<br><br>52-2206685                | BASIS POINTS * PLAN ASSETS                                                                                                                                         |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| MASSACHUSETTS MUTUAL LIFE INS. CO.                                  | 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. |                                           |
| MAINSTAY INDEXED BOND FUND<br><br>52-2206685                        | BASIS POINTS * PLAN ASSETS                                                                                                                                         |                                           |

**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<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
| MASSACHUSETTS MUTUAL LIFE INS. CO.                                  | 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. |                                           |
| COLUMBIA LARGE CAP INDEX FUND                                       | BASIS POINTS * PLAN ASSETS                                                                                                                                         |                                           |
| 56-0906609                                                          |                                                                                                                                                                    |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| MASSACHUSETTS MUTUAL LIFE INS. CO.                                  | 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. |                                           |
| THORNBURG INTERNATIONAL VALUE FUND                                  | BASIS POINTS * PLAN ASSETS                                                                                                                                         |                                           |
| 85-0451747                                                          |                                                                                                                                                                    |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| MASSACHUSETTS MUTUAL LIFE INS. CO.                                  | 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. |                                           |
| INVESCO MID CAP CORE EQUITY FUND                                    | BASIS POINTS * PLAN ASSETS                                                                                                                                         |                                           |
| 94-6602729                                                          |                                                                                                                                                                    |                                           |

**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<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
| RAYMOND JAMES & ASSOCIATES, INC.                                    | 27                                                                                                                                                                 | 42842                                     |
| (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. |                                           |
| MASSACHUSETTS MUTUAL LIFE INS. CO.<br><br>04-1590850                | PLAN RELATED EXPENSES                                                                                                                                              |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(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<br>(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.

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

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN;       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN;       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:



**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)

**Part II Information on Participating Plans (to be completed by DFEs)**

(Complete as many entries as needed to report all participating plans)

**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              |                                               |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Financial Information</b><br><br>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).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110                             |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              | <b>2010</b>                                   |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              | <b>This Form is Open to Public Inspection</b> |

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

|                                                                                                         |                                                                    |            |
|---------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|------------|
| <b>A</b> Name of plan<br><b>PROVIDER SERVICES, INC. RETIREMENT PLAN</b>                                 | <b>B</b> Three-digit plan number (PN) <b>►</b>                     | <b>001</b> |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><b>PROVIDER SERVICES HOLDINGS, LLC</b> | <b>D</b> Employer Identification Number (EIN)<br><b>81-0681796</b> |            |

|               |                                      |
|---------------|--------------------------------------|
| <b>Part I</b> | <b>Asset and Liability Statement</b> |
|---------------|--------------------------------------|

**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 |
|----------------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>a</b> Total noninterest-bearing cash .....                                                      | <b>1a</b>       |                       |                 |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                       |                 |                       |                 |
| <b>(1)</b> Employer contributions .....                                                            | <b>1b(1)</b>    |                       |                 |
| <b>(2)</b> Participant contributions .....                                                         | <b>1b(2)</b>    |                       |                 |
| <b>(3)</b> Other .....                                                                             | <b>1b(3)</b>    |                       |                 |
| <b>c</b> General investments:                                                                      |                 |                       |                 |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....   | <b>1c(1)</b>    |                       |                 |
| <b>(2)</b> U.S. Government securities .....                                                        | <b>1c(2)</b>    |                       |                 |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                            |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                         | <b>1c(3)(A)</b> |                       |                 |
| <b>(B)</b> All other .....                                                                         | <b>1c(3)(B)</b> |                       |                 |
| <b>(4)</b> Corporate stocks (other than employer securities):                                      |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                         | <b>1c(4)(A)</b> |                       |                 |
| <b>(B)</b> Common .....                                                                            | <b>1c(4)(B)</b> |                       |                 |
| <b>(5)</b> Partnership/joint venture interests .....                                               | <b>1c(5)</b>    |                       |                 |
| <b>(6)</b> Real estate (other than employer real property) .....                                   | <b>1c(6)</b>    |                       |                 |
| <b>(7)</b> Loans (other than to participants) .....                                                | <b>1c(7)</b>    |                       |                 |
| <b>(8)</b> Participant loans .....                                                                 | <b>1c(8)</b>    | 86081                 | 328176          |
| <b>(9)</b> Value of interest in common/collective trusts .....                                     | <b>1c(9)</b>    |                       |                 |
| <b>(10)</b> Value of interest in pooled separate accounts .....                                    | <b>1c(10)</b>   | 10660960              | 0               |
| <b>(11)</b> Value of interest in master trust investment accounts .....                            | <b>1c(11)</b>   |                       |                 |
| <b>(12)</b> Value of interest in 103-12 investment entities .....                                  | <b>1c(12)</b>   |                       |                 |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds) .....        | <b>1c(13)</b>   | 0                     | 16206859        |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts) ..... | <b>1c(14)</b>   | 2889581               | 840866          |
| <b>(15)</b> Other .....                                                                            | <b>1c(15)</b>   | 0                     |                 |

**1d** Employer-related investments:

|                                                                      |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> | 0                     | 0               |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 13636622              | 17375901        |

**Liabilities**

|                                                                           |           |   |   |
|---------------------------------------------------------------------------|-----------|---|---|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |   |   |
| <b>h</b> Operating payables .....                                         | <b>1h</b> |   |   |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |   |   |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> |   |   |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 0 | 0 |

**Net Assets**

|                                                           |           |          |          |
|-----------------------------------------------------------|-----------|----------|----------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 13636622 | 17375901 |
|-----------------------------------------------------------|-----------|----------|----------|

**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) Amount | (b) Total |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>a Contributions:</b>                                                                                    |                 |            |           |
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 132592     |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> | 2119400    |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> | 166539     |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 2418531   |
| <b>b Earnings on investments:</b>                                                                          |                 |            |           |
| (1) Interest:                                                                                              |                 |            |           |
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....       | <b>2b(1)(A)</b> | 15         |           |
| <b>(B)</b> U.S. Government securities .....                                                                | <b>2b(1)(B)</b> |            |           |
| <b>(C)</b> Corporate debt instruments .....                                                                | <b>2b(1)(C)</b> |            |           |
| <b>(D)</b> Loans (other than to participants) .....                                                        | <b>2b(1)(D)</b> |            |           |
| <b>(E)</b> Participant loans .....                                                                         | <b>2b(1)(E)</b> | 6319       |           |
| <b>(F)</b> Other .....                                                                                     | <b>2b(1)(F)</b> | 181774     |           |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                              | <b>2b(1)(G)</b> |            | 188108    |
| (2) Dividends: <b>(A)</b> Preferred stock .....                                                            | <b>2b(2)(A)</b> |            |           |
| <b>(B)</b> Common stock .....                                                                              | <b>2b(2)(B)</b> |            |           |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                                  | <b>2b(2)(C)</b> | 403229     |           |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....                  | <b>2b(2)(D)</b> |            | 403229    |
| (3) Rents .....                                                                                            | <b>2b(3)</b>    |            |           |
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                                 | <b>2b(4)(A)</b> |            |           |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                                              | <b>2b(4)(B)</b> |            |           |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....                  | <b>2b(4)(C)</b> |            | 0         |

