

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). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information						
1a Name of plan <u>CAREPOINT PARTNERS, LLC 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>09/01/1998</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>09/01/1998</u>			
1b Three-digit plan number (PN) ▶	<u>001</u>						
1c Effective date of plan <u>09/01/1998</u>							
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>CAREPOINT PARTNERS, LLC</u> <u>8280 MONTGOMERY RD.</u> <u>STE 101</u> <u>CINCINNATI, OH 45236</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">2b Employer Identification Number (EIN) <u>20-8922599</u></td> <td style="width: 20%;"></td> </tr> <tr> <td>2c Sponsor's telephone number <u>513-891-6666</u></td> <td></td> </tr> <tr> <td>2d Business code (see instructions) <u>621610</u></td> <td></td> </tr> </table>	2b Employer Identification Number (EIN) <u>20-8922599</u>		2c Sponsor's telephone number <u>513-891-6666</u>		2d Business code (see instructions) <u>621610</u>	
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2c Sponsor's telephone number <u>513-891-6666</u>							
2d Business code (see instructions) <u>621610</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. Signature of plan administrator	07/22/2013 Date	MELISSA PARK Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	07/22/2013 Date	DANA SOPER Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address CAREPOINT PARTNERS, LLC 8280 MONTGOMERY RD. STE 101 CINCINNATI, OH 45236		3b Administrator's EIN 20-8922599
		3c Administrator's telephone number 513-891-6666
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		5 546
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	500
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	63
d Subtotal. Add lines 6a , 6b , and 6c	6d	563
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	1
f Total. Add lines 6d and 6e	6f	564
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	309
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3D 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics 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
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>CAREPOINT PARTNERS, LLC 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CAREPOINT PARTNERS, LLC</u>	D Employer Identification Number (EIN) <u>20-8922599</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
FID.INV.INST.OPS.CO.

04-2647786

(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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
64 37 65 60	RECORDKEEPER	7481	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 ☐

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)

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation AM CENT MDCPVAL INV - AMERICAN CENT 44-0619208		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.35%		
(a) Enter service provider name as it appears on line 2 FIDELITY INVESTMENTS INSTITUTIONAL		
(b) Service Codes (see instructions) 60		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation COL SM CAP CORE Z - COLUMBIA MGT IN P.O. BOX 8081 BOSTON, MA 02266-8081		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.40%		
(a) Enter service provider name as it appears on line 2 FIDELITY INVESTMENTS INSTITUTIONAL		
(b) Service Codes (see instructions) 60		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation HARBOR INTL INV - PRINCIPAL SHAREHO P.O. BOX 804660 CHICAGO, IL 60680-4108		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.40%		

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
FIDELITY INVESTMENTS INSTITUTIONAL	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.	
M&N PROBLND EXTENDED - BNY MELLON I P.O. BOX 9793 PROVIDENCE, RI 02940	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	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.	
M&N PROBLND MAXTRM S - BNY MELLON I P.O. BOX 9793 PROVIDENCE, RI 02940	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	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.	
MFS MA INV TRUST R3 - MFS SERVICE C	0.50%	
04-2865649		

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
FIDELITY INVESTMENTS INSTITUTIONAL	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.	
MSIF MID CAP GRTH P - MORGAN STANLE 13-3799749	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	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.	
OAKMARK EQ & INC I - BOSTON FINANCI P.O. BOX 8480 BOSTON, MA 02266	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	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 TOT RETURN ADM - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.27%	

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>CAREPOINT PARTNERS, LLC 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CAREPOINT PARTNERS, LLC</u>	D Employer Identification Number (EIN) <u>20-8922599</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	159462	141322
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)	35019	54150
	(9) Value of interest in common/collective trusts.....	1c(9)		
	(10) Value of interest in pooled separate accounts.....	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	5227407	7378560
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	5421888	7574032

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		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	5421888	7574032
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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)	318330	
(B) Participants	2a(1)(B)	1344553	
(C) Others (including rollovers)	2a(1)(C)	294269	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1957152
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	22	
(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)	1556	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		1578
(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)	198272	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		198272
(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)		
(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)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		547630
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		2704632

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	539535	
(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)		539535
f Corrective distributions (see instructions)	2f		5460
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	7493	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		7493
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		552488

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		2152144
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: VONLEHMAN CPA & ADVISORY FIRM

(2) EIN: 31-0905417

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

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.).....

