

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2011</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information	
1a Name of plan PROHEALTH PHYSICIANS, INC. 401(K) PLAN II 2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) PROHEALTH PHYSICIANS, INC. 4 FARM SPRINGS ROAD FARMINGTON, CT 06032	1b Three-digit plan number (PN) ▶ <u>002</u>	1c Effective date of plan <u>01/01/1996</u>
	2b Employer Identification Number (EIN) <u>06-1446075</u>	2c Sponsor's telephone number <u>860-284-5200</u>
	2d Business code (see instructions) <u>621111</u>	

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/02/2012	BRUCE ELLIOTT
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") PROHEALTH PHYSICIANS, INC. 4 FARM SPRINGS ROAD FARMINGTON, CT 06032		3b Administrator's EIN 06-1446075
		3c Administrator's telephone number 860-284-5200
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5	621
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	555
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	62
d Subtotal. Add lines 6a , 6b , and 6c	6d	617
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	617
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	568
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	36
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions: 2A 2E 2F 2G 2J 2R 2T 3D		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>PROHEALTH PHYSICIANS, INC. 401(K) PLAN II</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PROHEALTH PHYSICIANS, INC.</u>	D Employer Identification Number (EIN) <u>06-1446075</u>

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
CHARLES SCHWAB & CO. INC. AND AFFIL

94-1737782

(b) Enter name and EIN or address of person who provided you disclosure 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)

SCHWAB RETIREMENT PLAN SERVICES INC

34-1479833

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 50 64	NONE	12264	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FIDUCIARY INVESTMENT ADVISORS

20-4751585

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50	NONE	9375	Yes ☒ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

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

CHARLES SCHWAB & CO., INC.

94-1737782

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
33 50 59 62 71	NONE	2562	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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)

CHARLES SCHWAB BANK

42-1558009

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
59 49 50 52 62	NONE	5	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
CHARLES SCHWAB & CO. INC. AND AFFIL	59	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.	
SEE ATTACHMENT 11-1111111	SEE ATTACHMENT	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>PROHEALTH PHYSICIANS, INC. 401(K) PLAN II</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>PROHEALTH PHYSICIANS, INC.</u>	D Employer Identification Number (EIN) <u>06-1446075</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SCHWAB STABLE VALUE INSTL</u>		
b Name of sponsor of entity listed in (a): <u>CHARLES SCHWAB BANK</u>		
c EIN-PN <u>81-0625180-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>5104048</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SCHWAB MANAGED RET INCOME II</u>		
b Name of sponsor of entity listed in (a): <u>CHARLES SCHWAB BANK</u>		
c EIN-PN <u>81-0625169-005</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>184612</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SCHWAB MANAGED RET 2010 CL II</u>		
b Name of sponsor of entity listed in (a): <u>CHARLES SCHWAB BANK</u>		
c EIN-PN <u>81-0625169-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>957801</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SCHWAB MANAGED RET 2020 CL II</u>		
b Name of sponsor of entity listed in (a): <u>CHARLES SCHWAB BANK</u>		
c EIN-PN <u>81-0625169-002</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2092226</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SCHWAB MANAGED RET 2030 CL II</u>		
b Name of sponsor of entity listed in (a): <u>CHARLES SCHWAB BANK</u>		
c EIN-PN <u>81-0625169-003</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>948023</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SCHWAB MANAGED RET 2040 CL II</u>		
b Name of sponsor of entity listed in (a): <u>CHARLES SCHWAB BANK</u>		
c EIN-PN <u>81-0625169-004</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>588408</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SCHWAB MANAGED RET 2050 CL II</u>		
b Name of sponsor of entity listed in (a): <u>CHARLES SCHWAB BANK</u>		
c EIN-PN <u>81-0625169-010</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>197611</u>

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
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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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="font-size: 24pt; font-weight: bold;">2011</div> This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan PROHEALTH PHYSICIANS, INC. 401(K) PLAN II	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 PROHEALTH PHYSICIANS, INC.	D Employer Identification Number (EIN) 06-1446075	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1356	
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	9321	11000
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)	7026	
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	317602	401855
(9) Value of interest in common/collective trusts.....	1c(9)	9395947	10072729
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	17940449	18703936
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	1062231	1082241