|                                                                                                   |                 | (a) Amount | (b) Total |
|---------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>2b</b> (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....              | <b>2b(5)(A)</b> |            |           |
| (B) Other .....                                                                                   | <b>2b(5)(B)</b> |            |           |
| (C) Total unrealized appreciation of assets.<br>Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....    | <b>2b(5)(C)</b> |            | 0         |
| (6) Net investment gain (loss) from common/collective trusts .....                                | <b>2b(6)</b>    |            | 0         |
| (7) Net investment gain (loss) from pooled separate accounts .....                                | <b>2b(7)</b>    |            | 264912    |
| (8) Net investment gain (loss) from master trust investment accounts .....                        | <b>2b(8)</b>    |            |           |
| (9) Net investment gain (loss) from 103-12 investment entities .....                              | <b>2b(9)</b>    |            |           |
| (10) Net investment gain (loss) from registered investment<br>companies (e.g., mutual funds)..... | <b>2b(10)</b>   |            | 1918707   |
| <b>c</b> Other income.....                                                                        | <b>2c</b>       |            | 25961     |
| <b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total.....           | <b>2d</b>       |            | 5219448   |

**Expenses**

|                                                                                            |              |         |         |
|--------------------------------------------------------------------------------------------|--------------|---------|---------|
| <b>e</b> Benefit payment and payments to provide benefits:                                 |              |         |         |
| (1) Directly to participants or beneficiaries, including direct rollovers .....            | <b>2e(1)</b> | 1395547 |         |
| (2) To insurance carriers for the provision of benefits .....                              | <b>2e(2)</b> | 0       |         |
| (3) Other .....                                                                            | <b>2e(3)</b> | 0       |         |
| (4) Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....                | <b>2e(4)</b> |         | 1395547 |
| <b>f</b> Corrective distributions (see instructions) .....                                 | <b>2f</b>    |         | 32988   |
| <b>g</b> Certain deemed distributions of participant loans (see instructions).....         | <b>2g</b>    |         | -8      |
| <b>h</b> Interest expense.....                                                             | <b>2h</b>    |         |         |
| <b>i</b> Administrative expenses: (1) Professional fees .....                              | <b>2i(1)</b> | 0       |         |
| (2) Contract administrator fees .....                                                      | <b>2i(2)</b> | 18833   |         |
| (3) Investment advisory and management fees .....                                          | <b>2i(3)</b> | 32684   |         |
| (4) Other .....                                                                            | <b>2i(4)</b> | 125     |         |
| (5) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(4)</b> .....         | <b>2i(5)</b> |         | 51642   |
| <b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | <b>2j</b>    |         | 1480169 |

**Net Income and Reconciliation**

|                                                                               |              |  |         |
|-------------------------------------------------------------------------------|--------------|--|---------|
| <b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> ..... | <b>2k</b>    |  | 3739279 |
| <b>l</b> Transfers of assets:                                                 |              |  |         |
| (1) To this plan.....                                                         | <b>2l(1)</b> |  |         |
| (2) From this plan .....                                                      | <b>2l(2)</b> |  |         |

**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: **MOLONEY AND NOVOTNY, LLC**

(2) EIN: **34-0677006**

**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 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|--------|
| <b>a</b> 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>b</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  |        |
| <b>c</b> 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  |        |
| <b>d</b> 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  |        |
| <b>e</b> Was this plan covered by a fidelity bond?.....                                                                                                                                                                                                                                                         | X   |    | 250000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                                                                                                         |     | X  |        |
| <b>g</b> 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  |        |
| <b>h</b> 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  |        |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....                                                                                                                                                   | X   |    |        |
| <b>j</b> 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   |    |        |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....                                                                                                                                              |     | X  |        |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                                                                                                              |     | X  |        |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....                                                                                                                                                                                     | X   |    |        |
| <b>n</b> 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. ....                                                                                                                        | X   |    |        |

- 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:

- 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) |
|-----------------------|--------------|-------------|
|                       |              |             |
|                       |              |             |
|                       |              |             |
|                       |              |             |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>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).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2010</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

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

|                                                                                                         |                                                                    |
|---------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>PROVIDER SERVICES, INC. RETIREMENT PLAN</u>                                 | <b>B</b> Three-digit plan number (PN) ▶<br><u>001</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>PROVIDER SERVICES HOLDINGS, LLC</u> | <b>D</b> Employer Identification Number (EIN)<br><u>81-0681796</u> |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

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

|                                                                                                                                                                                                                                                                    |          |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                              | <b>1</b> | <u>0</u> |
| <b>2</b> 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):<br><br>EIN(s): <u>04-1590850</u> |          |          |
| Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.                                                                                                                                                                                                   |          |          |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                    | <b>3</b> |          |

|                |                                                                                                                                                                              |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part II</b> | <b>Funding Information</b> (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) |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                                                                                                                                                             |                              |                             |                              |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....                                                                                                                                                                                                                                         | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| If the plan is a defined benefit plan, go to line 8.                                                                                                                                                                                                                                                                                                        |                              |                             |                              |
| <b>5</b> 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 _____<br>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule. |                              |                             |                              |
| <b>6 a</b> Enter the minimum required contribution for this plan year .....                                                                                                                                                                                                                                                                                 | <b>6a</b>                    |                             |                              |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....                                                                                                                                                                                                                                                                  | <b>6b</b>                    |                             |                              |
| <b>c</b> 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).....                                                                                                                                                                                                             | <b>6c</b>                    |                             |                              |
| If you completed line 6c, skip lines 8 and 9.                                                                                                                                                                                                                                                                                                               |                              |                             |                              |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline? .....                                                                                                                                                                                                                                                          | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| <b>8</b> 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?.....                                                                                                     | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                                |                                   |                                   |                               |                             |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|
| <b>9</b> 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..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input type="checkbox"/> No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (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. |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                              |                              |                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....                                                       | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....                                                                                                                                    | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>b</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.) ..... | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....                                                                               | <input type="checkbox"/> Yes | <input type="checkbox"/> 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:

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 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:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

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

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</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 ..... | <b>16b</b> |  |

- 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):

**PROVIDER SERVICES, INC.  
RETIREMENT PLAN  
FINANCIAL REPORT  
DECEMBER 31, 2010 and 2009**

PROVIDER SERVICES, INC. RETIREMENT PLAN  
CONTENTS

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|                                                                  | <u>Page</u> |
|------------------------------------------------------------------|-------------|
| INDEPENDENT AUDITORS' REPORT                                     | 1           |
| FINANCIAL STATEMENTS                                             |             |
| Statements of Net Assets Available for Benefits                  | 2           |
| Statements of Changes in Net Assets Available for Benefits       | 3           |
| Notes to Financial Statements                                    | 4-11        |
| SUPPLEMENTAL SCHEDULE                                            |             |
| Schedule of Assets (Held at End of Year) as of December 31, 2010 | 12          |

Independent Auditors' Report

Plan Administrator  
Provider Services, Inc. Retirement Plan  
North Olmsted, Ohio

We were engaged to audit the accompanying financial statements and supplemental schedule of the Provider Services, Inc. Retirement Plan ("Plan") as of December 31, 2010 and 2009, and for the years then ended as listed in the accompanying table of contents. These financial statements and supplemental schedule 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 investment information summarized in Note 3, which was certified by Great-West Life & Annuity Insurance Company (the Trustee of the Plan), Massachusetts Mutual Life Insurance Company (the Custodian of certain assets of the Plan), and State Street Bank and Trust Company (the Custodian of certain assets of the Plan), except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that Massachusetts Mutual Life Insurance Company and State Street Bank and Trust Company held the Plan's investment assets and executed investment transactions from January 15, 2010 to December 31, 2010, and that Great-West Life & Annuity Insurance Company held the Plan's investment assets and executed investment transactions as of December 31, 2009, and for the period January 1, 2010 to January 14, 2010. The Plan Administrator has obtained certifications from the Trustee and Custodians as of and for the years ended December 31, 2010 and 2009, that the information provided to the Plan Administrator by the Trustee and Custodians 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 and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustee and Custodians, 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.



Cleveland, Ohio  
October 17, 2011

PROVIDER SERVICES, INC. RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2010 and 2009

|                                                                                                  | <u>2010</u>          | <u>2009</u>          |
|--------------------------------------------------------------------------------------------------|----------------------|----------------------|
| <u>ASSETS</u>                                                                                    |                      |                      |
| INVESTMENTS, AT FAIR VALUE                                                                       |                      |                      |
| Mutual funds                                                                                     | \$ 16,206,859        | \$ -                 |
| Guaranteed Interest Contract                                                                     | 859,126              | -                    |
| Pooled separate accounts                                                                         | -                    | 10,660,960           |
| Guaranteed Portfolio Fund                                                                        | <u>-</u>             | <u>2,889,581</u>     |
| TOTAL INVESTMENTS                                                                                | 17,065,985           | 13,550,541           |
| RECEIVABLES                                                                                      |                      |                      |
| Participant contributions                                                                        | 58,812               | -                    |
| Employer contributions                                                                           | 6,923                | -                    |
| Notes receivable from participants                                                               | <u>328,176</u>       | <u>86,081</u>        |
| Total receivables                                                                                | <u>393,911</u>       | <u>86,081</u>        |
| NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE                                                  | 17,459,896           | 13,636,622           |
| Adjustment from fair value to contract value for<br>fully benefit-responsive investment contract | <u>(18,260)</u>      | <u>-</u>             |
| NET ASSETS AVAILABLE FOR BENEFITS                                                                | <u>\$ 17,441,636</u> | <u>\$ 13,636,622</u> |

The accompanying notes are an integral part of these financial statements.

PROVIDER SERVICES, INC. RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Years Ended December 31, 2010 and 2009

|                                                | <u>2010</u>          | <u>2009</u>          |
|------------------------------------------------|----------------------|----------------------|
| ADDITIONS                                      |                      |                      |
| Investment income:                             |                      |                      |
| Net appreciation in fair value of investments  | \$ 2,365,393         | \$ 2,353,383         |
| Interest and dividends                         | <u>429,205</u>       | <u>84,303</u>        |
| Total investment income                        | 2,794,598            | 2,437,686            |
| Interest on notes receivable from participants | 6,319                | 6,939                |
| Contributions:                                 |                      |                      |
| Participants                                   | 2,178,212            | 2,014,642            |
| Rollovers                                      | 166,539              | 82,680               |
| Employer                                       | <u>139,515</u>       | <u>257,467</u>       |
| Total contributions                            | <u>2,484,266</u>     | <u>2,354,789</u>     |
| Total additions                                | 5,285,183            | 4,799,414            |
| DEDUCTIONS                                     |                      |                      |
| Distributions paid directly to participants    | 1,395,547            | 1,387,516            |
| Corrective distributions                       | 32,980               | -                    |
| Participant loans deemed distributed           | -                    | 5,502                |
| Administrative expenses                        | <u>51,642</u>        | <u>11,267</u>        |
| Total deductions                               | <u>1,480,169</u>     | <u>1,404,285</u>     |
| NET INCREASE                                   | 3,805,014            | 3,395,129            |
| NET ASSETS AVAILABLE FOR BENEFITS:             |                      |                      |
| BEGINNING OF YEAR                              | <u>13,636,622</u>    | <u>10,241,493</u>    |
| END OF YEAR                                    | <u>\$ 17,441,636</u> | <u>\$ 13,636,622</u> |

The accompanying notes are an integral part of these financial statements.

## PROVIDER SERVICES, INC. RETIREMENT PLAN

### NOTES TO FINANCIAL STATEMENTS

#### **Note 1. Description of Plan**

The following is a summary of certain provisions of the Provider Services, Inc. Retirement Plan (the "Plan"). Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

**Participation** – The Plan is a defined contribution plan, established as of September 1, 2006, covering all employees of Provider Services, Inc. and related employers (collectively the "Company"). Employees are generally eligible to participate in the Plan on the first day of the Plan year or the first day of the seventh month of the Plan year following the attainment of six months of service and attainment of age 18. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

**Administration** – The Plan is administered by the Company which is responsible for controlling and managing the operations and administration of the Plan.