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.).....

	Yes	No	Amount
4a		X	
4b		X	

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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 2012 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>CAREPOINT PARTNERS, LLC 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CAREPOINT PARTNERS, LLC</u>	D Employer Identification Number (EIN) <u>20-8922599</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</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
-----------------	-------------------

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
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

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

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

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

Schedule R (Form 5500) 2012
v. 120126

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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

CAREPOINT PARTNERS, LLC 401(K) PLAN

December 31, 2012

*FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS'
REPORT INCLUDING SUPPLEMENTARY SCHEDULES*



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**CAREPOINT PARTNERS, LLC 401(K) PLAN
TABLE OF CONTENTS**

	PAGE
Independent Auditors' Report	
Financial Statements	
Statements of Net Assets Available for Benefits	1
Statements of Changes in Net Assets Available for Benefits	2
Notes to the Financial Statements	3 - 9
Supplementary Schedules	
Schedule of Assets Held at End of Year - 2012	10
Schedule of Assets Held at End of Year - 2011	11

INDEPENDENT AUDITORS' REPORT

Trustee of
CarePoint Partners, LLC 401(k) Plan
Cincinnati, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of CarePoint Partners, LLC 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011 and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph; however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 6 to the financial statements, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplementary schedules. 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, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplementary schedules noted in the table of contents, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements, but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplementary schedules referred to above.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplementary schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

VonLehman & Company Inc.

CAREPOINT PARTNERS, LLC 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

ASSETS

	December 31,	
	2012	2011
Assets		
Investments at Fair Value		
Money Market Fund	\$ 141,322	\$ 159,462
Mutual Funds	<u>7,378,560</u>	<u>5,227,407</u>
Total Investments at Fair Value	<u>7,519,882</u>	<u>5,386,869</u>
Notes Receivable from Participants	<u>54,150</u>	<u>35,019</u>
Contributions Receivable		
Employee	-	17,887
Employer	<u>-</u>	<u>6,783</u>
Total Contributions Receivable	<u>-</u>	<u>24,670</u>
Total Assets	7,574,032	5,446,558
Liabilities		
Corrective Distributions Payable	<u>32,595</u>	<u>7,094</u>
Net Assets Available for Benefits	<u><u>\$ 7,541,437</u></u>	<u><u>\$ 5,439,464</u></u>

See accompanying notes.

CAREPOINT PARTNERS, LLC 401(K) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Years Ended December 31,	
	2012	2011
Additions to Net Assets Attributed to		
Investment Income		
Net Appreciation in Fair Value of Investments	\$ 547,630	\$ -
Interest and Dividends	198,294	126,203
	<u>745,924</u>	<u>126,203</u>
Total Investment Income		
	<u>745,924</u>	<u>126,203</u>
Contributions		
Employee	1,294,071	1,045,476
Employer	311,547	338,842
Rollovers	294,269	352,811
	<u>1,899,887</u>	<u>1,737,129</u>
Total Contributions		
	<u>1,899,887</u>	<u>1,737,129</u>
Interest on Notes Receivable from Participants	1,556	1,323
	<u>1,556</u>	<u>1,323</u>
Assets Transferred in from Other Plans	-	88,405
	<u>-</u>	<u>88,405</u>
Total Additions		
	<u>2,647,367</u>	<u>1,953,060</u>
Deductions from Net Assets Attributed to		
Net Depreciation in Fair Value of Investments	-	312,739
Benefits Paid to Participants	537,901	327,101
Administrative Fees	7,493	7,345
	<u>545,394</u>	<u>647,185</u>
Total Deductions		
	<u>545,394</u>	<u>647,185</u>
Net Increase	2,101,973	1,305,875
Net Assets Available for Benefits		
Beginning of Plan Year	<u>5,439,464</u>	<u>4,133,589</u>
End of Plan Year	<u>\$ 7,541,437</u>	<u>\$ 5,439,464</u>

See accompanying notes.