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	28733932	30271761

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	28733932	30271761
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1516948	
(B) Participants	2a(1)(B)	1873825	
(C) Others (including rollovers)	2a(1)(C)	102154	
(2) Noncash contributions	2a(2)		3492927
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	13389	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		13389
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	255071	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		255071
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B).....	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		33993
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-678815
c Other income.....	2c		-51355
d Total income. Add all income amounts in column (b) and enter total.....	2d		3065210

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1505742	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		1505742
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	9375	
(4) Other	2i(4)	12264	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		21639
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1527381

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1537829
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

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: MARCUM LLP (2) EIN: 11-1986323

d The opinion of an independent qualified public accountant is **not attached** because:
 (1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

- 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)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>PROHEALTH PHYSICIANS, INC. 401(K) PLAN II</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PROHEALTH PHYSICIANS, INC.</u>	D Employer Identification Number (EIN) <u>06-1446075</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>42-1558009</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

PROHEALTH PHYSICIANS, INC. 401(k) PLAN II

**FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE**

DECEMBER 31, 2011 AND 2010

PROHEALTH PHYSICIANS, INC. 401(k) PLAN II

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INDEPENDENT AUDITORS' REPORT

Plan Administrator and Participants
ProHealth Physicians, Inc. 401(k) Plan II

We were engaged to audit the accompanying statements of net assets available for benefits of the ProHealth Physicians, Inc. 401(k) Plan II (the "Plan") as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended and the supplemental Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2011. These financial statements and the 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 information summarized in Note 3, which was certified by Charles Schwab Trust Company, the trustee 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 the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2011 and 2010, that the information provided to the plan administrator by the trustee is complete and accurate.

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

Marcum LLP

Hartford, CT
September 27, 2012

PROHEALTH PHYSICIANS, INC. 401(k) PLAN II

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2011 AND 2010

	2011	2010
Assets		
Investments - at Fair Value		
Mutual funds	\$ 18,703,936	\$ 17,940,449
Fully benefit-responsive contracts -		
Stable value fund	5,104,048	5,125,647
Common collective trusts	4,968,681	4,270,300
Self-directed brokerage accounts	<u>1,082,241</u>	<u>1,069,257</u>
Total Investments	<u>29,858,906</u>	<u>28,405,653</u>
Receivables		
Notes receivable from participants	401,855	317,602
Employer contributions	--	1,356
Other	<u>11,000</u>	<u>9,321</u>
Total Receivables	<u>412,855</u>	<u>328,279</u>
Net Assets Available for Benefits at Fair Value	30,271,761	28,733,932
Adjustment from Fair Value to Contract Value for		
Interests in Fully Benefit-Responsive Contracts	<u>(34,977)</u>	<u>(128,916)</u>
Net Assets Available for Benefits	<u>\$ 30,236,784</u>	<u>\$ 28,605,016</u>

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

PROHEALTH PHYSICIANS, INC. 401(k) PLAN II

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

	<u>2011</u>	<u>2010</u>
Additions to Net Assets		
Investment Income (Loss)		
Net (depreciation) appreciation in fair value of investments	\$ (347,167)	\$ 2,862,933
Interest Income on Notes Receivable from Participants	13,389	16,584
Contributions		
Participant contributions	1,975,979	1,858,155
Employer contributions	<u>1,516,948</u>	<u>1,419,057</u>
Total Contributions	<u>3,492,927</u>	<u>3,277,212</u>
Total Additions	<u>3,159,149</u>	<u>6,156,729</u>
Deductions from Net Assets		
Benefits paid to participants	1,505,742	2,025,038
Administrative expenses	<u>21,639</u>	<u>30,851</u>
Total Deductions	<u>1,527,381</u>	<u>2,055,889</u>
Net Increase in Net Assets Available for Benefits	1,631,768	4,100,840
Net Assets Available for Benefits - Beginning	<u>28,605,016</u>	<u>24,504,176</u>
Net Assets Available for Benefits - Ending	<u>\$ 30,236,784</u>	<u>\$ 28,605,016</u>