**Contributions** – Participants may elect to make contributions from 1% to 85% of their eligible earnings on a "pre-tax" basis subject to certain limitations of the Plan and the Internal Revenue Code ("IRC"). Certain participants may also make "catch-up" deferral contributions to the Plan subject to IRC limitations. The Company may make matching contributions in amounts or percentages to be determined annually. These matching contributions will be made each payroll period. The Company may also make discretionary, non-elective contributions to be allocated to participants who are employed on the last day of the plan year and who worked at least 1,000 hours during the plan year. The Company made matching contributions during 2010 and from January 2009 through May 2009 of 25% of the first 24% of employee deferrals. In May 2009, the Plan was formally amended and the matching contribution was discontinued for the majority of the participants. There were no non-elective contributions made during 2010 or 2009.

**Participant Accounts** – Each participant's account is credited with the participant's contribution, Company contributions and related earnings, and charged with an allocation of administrative expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participants elect to maintain their aggregate contributions in the investment funds. Separate accounting for each of the funds is made pursuant to the participant's designated election. The net value of each participant account is established daily through the valuation of the funds at fair value.

**Notes Receivable From Participants** – Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. The loans are secured by the balance in the participant's account and bear interest at rates which are commensurate with local prevailing rates as determined by the Plan Administrator. Principal and interest is paid ratably through monthly payroll deductions. During 2009, new participant loans were not allowed. However, the Plan provided for existing loans from merged plans to continue to be repaid over their original terms. During 2010, the Plan was formally amended to allow for new loans against their respective accounts to be taken by participants.

**Vesting** – Participants are at all times vested in their elective and voluntary contributions and earnings thereon. Participants vest in the Company contributions 20% for each year of service until fully vested after five years.

PROVIDER SERVICES, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

**Note 1. Description of Plan (Continued)**

Payment of Benefits – A participant, upon retirement, termination, disability or the attainment of age 59 1/2 or a participant's beneficiary upon the participant's death, may elect to either rollover the funds until age 70 1/2 or receive a lump-sum amount equal to the vested balance of his or her account. In the case of a severe financial hardship, the Plan Administrator, in its sole discretion, may direct distribution of all or a portion of the participant's elective and/or voluntary contributions, subject to certain restrictions.

Forfeitures – At December 31, 2010 and 2009, forfeited non-vested accounts totaled \$35,818 and \$31,445, respectively. These accounts will be used to offset future Company contributions or to offset administrative expenses of the Plan. In 2010 and 2009 forfeitures of \$54,885 and \$2,000, respectively, were used to offset Company contributions.

Termination Provisions – The Company anticipates and believes that the Plan will continue indefinitely, however, the Company reserves the right to terminate the Plan at any time by an action of its Board of Directors. In the event of termination of the Plan, participants would become 100% vested in their accounts and the assets then remaining in the funds will be allocated and distributed to participants in accordance with the terms and provisions of the Plan.

**Note 2. Summary of Significant Accounting Policies**

Basis of Accounting – The accompanying financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties – The Plan holds various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Investment Valuation and Income Recognition – Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for a discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

PROVIDER SERVICES, INC. RETIREMENT PLAN  
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

**Note 2. Summary of Significant Accounting Policies (Continued)**

**Investment Valuation and Income Recognition (Continued)**

Investments in the Guaranteed Interest Contract and the Guaranteed Portfolio Fund are reported at contract value as determined by the applicable Trustee or Custodian. Contract value represents contributions plus credited interest less participant withdrawals and fees. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value (if applicable). The statements of changes in net assets available for benefits are prepared on a contract value basis. No adjustment from fair value to contract value is presented at December 31, 2009 as fair value approximated contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contracts at December 31, 2010 and 2009 was \$859,126 and \$2,889,581 respectively. The crediting interest rate is based on a formula agreed upon with the issuer, which is reset at least annually.

The guaranteed investment contracts do not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

| <u>Average Yields</u>                           | <u>2010</u> | <u>2009</u> |
|-------------------------------------------------|-------------|-------------|
| Based on actual earnings                        | 3.60%       | 2.96%       |
| Based on interest rate credited to participants | 3.60%       | 2.96%       |

Notes Receivable From Participants – Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Payment of Benefits – Benefits are recorded when paid.

Administrative Expenses – Administrative fees of the Plan are paid by the Company or the Plan at the option of the Company.

Reclassifications – Certain prior year amounts have been reclassified to conform to the current year presentation.

Subsequent Events – The Plan has evaluated subsequent events through October 17, 2011, which is the date the financial statements were available to be issued.

# PROVIDER SERVICES, INC. RETIREMENT PLAN

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### Note 3. Unaudited Information

Massachusetts Mutual Life Insurance Company or State Street Bank and Trust Company held all Plan investment assets and executed all transactions therein from January 15, 2010 to December 31, 2010 and Great-West Life & Annuity Insurance Company held all Plan investment assets and executed all transactions therein as of and for the year ended December 31, 2009, and for the period January 1, 2010 to January 14, 2010. All financial information relating to those assets is included in the accompanying financial statements and supplemental schedule based on information certified as complete and accurate by the Trustee and Custodians. That information has not been audited by independent accountants.

Individual investments greater than 5% of net assets are disclosed below:

|                                       | <u>2010</u>  | <u>2009</u> |
|---------------------------------------|--------------|-------------|
| Mutual Funds:                         |              |             |
| Thornburg International Value Fund    | \$ 1,812,284 | \$ -        |
| PIMCO Total Return Fund               | 1,623,491    | -           |
| Mainstay Indexed Bond Fund            | 1,559,327    | -           |
| Eaton Vance Large-Cap Value Fund      | 1,403,089    | -           |
| Victory Diversified Stock Fund        | 1,341,748    | -           |
| Columbia Large Cap Index Fund         | 1,213,233    | -           |
| American Funds Growth Fund of America | 1,171,232    | -           |
| Invesco Mid Cap Core Equity Fund      | 940,833      | -           |
| Templeton Global Bond Fund            | 927,903      | -           |
| Pooled Separate Accounts:             |              |             |
| American Funds Income Fund R3         | -            | 2,915,723   |
| American Funds EuroPacific Growth R3  | -            | 1,222,317   |
| First American Small Cap Select A     | -            | 1,076,665   |
| Davis NY Venture A                    | -            | 985,666     |
| Guaranteed Portfolio Fund             | -            | 2,889,581   |

Changes in net assets not audited include the following:

|                                                | <u>2010</u>  | <u>2009</u> |
|------------------------------------------------|--------------|-------------|
| Net appreciation in fair value of investments: |              |             |
| Mutual funds                                   | \$ 1,918,707 | \$ -        |
| Pooled separate accounts                       | 264,912      | 2,353,383   |
| Guaranteed Portfolio Fund                      | 181,774      | -           |
| Interest and dividends                         | 429,205      | 84,303      |
| Interest on notes receivable from participants | 6,319        | 6,939       |

### Note 4. Fair Value Measurements

Financial Accounting Standards Board ("FASB") *Accounting Standards Codification* ("ASC") 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

PROVIDER SERVICES, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

**Note 4. Fair Value Measurements (Continued)**

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 – Inputs to the valuation methodology include

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2010 and 2009.