**CAREPOINT PARTNERS, LLC 401(K) PLAN
NOTES TO THE FINANCIAL STATEMENTS**

NOTE 1 - DESCRIPTION OF PLAN

The following description of the CarePoint Partners, LLC 401(k) Plan (the "Plan") for the employees of CarePoint Partners, LLC, Family Focus Infusion, Inc., CarePoint Partners of West Virginia, LLC, Parenteral Infusion Associates, LLC, TheraPoint, LLC, CarePoint Management Company, Inc., CarePoint Partners of Youngstown, LLC, CarePoint Partners of Louisiana, LLC, Total Health Services of West Virginia, Inc., CarePoint Partners of Dallas, LLC, I.V. Associates, Inc., Premier Health Solutions, LLC dba Premier Infusion, Infusion Technologies Inc., and Pinnacle Infusion, Inc. dba Pinnacle Infusion (the "Companies") is provided for general information purposes only. Participants should refer to the plan document and the summary plan description for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan with a cash, or deferred arrangement, covering substantially all employees of the Companies. The plan document and the summary plan description should be referred to regarding eligibility requirements for per diem employees. Employees are eligible to contribute to the Plan upon reaching 21 years of age and one month of service. They are eligible to receive company matching contributions the first of the month following eligibility. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year, participants may contribute up to 90% of eligible compensation (subject to certain IRS limitations), as defined in the Plan. Participants may also contribute amounts representing distributions from certain other retirement plans, as described in the plan document.

Participants direct the investment of their contributions into any combination of several investment options offered by the Plan.

The Companies contribute to the Plan, on behalf of the participants, a matching contribution in an amount which is determined annually by the Companies' management and is invested as directed by the participants. For 2012 and 2011, the Companies matched 50% of employee deferrals, up to 6% of compensation. Additional profit sharing amounts may be contributed at the option of the Companies' management, and are also invested as directed by the participants. There was no profit sharing contribution for 2012 or 2011.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Companies' contribution and (b) plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their 401(k) elective deferrals, and rollover contributions, plus actual earnings thereon. Vesting in the remainder of their accounts is based on years of service, as defined in the Plan. Vesting begins upon the completion of 2 years of service, and a participant is 100% vested upon completion of 6 years of service.

NOTE 1 - DESCRIPTION OF PLAN (Continued)**Notes Receivable from Participants**

Participants may borrow from their accounts. The note must charge a reasonable rate of interest. The term generally cannot exceed 60 months. Adequate collateral, as defined in the plan document, is required for the note. The note cannot exceed the lesser of \$50,000 or 50% of the participant's vested account balance.

Forfeitures

Forfeitures are retained in the Plan and may first be used to pay administrative expenses. Any remaining amounts will be used to reduce future Employer contributions payable under the Plan.

Payment of Benefits

On termination of service due to death, disability, retirement or termination of employment from the Companies, a participant may elect to receive either a lump sum amount equal to the vested portion of the value of their account, or any other form of payment included in the plan document. However, participants with a vested balance of less than \$1,000 will receive a lump sum amount equal to the vested portion of the value of their account, unless an election is made otherwise. Participants with vested balances in excess of \$1,000 may remain in the Plan, but they may not make additional contributions.

Administrative Expenses

A portion of the administrative expenses, which include audit fees, are paid by the plan's sponsor.

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES**Basis of Accounting**

The Plan prepares its financial statements in conformity with accounting principles generally accepted in the United States of America, customary for savings and security plans.

Method of Valuing Investments

All investments are valued at quoted market prices. Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. Related fees are recorded as administrative expenses and are expensed as incurred. No allowance for credit losses has been recorded as of both December 31, 2012 and 2011. If a participant ceases to make loan repayments, and the plan administrator deems the note receivable to be in default, the balance is reduced and a benefit payment is recorded.

Payments of Benefits

Payments of benefits are recorded when paid.

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES (Continued)**Use of Estimates**

The process of preparing financial statements in conformity with accounting principles generally accepted in the United States of America requires the use of estimates and assumptions regarding certain types of assets, liabilities, revenues, and expenses. Certain estimates relate to unsettled transactions and events as of the date of the financial statements. Other estimates relate to assumptions about the ongoing operations, and may impact future periods. Accordingly, upon settlement, actual results may differ from estimated amounts.

Net Assets Available for Benefits

Net assets available for benefits at both December 31, 2012 and 2011 included \$0 allocated to the accounts of persons who, prior to the date, had withdrawn from participating in the earnings and operations of the Plan.

NOTE 3 - INVESTMENTS

The following table presents the fair values of investments at both December 31, 2012 and 2011. Investments that represent 5% or more of the Plan's net assets are separately identified.