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

PROHEALTH PHYSICIANS, INC. 401(k) PLAN II

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the ProHealth Physicians, Inc. 401k Plan II (the "Plan") provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

GENERAL

The Plan is a defined contribution plan covering approximately half of the employees of ProHealth Physicians, Inc. (the "Company") and approximately half of the physicians of the ProHealth Physicians P.C. and its employees, age twenty-one or older and have at least one year and one thousand hours of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

CONTRIBUTIONS

During 2011 and 2010, participants could contribute any percentage of their pretax annual compensation, as defined, to the Plan and in accordance with the Internal Revenue Code ("IRC"), up to a maximum of \$16,500 for each year. Participants who were age 50 and older were allowed an additional \$5,500 contribution in both 2011 and 2010, pursuant to IRC Section 402(g). Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. The Company contributes a discretionary matching contribution equal to a uniform percentage of each such participant's deferred compensation. Additional amounts may be contributed at the option of the Company's Board of Directors.

INVESTMENT OPTIONS

All investment programs are fully participant directed. Participants may direct the investment of their elective deferrals into any of the Plan's available investment options.

PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contributions; and (b) plan earnings, and is charged with an allocation of administrative expenses that were not paid by the Company. Allocations are based on participant earnings or account balances, as defined. Forfeited balances of terminated participants' non-vested accounts may be used to reduce future Company contributions or pay plan expenses.

PROHEALTH PHYSICIANS, INC. 401(k) PLAN II

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

VESTING

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in contributions made by the Company is determined based on the participant's number of years of service. Participants who have two or more years of service are 100 percent vested.

NOTES RECEIVABLE FROM PARTICIPANTS

Participants may borrow from their accounts up to a maximum equal to the lesser of \$50,000 or 50 percent of the present value of their non-forfeitable accrued benefit. Loan terms range from 1 to 5 years or, for a reasonable period in excess of 5 years when the loan proceeds are used for the purchase of a primary residence. Plan provisions require that loans shall be adequately secured, bear a reasonable rate of interest, and that payments of principal and interest should be made at least quarterly. Interest rates ranged from 4.25 percent to 10 percent on outstanding loans at December 31, 2011.

PAYMENT OF BENEFITS

Upon termination of service due to death, disability or retirement, a participant may receive a lump-sum amount equal to the vested value of the participant's account. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

FORFEITURES

Forfeitures result from non-vested Company matching contributions remaining in the Plan for terminated employees. Forfeitures are available to first reduce administrative expenses and then offset Company cash contributions. At December 31, 2011 and 2010, forfeited accounts totaled \$15,646 and \$22,991, respectively. For the years ended December 31, 2011 and 2010, \$14,187 and \$20,770, respectively, was used to offset administrative expenses.

HARDSHIP WITHDRAWALS

The plan allows for "hardship" withdrawals in accordance with the Internal Revenue Service regulations as specified within the plan agreement.

PROHEALTH PHYSICIANS, INC. 401(k) PLAN II

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

ADMINISTRATIVE EXPENSES

Administrative expenses not paid by the Plan are paid by the Company.

PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event of plan termination, participants will become 100 percent vested in their accounts. The assets available after the payment of any plan expenses shall be distributed to the participants in accordance with the value of their accounts as of the date of termination.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements of the Plan are prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACT

Investments held by the Plan are 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 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 contracts as well as the adjustment of the fully benefit-responsive contracts from fair value to contract value. The statements of changes in net assets available for benefits are prepared on a contract value basis.

INVESTMENT VALUATION AND INCOME RECOGNITION

Investments in mutual funds and self-directed brokerage accounts are stated at fair value. Fair value is determined by Charles Schwab Trust Company, the trustee of the Plan (the "Trustee"), generally by reference to published market data.

PROHEALTH PHYSICIANS, INC. 401(k) PLAN II

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The fully benefit-responsive contracts and common collective trusts are valued at estimated fair value as determined by the Trustee. Fair value for the fully benefit-responsive contracts and common collective trusts is determined at their respective net asset value per share/unit reported for a given day, which is based on the fair value of the underlying assets.