- The fair value of investments held in the mutual funds is determined based on their quoted closing market prices in active markets for identical investments, and is classified as Level 1.
- The fair value of investments held in the pooled separate accounts is based on their reported net asset value ("NAV"). The NAV is based primarily on observable inputs, the market value of the underlying investments, and classified as Level 2.
- The Guaranteed Interest Contract and the Guaranteed Portfolio Fund are stated at contract value and represent contributions plus interest at a specified rate, less participant withdrawals and fees. These investments are classified as Level 3 as there are no quoted prices or other observable inputs for pricing.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

PROVIDER SERVICES, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

**Note 4. Fair Value Measurements (Continued)**

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010 and 2009:

| <b>Assets at Fair Value as of December 31, 2010</b> |                      |                |                   |                      |
|-----------------------------------------------------|----------------------|----------------|-------------------|----------------------|
|                                                     | <u>Level 1</u>       | <u>Level 2</u> | <u>Level 3</u>    | <u>Total</u>         |
| Mutual funds:                                       |                      |                |                   |                      |
| Fixed income                                        | \$ 4,387,496         | \$ -           | \$ -              | \$ 4,387,496         |
| Large cap blend                                     | 2,554,981            | -              | -                 | 2,554,981            |
| Global/international                                | 1,812,284            | -              | -                 | 1,812,284            |
| Large cap value                                     | 1,403,089            | -              | -                 | 1,403,089            |
| Large cap growth                                    | 1,171,232            | -              | -                 | 1,171,232            |
| Mid cap blend                                       | 940,833              | -              | -                 | 940,833              |
| International fixed                                 | 927,903              | -              | -                 | 927,903              |
| International small cap                             | 788,136              | -              | -                 | 788,136              |
| Small cap value                                     | 772,713              | -              | -                 | 772,713              |
| Small cap growth                                    | 760,941              | -              | -                 | 760,941              |
| REITS                                               | 635,940              | -              | -                 | 635,940              |
| Balanced/moderate allocation                        | 51,311               | -              | -                 | 51,311               |
| Total mutual funds                                  | 16,206,859           | -              | -                 | 16,206,859           |
| Guaranteed Interest Contract                        | -                    | -              | 859,126           | 859,126              |
| Total                                               | <u>\$ 16,206,859</u> | <u>\$ -</u>    | <u>\$ 859,126</u> | <u>\$ 17,065,985</u> |

| <b>Assets at Fair Value as of December 31, 2009</b> |                |                      |                     |                      |
|-----------------------------------------------------|----------------|----------------------|---------------------|----------------------|
|                                                     | <u>Level 1</u> | <u>Level 2</u>       | <u>Level 3</u>      | <u>Total</u>         |
| Pooled separate accounts:                           |                |                      |                     |                      |
| Moderate allocation funds                           | \$ -           | \$ 2,915,723         | \$ -                | \$ 2,915,723         |
| Large cap funds                                     | -              | 2,044,472            | -                   | 2,044,472            |
| International funds                                 | -              | 1,525,434            | -                   | 1,525,434            |
| Bond funds                                          | -              | 1,162,663            | -                   | 1,162,663            |
| Small cap funds                                     | -              | 1,076,665            | -                   | 1,076,665            |
| Mid cap growth funds                                | -              | 679,096              | -                   | 679,096              |
| Mid cap value funds                                 | -              | 678,329              | -                   | 678,329              |
| Real estate funds                                   | -              | 299,636              | -                   | 299,636              |
| Asset allocation funds - duration                   | -              | 243,470              | -                   | 243,470              |
| Emerging market funds                               | -              | 35,472               | -                   | 35,472               |
| Total pooled separate accounts                      | -              | 10,660,960           | -                   | 10,660,960           |
| Guaranteed Portfolio Fund                           | -              | -                    | 2,889,581           | 2,889,581            |
| Total                                               | <u>\$ -</u>    | <u>\$ 10,660,960</u> | <u>\$ 2,889,581</u> | <u>\$ 13,550,541</u> |

PROVIDER SERVICES, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

**Note 4. Fair Value Measurements (Continued)**

The tables below set forth a summary of changes in the fair value of the Plan's Level 3 assets for the years ended December 31, 2010 and 2009:

|                                                                                       | Level 3 Assets                     |                                  |
|---------------------------------------------------------------------------------------|------------------------------------|----------------------------------|
|                                                                                       | <u>2010</u>                        |                                  |
|                                                                                       | Guaranteed<br>Interest<br>Contract | Guaranteed<br>Portfolio<br>Funds |
| Balance, beginning of year                                                            | \$ -                               | \$ 2,889,581                     |
| Realized gains                                                                        | -                                  | 181,774                          |
| Unrealized gains (losses) relating to instruments<br>still held at the reporting date | 18,260                             | -                                |
| Purchases, sales, issuances and settlements (net)                                     | <u>840,866</u>                     | <u>(3,071,355)</u>               |
| Balance, end of year                                                                  | <u>\$ 859,126</u>                  | <u>\$ -</u>                      |

|                                                                                       | Level 3 Assets                   |  |
|---------------------------------------------------------------------------------------|----------------------------------|--|
|                                                                                       | <u>2009</u>                      |  |
|                                                                                       | Guaranteed<br>Portfolio<br>Funds |  |
| Balance, beginning of year                                                            | \$ 2,664,164                     |  |
| Realized gains                                                                        | -                                |  |
| Unrealized gains (losses) relating to instruments<br>still held at the reporting date | -                                |  |
| Purchases, sales, issuances and settlements (net)                                     | <u>225,417</u>                   |  |
| Balance, end of year                                                                  | <u>\$ 2,889,581</u>              |  |

**Note 5. Party-in-Interest Transactions**

For 2010, investments in the Guaranteed Interest Contract are managed by Massachusetts Mutual Life Insurance Company ("MassMutual"). For 2009, Plan investments were units in pooled separate accounts or a guaranteed investment contract managed by Great-West Life & Annuity Insurance Company ("Great-West"). MassMutual is a Custodian and Great-West was the Trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Administrative expenses paid to the Custodian and Trustee were \$51,642 and \$11,267 in 2010 and 2009, respectively.