	December 31,			
	2012		2011	
	Number of Shares	Fair Value	Number of Shares	Fair Value
Investments at Fair Value as Determined by Quoted Market Price:				
Pimco Total Return Admin Fund	52,376	\$ 588,703	33,591	\$ 365,131
MSIF Mid Cap Growth Fund	16,773	560,217	14,817	470,750
M&N Pro Blend Maximum Fund	47,461	822,979	53,836	819,923
Harbor International Fund	9,941	611,864	8,486	441,263
Columbia Small Cap Core Fund	35,918	583,306	31,487	468,209
Oakmark Equity & Income Fund	41,829	1,192,133	36,520	987,865
Fidelity Contrafund	11,114	862,083	8,691	586,289
Other Investments (Less than 5%)		2,298,597		1,247,439
		<u>\$ 7,519,882</u>		<u>\$ 5,386,869</u>

During 2012 and 2011, the Plan's investments, including investments bought, sold, as well as held appreciated (depreciated) as follows:

**Net Appreciation (Depreciation) in
Fair Value of Investments:**

	Years Ended December 31,	
	2012	2011
Investments at Quoted Market Price		
Mutual Funds	<u>\$ 547,630</u>	<u>\$ (312,739)</u>

NOTE 4 - FAIR VALUE MEASUREMENTS

Accounting standards establish a 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 measurement), and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under these standards are described as follows:

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 for 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 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.

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 both December 31, 2012 and 2011.

Mutual Funds: Valued at the net asset value (NAV) of shares held by the Plan at year end.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value at December 31, 2012:

	Level 1	Level 2	Level 3	Total
Money Market Fund	\$ 141,322	\$ -	\$ -	\$ 141,322
Mutual Funds				
Equity/Index Funds	3,166,775	-	-	3,166,775
Fixed Income/Bond Funds	660,657	-	-	660,657
International Funds	628,631	-	-	628,631
Balanced Funds	1,463,119	-	-	1,463,119
Target Retirement Funds	1,459,378	-	-	1,459,378
Total Mutual Funds	7,378,560	-	-	7,378,560
	\$ 7,519,882	\$ -	\$ -	\$ 7,519,882

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value at December 31, 2011:

	Level 1	Level 2	Level 3	Total
Money Market Fund	\$ 159,462	\$ -	\$ -	\$ 159,462
Mutual Funds				
Equity/Index Funds	2,516,032	-	-	2,516,032
Fixed Income/Bond Funds	439,553	-	-	439,553
International Funds	447,199	-	-	447,199
Balanced Funds	1,270,998	-	-	1,270,998
Target Retirement Funds	553,625	-	-	553,625
Total Mutual Funds	5,227,407	-	-	5,227,407
	\$ 5,386,869	\$ -	\$ -	\$ 5,386,869

NOTE 5 - EXCESS CONTRIBUTIONS

The statements of net assets available for benefits for the Plan years ended December 31, 2012 and 2011, include payments of \$32,595 and \$7,094, respectively, made to certain active participants to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan.

NOTE 6 - LIMITED SCOPE AUDIT

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplementary schedules, including investments and notes receivable from participants held at both December 31, 2012 and 2011, and the net appreciation (depreciation) in fair value of investments, interest, and dividends for the years then ended was obtained or derived from information supplied to the plan administrator, and certified as complete and accurate by Fidelity Management Trust Company, the trustee of the Plan.

NOTE 7 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Companies have the right under the Plan to discontinue contributions at any time, and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

NOTE 8 - RECONCILIATION OF NET ASSETS WITH PARTICIPANTS' ACCOUNTS

	<u>2012</u>	<u>2011</u>
Net Assets Available for Benefits	\$ <u>7,541,437</u>	\$ <u>5,439,464</u>
Balance of Participants' Accounts	\$ 7,570,383	\$ 5,353,284
Unallocated Forfeitures	3,649	68,604
Contributions Receivable	-	24,670
Distributions Payable	<u>(32,595)</u>	<u>(7,094)</u>
Net Assets Available for Benefits	\$ <u>7,541,437</u>	\$ <u>5,439,464</u>