With respect to the Charles Schwab Stable Value Fund, there is no reserve against contract value for credit risk of the contract issuer or otherwise. The average yield of the Charles Schwab Stable Value Fund was approximately 1.53 and 2.73 percent for 2011 and 2010, respectively. The crediting interest rate was 4.59 percent as of December 31, 2011, based on an elevated yield that will be utilized to distribute gains in preparation for the termination of the fund on April 30, 2012. The crediting interest rate was 2.73 percent as of December 30, 2010.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis.

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 certain amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

RISKS AND UNCERTAINTIES

Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. 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 financial statements.

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.

PROHEALTH PHYSICIANS, INC. 401(k) PLAN II

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

PAYMENT OF BENEFITS

Benefits are recorded when paid.

SUBSEQUENT EVENTS

Subsequent events were evaluated through September 27, 2012, which is the date the financial statements were available to be issued. There were no subsequent events requiring recognition or disclosure in the financial statements.

NOTE 3 - INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED)

All investment information disclosed in the accompanying financial statements and supplemental schedule, including investments held at December 31, 2011 and 2010, and net (depreciation) appreciation in fair value of investments and interest income for the years then ended was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by the Trustee.

The Trustee reported that the fair value of investments held by the Plan at December 31, 2011 and 2010 was \$29,858,906 and \$28,405,653, respectively. The Trustee also reported that notes receivable from participants at December 31, 2011 and 2010 totaled \$401,855 and \$317,602, respectively.

The Trustee reported that the Plan's investments (including gains and losses on investments bought and sold, as well as held during each period) (depreciated) appreciated in value as follows:

	2011	2010
Net (depreciation) appreciation in fair value:		
Mutual funds	\$ (423,744)	\$ 2,294,725
Fully benefit-responsive contracts - Stable value fund	209,695	130,544
Common collective trusts	(81,763)	484,538
Self-directed brokerage accounts	(51,355)	(46,874)
	<u>\$ (347,167)</u>	<u>\$ 2,862,933</u>

PROHEALTH PHYSICIANS, INC. 401(k) PLAN II

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

NOTE 3 - INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED) (CONTINUED)

The Trustee also reported interest income on notes receivable from participants as follows:

	2011	2010
Interest income on notes receivable from participants	<u>\$ 13,389</u>	<u>\$ 16,584</u>

The following table represents investments at December 31, 2011 and 2010 that represent 5 percent or more of the Plan's net assets available for benefits.

	Shares		Fair Value	
	2011	2010	2011	2010
Mutual Funds:				
The Growth Fund of America Inc Class R4	*	121,906	*	\$ 3,680,345
Munder Mid-Cap Core Growth Fund Class Y	*	53,474	*	1,521,348
MainStay Large Cap Growth R1	494,125	*	\$3,458,876	*
PIMCO Total Return Fund Class D	335,619	247,698	3,648,174	2,687,528
Schwab S&P 500 Index	190,303	181,212	3,724,238	3,546,325
Thornburg International Value Fund Class I	80,649	79,661	1,982,355	2,281,502
Stable Value Fund:				
The Charles Schwab Stable Value Fund	248,462	255,655	5,104,048	5,125,647
Common Collective Trusts:				
The Schwab Managed Retirement Trust Fund 2020	121,078	97,994	2,092,226	1,719,791

* Less than 5% of net assets available for benefits

NOTE 4 - FAIR VALUE MEASUREMENTS

The Plan establishes a framework for measuring fair value and expands disclosures about fair value measurements. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The levels of the fair value hierarchy are as follows:

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

PROHEALTH PHYSICIANS, INC. 401(k) PLAN II

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

NOTE 4 - FAIR VALUE MEASUREMENTS (CONTINUED)

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 tables set forth the Plan's investments at fair value as of December 31, 2011 and 2010 by level within the ASC Topic 820 fair value hierarchy.