PROVIDER SERVICES, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

**Note 6. Income Tax Status**

The prototype document on which this Plan is based obtained a determination letter from the Internal Revenue Service ("IRS"), in which the IRS stated that the basic prototype document and related trust, as then designed, was in compliance with the applicable requirements of the IRC. Although the Plan has been amended since the prototype was adopted, the Company believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan's management has analyzed the tax positions taken by the Plan and has concluded that, as of December 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan's management believes it is no longer subject to income tax examinations for years prior to 2007.

**Note 7. Plan Amendments**

During 2010, the Plan was formally amended to allow for an asset charge equal to .27% on an annual basis to be applied to all assets maintained under the MassMutual group annuity contract.

**Note 8. Reconciliation of Financial Statements to Form 5500**

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2010 to the Form 5500:

|                                                                |                      |
|----------------------------------------------------------------|----------------------|
| Net assets available for benefits per the financial statements | \$ 17,441,636        |
| Less: participant contributions receivable                     | (58,812)             |
| Less: employer contributions receivable                        | <u>(6,923)</u>       |
| Net assets available for benefits per the Form 5500            | <u>\$ 17,375,901</u> |

The following is a reconciliation of contributions per the financial statements for the year ended December 31, 2010 to the Form 5500:

|                                                  |                     |
|--------------------------------------------------|---------------------|
| Total contributions per the financial statements | \$ 2,484,266        |
| Less: participant contributions receivable       | (58,812)            |
| Less: employer contributions receivable          | <u>(6,923)</u>      |
| Total contributions per the Form 5500            | <u>\$ 2,418,531</u> |

SUPPLEMENTAL SCHEDULE

PROVIDER SERVICES, INC. RETIREMENT PLAN

EMPLOYER NO. 34-1873326

PLAN NO. 001

SCHEDULE H, LINE 4(i)  
SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2010

| (a) | (b) <u>Identity of Party</u>                | (c) <u>Description of Investment</u>             | Current<br>(e) <u>Value</u> |
|-----|---------------------------------------------|--------------------------------------------------|-----------------------------|
|     |                                             | Mutual Funds:                                    |                             |
|     | Thornburg                                   | Thornburg International Value Fund               | \$ 1,812,284                |
|     | PIMCO                                       | PIMCO Total Return Fund                          | 1,623,491                   |
|     | MainStay                                    | Mainstay Indexed Bond Fund                       | 1,559,327                   |
|     | Eaton Vance                                 | Eaton Vance Large-Cap Value Fund                 | 1,403,089                   |
|     | Victory                                     | Victory Diversified Stock Fund                   | 1,341,748                   |
|     | Columbia                                    | Columbia Large Cap Index Fund                    | 1,213,233                   |
|     | American Funds                              | American Funds Growth Fund of America            | 1,171,232                   |
|     | Invesco                                     | Invesco Mid Cap Core Equity Fund                 | 940,833                     |
|     | Franklin Templeton Investment Funds         | Templeton Global Bond Fund                       | 927,903                     |
|     | MFS                                         | MFS International New Discovery Fund             | 788,136                     |
|     | Invesco                                     | Invesco Van Kampen Small Cap Value Fund          | 772,713                     |
|     | Baron Capital Group                         | Baron Growth Fund                                | 760,941                     |
|     | MainStay                                    | Mainstay High Yield Corporate Bond Fund          | 695,446                     |
|     | DWS Investments                             | DWS RREEF Real Estate Securities Fund            | 635,940                     |
|     | American Century Investments                | American Century Inflation Adjustment Bond Fund  | 509,232                     |
|     | MFS                                         | MFS Total Return Fund                            | 51,311                      |
|     |                                             |                                                  | <u>16,206,859</u>           |
| *   | Massachusetts Mutual Life Insurance Company | Guaranteed Interest Contract (at contract value) | 840,866                     |
| *   | Participant loans                           | Interest rates vary (3.25% - 10.25%)             | <u>328,176</u>              |
|     |                                             |                                                  | <u>\$ 17,375,901</u>        |

\* Represents a party-in-interest

|                                                                                                         |                                                             |
|---------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
| <b>A Name of Plan</b><br><b>Provider Services, Inc. Retirement Plan</b>                                 | <b>B Three-digit plan Number</b><br><b>001</b>              |
| <b>C Plan sponsor's name as shown on line 2a of Form 5500</b><br><b>Provider Services Holdings, LLC</b> | <b>D Employer Identification Number</b><br><b>810681796</b> |

### Schedule H, line 4i - Schedule of Assets (Held At End of Year)

| (a) | (b) Identity of issue, borrower, lessor, or similar part | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | (d) Cost  | (e) Current Value |
|-----|----------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|-----------|-------------------|
| *   | MassMutual Premier                                       | Holding Account - MF-AG                                                                                     | 0         | 0                 |
| *   | Victory                                                  | MF-106                                                                                                      | 1,155,289 | 1,341,748         |
| *   | Mainstay                                                 | MF-738                                                                                                      | 1,577,329 | 1,559,327         |
| *   | Columbia                                                 | MF-747                                                                                                      | 1,039,919 | 1,213,233         |
| *   | American Century                                         | MF-782                                                                                                      | 505,086   | 509,232           |
| *   | Mainstay                                                 | MF-783                                                                                                      | 673,972   | 695,446           |
| *   | DWS Investments                                          | MF-784                                                                                                      | 482,646   | 635,940           |
| *   | Thornburg                                                | MF-CJ                                                                                                       | 1,535,958 | 1,812,284         |
| *   | Eaton Vance                                              | MF-GD                                                                                                       | 1,241,772 | 1,403,089         |
| *   | Van Kampen                                               | MF-HF                                                                                                       | 623,146   | 772,713           |
| *   | American Funds                                           | MF-HW                                                                                                       | 1,009,939 | 1,171,232         |
| *   | Allianz Global Investors                                 | MF-TZ                                                                                                       | 1,648,302 | 1,623,491         |
| *   | Franklin/Templeton                                       | MF-UE                                                                                                       | 876,994   | 927,903           |
| *   | MFS Investment Management                                | MF-WQ                                                                                                       | 47,522    | 51,311            |
| *   | MFS Investment Management                                | MF-WR                                                                                                       | 639,248   | 788,136           |
| *   | AIM                                                      | MF-WT                                                                                                       | 831,157   | 940,833           |
| *   | Baron                                                    | MF-WY                                                                                                       | 599,134   | 760,941           |
| *   | SAGIC (60436)                                            | SIA-P3                                                                                                      | 0         | 838,181           |
| *   | SIA-P3 - Miscellaneous                                   | SIA-P3                                                                                                      | 0         | 2,685             |
|     | Participant Loans                                        | 3.250000 - 10.250000                                                                                        | 0         | 328,176           |

|                                                                                                  |                                                      |            |
|--------------------------------------------------------------------------------------------------|------------------------------------------------------|------------|
| A Name of Plan<br><b>Provider Services, Inc. Retirement Plan</b>                                 | B Three-digit<br>Plan Number                         | <b>001</b> |
| C Plan sponsor's name as shown on line 2a of Form 5500<br><b>Provider Services, Holding, LLC</b> | D Employee Identification Number<br><b>810681796</b> |            |