NOTE 9 - TAX STATUS

The Plan is currently operating under a prototype plan document that has been accepted under Section 401 of the Internal Revenue Code for use by employers for the benefit of their employees. This prototype document received a favorable opinion letter from the Internal Revenue Service, dated March 31, 2008. The Plan has been amended since receiving this opinion letter. A determination letter has not been received specific to the CarePoint Partners, LLC 401(k) Plan. However, the plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America required plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan had taken an uncertain position that more likely than not would be sustained upon examination. The plan administrator analyzed the tax positions taken by the Plan, and concluded that as of both December 31, 2012 and 2011, there were no uncertain positions taken, or expected to be taken, that required recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by tax jurisdictions; however, there are currently no audits for any tax periods in progress. Tax years still open under federal statute of limitations remain subject to review and change.

NOTE 10 - FORFEITURES

For the years ended December 31, 2012 and 2011, forfeitures of \$0 and \$1,500, respectively, were used to pay Plan expenses. For the years ended December 31, 2012 and 2011, respectively, forfeitures of \$126,437 and \$0 were used to offset employer contributions.

NOTE 11 - RECONCILIATION WITH FORM 5500

The Plan's financial statements are prepared on the accrual basis of accounting, whereas the Form 5500 is prepared on a cash basis. As such, receivables and contributions recorded on these financial statements are not included on the Form 5500 until the cash is received. Similarly, payables and related distributions recorded on these financial statements are not included on the Form 5500 until the cash is disbursed.

NOTE 12 - PARTY-IN-INTEREST TRANSACTIONS

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50% or more of such an employer or employee association, or relatives of such persons.

Fees for services and administrative expenses paid by the Plan to the plan's trustee include \$7,493 and \$7,345 for 2012 and 2011, respectively. There are additional fees paid with Plan assets included in the net appreciation (depreciation) in fair value of investments line items on the statements of changes in net assets available for benefits.

NOTE 13 - RISKS AND UNCERTAINTIES

The Plan invests in 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 statements of net assets available for benefits.

NOTE 14 - SUBSEQUENT EVENTS

The date to which events occurring after December 31, 2012, the date of the most recent statement of net assets available for benefits, have been evaluated for possible adjustment to the financial statements or disclosure is July 2, 2013, which is the date on which the financial statements were available to be issued.

SUPPLEMENTARY SCHEDULES

CAREPOINT PARTNERS, LLC 401(K) PLAN
SCHEDULE OF ASSETS HELD AT END OF YEAR
December 31, 2012
FORM 5500, SCHEDULE H PART IV, 4, i
EIN: 20-8922599
PLAN NO.: 001

Identity of Issue	Shares	Cost	Fair Market Value
Money Market Fund			
^ Fidelity Retirement Money Market	141,321.910	\$ 141,322	\$ 141,322
Mutual Funds			
Pimco Total Return Admin Fund	52,375.725	586,341	588,703
MSIF Mid Cap Growth Fund	16,772.966	557,763	560,217
M&N Pro Blend Extended Fund	782.926	12,209	12,456
M&N Pro Blend Maximum Fund	47,461.314	742,194	822,979
American Century Mid Cap Value Fund	6,549.927	81,367	85,346
Harbor International Fund	9,940.927	553,881	611,864
Columbia Small Cap Core Fund	35,917.858	530,093	583,306
Oakmark Equity & Income Fund	41,829.237	1,150,902	1,192,133
IVK Equity Income Fund	17,018.052	143,929	156,396
MFS Massachusetts Investors Trust Fund	3,825.307	73,454	81,632
^ Fidelity Contrafund	11,113.615	755,954	862,083
^ Fidelity Freedom Income Fund	8,636.379	97,632	101,132
^ Fidelity Freedom 2000 Fund	39.312	480	486
^ Fidelity Freedom 2010 Fund	13,987.217	188,266	197,500
^ Fidelity Freedom 2020 Fund	24,159.000	335,743	345,715
^ Fidelity Freedom 2030 Fund	12,264.060	168,363	174,518
Spartan Total Market Index Fund	413.038	16,645	17,030
Spartan International Index Fund	489.120	15,977	16,767
Spartan 500 Index Fund	3,053.708	148,945	154,182
Spartan US Bond Index Fund	6,051.667	71,697	71,954
^ Fidelity High Income Fund	107.325	1,001	1,002
^ Fidelity Freedom 2040 Fund	29,418.949	233,912	243,001
^ Fidelity Freedom 2005 Fund	222.601	2,473	2,495
^ Fidelity Freedom 2015 Fund	2,825.323	32,639	33,367
^ Fidelity Freedom 2025 Fund	8,705.441	100,898	104,030
^ Fidelity Freedom 2035 Fund	10,048.252	114,730	118,871
^ Fidelity Freedom 2045 Fund	14,378.151	134,625	140,618
^ Fidelity Freedom 2050 Fund	9,659.646	90,289	93,119
^ Fidelity Freedom 2055 Fund	572.659	5,561	5,658
Total Mutual Funds			7,378,560
^ Notes Receivable from Participants	3.25 - 4.25%	-	54,150
			\$ 7,574,032