PROHEALTH PHYSICIANS, INC. 401(k) PLAN II

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

NOTE 4 - FAIR VALUE MEASUREMENTS (CONTINUED)

	Level 1	Level 2	Level 3	Total
December 31, 2011				
Mutual funds				
Small cap	\$ 330,795	\$ --	\$ --	\$ 330,795
Mid cap	390,662	--	--	390,662
Large blend	4,845,430	--	--	4,845,430
Large cap	621,823	--	--	621,823
Foreign large blend	147,250	--	--	147,250
Growth	4,850,225	--	--	4,850,225
Bond	4,188,694	--	--	4,188,694
Foreign large growth	1,982,355	--	--	1,982,355
Small growth	<u>1,346,702</u>	<u>--</u>	<u>--</u>	<u>1,346,702</u>
Total mutual funds	18,703,936	--	--	18,703,936
Stable value fund	--	5,104,048	--	5,104,048
Common collective trusts	--	4,968,681	--	4,968,681
Self-directed brokerage accounts	<u>1,082,241</u>	<u>--</u>	<u>--</u>	<u>1,082,241</u>
Total investments	<u>\$ 19,786,177</u>	<u>\$ 10,072,729</u>	<u>\$ --</u>	<u>\$ 29,858,906</u>

PROHEALTH PHYSICIANS, INC. 401(k) PLAN II

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

NOTE 4 - FAIR VALUE MEASUREMENTS (CONTINUED)

	Level 1	Level 2	Level 3	Total
December 31, 2010				
Mutual funds				
Small cap	\$ 377,147	\$ --	\$ --	\$ 377,147
Mid cap	287,400	--	--	287,400
Large blend	4,691,124	--	--	4,691,124
Large cap	638,531	--	--	638,531
Foreign large blend	228,423	--	--	228,423
Growth	5,201,694	--	--	5,201,694
Bond	2,977,075	--	--	2,977,075
Foreign large growth	2,281,502	--	--	2,281,502
Small growth	1,257,553	--	--	1,257,553
Total mutual funds	17,940,449	--	--	17,940,449
Stable value fund	--	5,125,647	--	5,125,647
Common collective trusts	--	4,270,300	--	4,270,300
Self-directed brokerage accounts	1,069,257	--	--	1,069,257
Total investments	<u>\$ 19,009,706</u>	<u>\$ 9,395,947</u>	<u>\$ --</u>	<u>\$ 28,405,653</u>

NOTE 5 - TAX STATUS

The Plan has received a determination letter from the Internal Revenue Service dated August 24, 2010, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the "Code") and therefore the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and therefore believes 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 Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the taxing authorities. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, 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 is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

PROHEALTH PHYSICIANS, INC. 401(k) PLAN II

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

NOTE 6 - PARTY-IN-INTEREST TRANSACTIONS

During the years ended December 31, 2011 and 2010, there were transactions involving the investment of plan assets in common collective trusts, mutual funds, and self-directed brokerage accounts managed by the Trustee, a party-in-interest as defined in section 3(14) of ERISA. The Plan allows participants to take loans against their account balances, which also qualify as exempt party-in-interest transactions.

NOTE 7 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2011 and 2010:

	2011	2010
Net assets available for benefits per the financial statements	\$ 30,236,784	\$ 28,605,016
Adjustment from fair value to contract value for fully benefit-responsive contracts	<u>34,977</u>	<u>128,916</u>
Net assets available for benefits per the Form 5500	<u>\$ 30,271,761</u>	<u>\$ 28,733,932</u>

The following is a reconciliation of total additions per the statements of changes in net assets available for benefits to the Form 5500 for the years ended December 31, 2011 and 2010:

	2011	2010
Additions per the statements of changes in net assets available for benefits	\$ 3,159,149	\$ 6,156,729
Prior year adjustment from fair value to contract value for fully benefit-responsive contracts	(128,916)	(34,613)
Current year adjustment from fair value to contract value for fully benefit-responsive contracts	<u>34,977</u>	<u>128,916</u>
Additions per the Form 5500	<u>\$ 3,065,210</u>	<u>\$ 6,251,032</u>