### Schedule of Reportable Transactions

| (a) Identity of party involved | (b) Description of asset (include interest rate and maturity in case of a loan) | (c) Purchase price | (d) Selling price | (e) Lease Rental | (f) Expense incurred with transaction | (g) Cost of asset | (h) Current Value of asset on transaction date | (i) Net gain or (loss) |
|--------------------------------|---------------------------------------------------------------------------------|--------------------|-------------------|------------------|---------------------------------------|-------------------|------------------------------------------------|------------------------|
|                                | Guaranteed Interest                                                             | 736,962            | 0                 | 0                | 0                                     | 0                 | 0                                              | 0                      |
| AIM                            | MF-WT                                                                           | 704,795            | 0                 | 0                | 0                                     | 0                 | 0                                              | 0                      |
| Victory                        | MF-106                                                                          | 1,085,968          | 0                 | 0                | 0                                     | 0                 | 0                                              | 0                      |
| Columbia                       | MF-747                                                                          | 988,294            | 0                 | 0                | 0                                     | 0                 | 0                                              | 0                      |
| Mainstay                       | MF-738                                                                          | 1,394,300          | 0                 | 0                | 0                                     | 0                 | 0                                              | 0                      |
| Thornburg                      | MF-CJ                                                                           | 1,367,275          | 0                 | 0                | 0                                     | 0                 | 0                                              | 0                      |
| Eaton Vance                    | MF-GD                                                                           | 1,097,137          | 0                 | 0                | 0                                     | 0                 | 0                                              | 0                      |
| American F                     | MF-HW                                                                           | 913,134            | 0                 | 0                | 0                                     | 0                 | 0                                              | 0                      |
| Franklin Tem                   | MF-UE                                                                           | 769,870            | 0                 | 0                | 0                                     | 0                 | 0                                              | 0                      |
| Allianz Glob                   | MF-TZ                                                                           | 1,421,306          | 0                 | 0                | 0                                     | 0                 | 0                                              | 0                      |

|                                                                                                         |                                                             |
|---------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
| <b>A Name of Plan</b><br><b>Provider Services, Inc. Retirement Plan</b>                                 | <b>B Three-digit plan Number</b><br><b>001</b>              |
| <b>C Plan sponsor's name as shown on line 2a of Form 5500</b><br><b>Provider Services Holdings, LLC</b> | <b>D Employer Identification Number</b><br><b>810681796</b> |

### Schedule C Formula Description and/or EIC Statement Description

| Service Provider Name    | Service Provider EIN | Service Provider Address | Formula / EIC Statement                                                                                                                                                                                       |
|--------------------------|----------------------|--------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Allianz Global Investors | 330239892            |                          | MassMutual provided the Plan with the required written disclosure for Management Fees received by Allianz Global Investors with respect to PIMCO Total Return Fund (MF-TZ).                                   |
| Allianz Global Investors | 330239892            |                          | MassMutual provided the plan with the required written disclosure for Other Fees received by Allianz Global Investors with respect to PIMCO Total Return Fund (MF-TZ).                                        |
| American Century         | 446006315            |                          | MassMutual provided the Plan with the required written disclosure for Management Fees received by American Century with respect to American Century Inflation Adjustment Bond Fund (MF-782).                  |
| American Funds           | 520792143            |                          | MassMutual provided the Plan with the required written disclosure for Management Fees received by American Funds with respect to American Funds Growth Fund of America (MF-HW).                               |
| American Funds           | 520792143            |                          | MassMutual provided the plan with the required written disclosure for Other Fees received by American Funds with respect to American Funds Growth Fund of America (MF-HW).                                    |
| Baron                    | 133806818            |                          | MassMutual provided the Plan with the required written disclosure for Management Fees received by Baron with respect to Growth (Baron) (MF-WY).                                                               |
| Baron                    | 133806818            |                          | MassMutual provided the plan with the required written disclosure for Other Fees received by Baron with respect to Growth (Baron) (MF-WY).                                                                    |
| Columbia                 | 560906609            |                          | MassMutual provided the Plan with the required written disclosure for Management Fees received by Columbia with respect to Columbia Large Cap Index Fund (MF-747).                                            |
| DWS Investments          | 133241232            |                          | MassMutual provided the Plan with the required written disclosure for Management Fees received by DWS Investments with respect to DWS Equity 500 Index Fund (MF-784).                                         |
| DWS Investments          | 133241232            |                          | MassMutual provided the Plan with the required written disclosure for Management Fees received by DWS Investments with respect to DWS RREEF Real Estate Securities Fund (MF-784).                             |
| DWS Investments          | 133241232            |                          | MassMutual provided the plan with the required written disclosure for Other Fees received by DWS Investments with respect to DWS Equity 500 Index Fund (MF-784).                                              |
| DWS Investments          | 133241232            |                          | MassMutual provided the plan with the required written disclosure for Other Fees received by DWS Investments with respect to DWS RREEF Real Estate Securities Fund (MF-784).                                  |
| Eaton Vance              | 046006714            |                          | MassMutual provided the Plan with the required written disclosure for Management Fees received by Eaton Vance with respect to Eaton Vance Large-Cap Value Fund (MF-GD).                                       |
| Eaton Vance              | 046006714            |                          | MassMutual provided the plan with the required written disclosure for Other Fees received by Eaton Vance with respect to Eaton Vance Large-Cap Value Fund (MF-GD).                                            |
| Eaton Vance              | 046006714            |                          | MassMutual provided the plan with the required written disclosure for Shareholder Service Fees received by Eaton Vance with respect to Eaton Vance Large-Cap Value Fund (MF-GD).                              |
| Franklin/Templeton       | 596865210            |                          | MassMutual provided the Plan the required written disclosure for soft dollar compensation received by Franklin/Templeton & any affiliates (if applicable) with respect to Templeton Global Bond Fund (MF-UE). |
| Franklin/Templeton       | 596865210            |                          | MassMutual provided the plan with the required written disclosure for Administrative Fees received by Franklin/Templeton with respect to Templeton Global Bond Fund (MF-UE).                                  |
| Franklin/Templeton       | 596865210            |                          | MassMutual provided the Plan with the required written disclosure for Management Fees received by Franklin/Templeton with respect to Templeton Global Bond Fund (MF-UE).                                      |
| Franklin/Templeton       | 596865210            |                          | MassMutual provided the plan with the required written disclosure for Shareholder Service Fees received by Franklin/Templeton with respect to Templeton Global Bond Fund (MF-UE).                             |