^ Party-in-Interest

CAREPOINT PARTNERS, LLC 401(K) PLAN
SCHEDULE OF ASSETS HELD AT END OF YEAR
December 31, 2011
FORM 5500, SCHEDULE H PART IV, 4, i
EIN: 20-8922599
PLAN NO.: 001

Identity of Issue	Shares	Cost	Fair Market Value
Money Market Fund			
^ Fidelity Retirement Money Market	159,462.010	\$ 159,462	\$ 159,462
Mutual Funds			
Pimco Total Return Admin Fund	33,590.689	372,304	365,131
MSIF Mid Cap Growth Fund	14,817.430	496,777	470,750
M&N Pro Blend Extended Fund	1,962.682	29,896	28,714
M&N Pro Blend Maximum Fund	53,836.020	834,194	819,923
American Century Mid Cap Value Fund	4,015.835	48,863	46,945
Harbor International Fund	8,485.828	469,945	441,263
Columbia Small Cap Core Fund	31,486.839	458,387	468,209
Oakmark Equity & Income Fund	36,519.955	995,606	987,865
IVK Equity Income Fund	16,329.222	135,806	135,859
MFS Massachusetts Investors Trust Fund	2,815.987	51,844	52,265
^ Fidelity Contrafund	8,690.914	557,367	586,289
^ Fidelity Freedom Income Fund	10,548.022	118,310	118,560
^ Fidelity Freedom 2000 Fund	14.039	170	167
^ Fidelity Freedom 2010 Fund	9,810.568	130,336	128,518
^ Fidelity Freedom 2020 Fund	11,304.306	155,185	148,312
^ Fidelity Freedom 2030 Fund	5,792.852	77,505	74,380
Spartan Total Market Index Fund	153.743	5,535	5,553
Spartan International Index Fund	199.515	6,511	5,936
Spartan 500 Index Fund	1,485.672	64,007	66,098
Spartan US Bond Index Fund	6,317.647	72,871	74,422
^ Fidelity Freedom 2040 Fund	9,506.433	72,290	69,967
^ Fidelity Freedom 2005 Fund	7.858	85	83
^ Fidelity Freedom 2015 Fund	710.327	7,956	7,764
^ Fidelity Freedom 2025 Fund	3,335.459	37,419	36,056
^ Fidelity Freedom 2035 Fund	3,099.967	34,559	32,705
^ Fidelity Freedom 2045 Fund	4,692.615	42,076	40,779
^ Fidelity Freedom 2050 Fund	1,744.195	15,584	14,894
Total Mutual Funds			5,227,407
^ Notes Receivable from Participants	3.25 - 4.25%	-	35,019
			\$ 5,421,888

^ Party-in-Interest

CAREPOINT PARTNERS, LLC 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

ASSETS

	December 31,	
	2012	2011
Assets		
Investments at Fair Value		
Money Market Fund	\$ 141,322	\$ 159,462
Mutual Funds	<u>7,378,560</u>	<u>5,227,407</u>
Total Investments at Fair Value	<u>7,519,882</u>	<u>5,386,869</u>
Notes Receivable from Participants	<u>54,150</u>	<u>35,019</u>
Contributions Receivable		
Employee	-	17,887
Employer	<u>-</u>	<u>6,783</u>
Total Contributions Receivable	<u>-</u>	<u>24,670</u>
Total Assets	7,574,032	5,446,558
Liabilities		
Corrective Distributions Payable	<u>32,595</u>	<u>7,094</u>
Net Assets Available for Benefits	<u><u>\$ 7,541,437</u></u>	<u><u>\$ 5,439,464</u></u>

See accompanying notes.