PROHEALTH PHYSICIANS, INC. 401(k) PLAN II

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

DECEMBER 31, 2011

EIN: 06-1446075

Plan # 002

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor or Similar Party	Units or Shares Held	Cost	Current Value
	Mutual Funds			
	Columbia Mid Cap Value Fund Class Z	24,723 shares	**	\$ 330,795
	Columbia Small Cap Value II Fund Class Z	27,409 shares	**	--
	Davis New York Venture Fund A	34,498 shares	**	1,121,192
	Eaton Vance Large Cap Value Fund Class A	36,300 shares	**	621,823
	Fidelity Spartan Extended Market Fund	6,157 shares	**	218,314
	Fidelity Spartan International Index	4,950 shares	**	147,250
	The Growth Fund of America Inc Class R4	121,906 shares	**	--
	MainStay Large Cap Growth R1	494,125 shares	**	3,458,876
	Munder Mid-Cap Core Growth Fund Class Y	49,286 shares	**	1,391,349
	Perkins Mid Cap Value T	8,536 shares	**	172,348
	PIMCO Total Return Fund Class D	335,619 shares	**	3,648,174
*	Schwab S&P 500 Index	190,303 shares	**	3,724,238
	Thornburg International Value Fund Class I	80,649 shares	**	1,982,355
	Vanguard Small Cap Growth Index Fund	62,666 shares	**	1,346,702
	Vanguard Total Bond Market Index	49,138 shares	**	540,520
	Total Mutual Funds			<u>18,703,936</u>
	Fully Benefit - Responsive Contracts - Stable Value Fund			
*	The Charles Schwab Stable Value Fund	248,462 shares	**	<u>5,104,048</u>
	Common Collective Trusts			
*	The Schwab Managed Retirement Trust Fund 2010	57,251 shares	**	957,801
*	The Schwab Managed Retirement Trust Fund 2020	121,078 shares	**	2,092,226
*	The Schwab Managed Retirement Trust Fund 2030	53,865 shares	**	948,023
*	The Schwab Managed Retirement Trust Fund 2040	33,528 shares	**	588,408
*	The Schwab Managed Retirement Trust Fund 2050	21,294 shares	**	197,611
*	The Schwab Managed Retirement Trust Fund - Income	13,767 shares	**	<u>184,612</u>
	Total Common Collective Trusts			<u>4,968,681</u>

See independent auditors' report.

PROHEALTH PHYSICIANS, INC. 401(k) PLAN II

**SCHEDULE H – LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
(CONTINUED)**

DECEMBER 31, 2011

EIN: 06-1446075

Plan # 002

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor or Similar Party	Units or Shares Held	Cost	Current Value
	Self-Directed Brokerage Account			
* Participants		Various	**	<u>\$ 1,082,241</u>
	Notes Receivable From Participants			
* Participants		Loan balances with interest rates from 4.25% to 10% with varying maturity dates through 2026	**	<u>401,855</u>
	Total assets held at end of year			<u><u>\$ 30,260,761</u></u>

* Party-in-interest

** Due to the fact that the Plan allows participant directed investments, cost information is not required.

See independent auditors' report.

ProHealth Physicians, Inc. 401(k) Plan II
Schedule C, Part I, Line 3 - Service Provider Indirect Compensation Information
December 31, 2011

EIN: 06-1446075

Plan Number: 002

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)

Fund Family/Provider	EIN	Formula
Allianz Funds	33-0457728	Rate of 0.40% of average daily balance of asset(s)
Columbia	93-0577450	Rate of 0.40% of average daily balance of asset(s)
Davis Funds	52-1346931	Rate of 0.40% of average daily balance of asset(s)
Eaton Vance	04-2718215	Rate of 0.50% of average daily balance of asset(s)
Janus	43-1804048	Rate of 0.35% of average daily balance of asset(s)
MainStay	52-2206685	Rate of 0.35% of average daily balance of asset(s)
Munder	38-3212521	Rate of 0.25% of average daily balance of asset(s)
Schwab Funds	94-3106735	Range of 0.02 - 0.05% of average daily balance of assets
Thornburg	85-0301299	Rate of 0.40% of average daily balance of asset(s)

Received by Charles Schwab Bank (EIN#42-1558009)

Fund Family/Provider	EIN	Formula
Schwab Funds	94-3106735	Rate of 0.24% of average daily balance of asset(s)