|                                             |           |                                                                                                                                                                              |
|---------------------------------------------|-----------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Invesco                                     | 364277151 | MassMutual provided the Plan with the required written disclosure for Management Fees received by Invesco with respect to Invesco Van Kampen Small Cap Value Fund (MF-HF).   |
| Invesco                                     | 364277151 | MassMutual provided the plan with the required written disclosure for Other Fees received by Invesco with respect to Invesco Van Kampen Small Cap Value Fund (MF-HF).        |
| Invesco                                     | 946602729 | MassMutual provided the Plan with the required written disclosure for Management Fees received by Invesco with respect to Invesco Mid Cap Core Equity Fund (MF-WT).          |
| Invesco                                     | 946602729 | MassMutual provided the plan with the required written disclosure for Other Fees received by Invesco with respect to Invesco Mid Cap Core Equity Fund (MF-WT).               |
| Mainstay                                    | 522206685 | MassMutual provided the Plan with the required written disclosure for Management Fees received by Mainstay with respect to Mainstay High Yield Corporate Bond Fund (MF-783). |
| Mainstay                                    | 522206685 | MassMutual provided the Plan with the required written disclosure for Management Fees received by Mainstay with respect to Mainstay Indexed Bond Fund (MF-738).              |
| Mainstay                                    | 522206685 | MassMutual provided the plan with the required written disclosure for Other Fees received by Mainstay with respect to Mainstay High Yield Corporate Bond Fund (MF-783).      |
| Mainstay                                    | 522206685 | MassMutual provided the plan with the required written disclosure for Other Fees received by Mainstay with respect to Mainstay Indexed Bond Fund (MF-738).                   |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to American Funds Growth Fund of America (MF-HW).       |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Columbia Large Cap Index Fund (MF-747).              |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to DWS Equity 500 Index Fund (MF-784).                  |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Eaton Vance Large-Cap Value Fund (MF-GD).            |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Growth (Baron) (MF-WY).                              |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Invesco Mid Cap Core Equity Fund (MF-WT).            |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Invesco Van Kampen Small Cap Value Fund (MF-HF).     |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Mainstay High Yield Corporate Bond Fund (MF-783).    |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Mainstay Indexed Bond Fund (MF-738).                 |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to MFS International New Discovery Fund (MF-WR).        |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual provided the Plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Premier Money Market Fund (MF-AG).                   |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Total Return (MFS) (MF-WQ).                          |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual provided the Plan with the required written disclosure for float revenue received by MassMutual.                                                                  |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to Premier Money Market Fund (MF-AG).              |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual received estimated Sub-TA Fees of (10 basis points * plan assets) with respect to American Funds Growth Fund of America (MF-HW).                                  |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual received estimated Sub-TA Fees of (10 basis points * plan assets) with respect to Columbia Large Cap Index Fund (MF-747).                                         |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual received estimated Sub-TA Fees of (10 basis points * plan assets) with respect to DWS Equity 500 Index Fund (MF-784).                                             |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual received estimated Sub-TA Fees of (10 basis points * plan assets) with respect to Total Return (MFS) (MF-WQ).                                                     |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual received estimated Sub-TA Fees of (15 basis points * plan assets) with respect to Growth (Baron) (MF-WY).                                                         |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual received estimated Sub-TA Fees of (15 basis points * plan assets) with respect to Mainstay High Yield Corporate Bond Fund (MF-783).                               |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual received estimated Sub-TA Fees of (15 basis points * plan assets) with respect to Mainstay High Yield Corporate Bond Fund (MF-783).                               |

|                                             |           |                                                                                                                                                                                           |
|---------------------------------------------|-----------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Company                                     |           | respect to MFS International New Discovery Fund (MF-WR).                                                                                                                                  |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to American Century Inflation Adjustment Bond Fund (MF-782).                                    |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to Eaton Vance Large-Cap Value Fund (MF-GD).                                                    |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to Invesco Mid Cap Core Equity Fund (MF-WT).                                                    |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to Invesco Van Kampen Small Cap Value Fund (MF-HF).                                             |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to PIMCO Total Return Fund (MF-TZ).                                                             |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to Victory Diversified Stock (MF-106).                                                          |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual received estimated Sub-TA Fees of (40 basis points * plan assets) with respect to Thornburg International Value Fund (MF-CJ).                                                  |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual received estimated Sub-TA Fees of (5 basis points * plan assets) with respect to Mainstay Indexed Bond Fund (MF-738).                                                          |
| MFS Investment Management                   | 042468583 | MassMutual provided the Plan with the required written disclosure for Management Fees received by MFS Investment Management with respect to Total Return (MFS) (MF-WQ).                   |
| MFS Investment Management                   | 042468583 | MassMutual provided the plan with the required written disclosure for Other Fees received by MFS Investment Management with respect to Total Return (MFS) (MF-WQ).                        |
| MFS Investment Management                   | 043379729 | MassMutual provided the Plan with the required written disclosure for Management Fees received by MFS Investment Management with respect to MFS International New Discovery Fund (MF-WR). |
| MFS Investment Management                   | 043379729 | MassMutual provided the plan with the required written disclosure for Other Fees received by MFS Investment Management with respect to MFS International New Discovery Fund (MF-WR).      |
| Thornburg                                   | 850451747 | MassMutual provided the Plan with the required written disclosure for Management Fees received by Thornburg with respect to Thornburg International Value Fund (MF-CJ).                   |
| Thornburg                                   | 850451747 | MassMutual provided the plan with the required written disclosure for Other Fees received by Thornburg with respect to Thornburg International Value Fund (MF-CJ).                        |
| Victory                                     | 316364605 | MassMutual provided the Plan with the required written disclosure for Management Fees received by Victory with respect to Victory Diversified Stock (MF-106).                             |
| Victory                                     | 316364605 | MassMutual provided the plan with the required written disclosure for Other Fees received by Victory with respect to Victory Diversified Stock (MF-106).                                  |