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)

Fund Family/Provider	EIN	Formula
AdvisorOne Funds	91-1788041	Rate of 0.40% of average daily balance of asset(s)
Allianz Funds	33-0457728	Range of 0.02 - 0.38% of average daily balance of assets
AlphaOne Investment Services, LLC	Not Available	Rate of 0.40% of average daily balance of asset(s)
AQR	13-3987414	Rate of 0.10% of average daily balance of asset(s)
Bishop Asset Management	Not Available	Rate of 0.40% of average daily balance of asset(s)
BlackRock	04-6171663	Rate of 0.50% of average daily balance of asset(s)
Buffalo	48-1069845	Rate of 0.40% of average daily balance of asset(s)
Columbia	93-0577450	Rate of 0.40% of average daily balance of asset(s)
DoubleLine	Not Available	Rate of 0.10% of average daily balance of asset(s)
First Eagle	13-3392291	Rate of 0.40% of average daily balance of asset(s)
Gabelli	13-3340139	Rate of 0.35% of average daily balance of asset(s)
Goldman Sachs	Not Available	Rate of 0.50% of average daily balance of asset(s)
Ivy Funds	04-6006759	Rate of 0.40% of average daily balance of asset(s)
Janus	43-1804048	Rate of 0.35% of average daily balance of asset(s)
Keeley	36-3160361	Rate of 0.40% of average daily balance of asset(s)
MainStay	52-2206685	Rate of 0.40% of average daily balance of asset(s)
Oakmark	04-3276558	Rate of 0.35% of average daily balance of asset(s)
Pear Tree Funds	Not Available	Rate of 0.40% of average daily balance of asset(s)
Schwab Funds	94-3106735	Rate of 0.25% of average daily balance of asset(s)
T. Rowe Price	52-2264646	Rate of 0.02% of average daily balance of asset(s)

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

NAME OF PLAN SPONSOR:	ProHealth Physicians, Inc.
NAME OF PLAN:	ProHealth Physicians, Inc. 401(k) Plan II
EIN:	06-1446075
PLAN NUMBER:	002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	PARTICIPANT LOANS	Loans (4.25 % - 10.00 %)		401,855
*	SCHWAB STABLE VALUE FUND	Common Collective Trust Fund		5,104,048
*	SCHWAB MANAGED RET 2010 CL II	Common Collective Trust Fund		957,801
*	SCHWAB MANAGED RET 2020 CL II	Common Collective Trust Fund		2,092,226
*	SCHWAB MANAGED RET 2030 CL II	Common Collective Trust Fund		948,023
*	SCHWAB MANAGED RET 2040 CL II	Common Collective Trust Fund		588,408
*	SCHWAB MANAGED RET 2050 CL II	Common Collective Trust Fund		197,611
*	SCHWAB MANAGED RET INCOME II	Common Collective Trust Fund		184,612
	PCRA	Self-Directed Brokerage Account		1,082,241
	COLUMBIA SMALL CAP VALUE II Z	Registered Investment Company		330,794
	DAVIS NEW YORK VENTURE FUND A	Registered Investment Company		1,121,191
	EATON VANCE LARGE CAP VAL A	Registered Investment Company		621,823
	FIDELITY SPARTAN EXTMKT IDXINV	Registered Investment Company		218,315
	FIDELITY SPARTAN INTL IDX INV	Registered Investment Company		147,250
	MAINSTAY LARGE CAP GROWTH R1	Registered Investment Company		3,458,876
	MUNDER MIDCAP CORE GROWTH Y	Registered Investment Company		1,391,349
	PERKINS MID CAP VALUE T	Registered Investment Company		172,348
	PIMCO TOTAL RETURN D	Registered Investment Company		3,648,175
*	SCHWAB S&P 500 INDEX FUND	Registered Investment Company		3,724,238
	THORNBURG INTL VALUE I	Registered Investment Company		1,982,355
	VANGUARD SMALLCAP GROWTH INDEX	Registered Investment Company		1,346,702
	VANGUARD TOTAL BND MKT IDX SIG	Registered Investment Company		540,520