Form 5500	Annual Return/Report of Employee Benefit Plan		OMB Nos. 12	10-0110		
Department of the Treasury Internal Revenue Service	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).			10-0009		
Department of Labor Employee Benefits Security Administration	 Complete all entries in accordance with the instructions to the Form 5500. 		2012			
Pension Benefit Guaranty Corporation		This	Form is Open to Pu Inspection	ıblic		
Part I Annual Report Ider	tification Information					
For calendar plan year 2012 or fiscal	plan year beginning 01/01/2012 and ending 12/31/2	2012				
A This return/report is for:	a multiemployer plan; a multiple-employer plan; or					
	x 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 the	han 12 months).				
C If the plan is a collectively-bargain	ed plan, check here.		∩			
D Check box if filing under:	Form 5558; automatic extension;	the	e DFVC program;			
	special extension (enter description)					
Part II Basic Plan Inform	nation—enter all requested information					
1a Name of plan RX DISCOUNT PHARMACY, INC. 40)1(K) PLAN	1b	Three-digit plan number (PN) ▶	001		
		1c	Effective date of pla 05/30/2008	an		
2a Plan sponsor's name and addres RX DISCOUNT PHARMACY, INC.	s; include room or suite number (employer, if for a single-employer plan)	2b	Employer Identifica Number (EIN) 61-1274246	tion		
		2c	Sponsor's telephon number 606-436-2891			
500 MORTON BLVD HAZARD, KY 41701	500 MORTON BLVD HAZARD, KY 41701	2d	Business code (see instructions) 446110	e		

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	Filed with authorized/valid electronic signature.	10/03/2013	RICHARD SLONE				
HERE	Signature of plan administrator	Date	Enter name of individu	al signing as plan administrator			
SIGN HERE	Filed with authorized/valid electronic signature.	10/03/2013	RICHARD SLONE				
HERE	Signature of employer/plan sponsor	Date	Enter name of individu	al 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 i	Preparer's telephone number (optional)					
For Pape	For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. Form 5500 (2012)						

Form	5500	(2012)
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Page **2**

3a	Plan administrator's name and address Same as Plan Sponsor Name Same as Plan Sponsor Address		Administrator's EIN 61-1274246				
R۷	DISCOUNT PHARMACY, INC.	3c Administrator's telephone					
	0 MORTON BLVD ZARD, KY 41701		number 606-436-2891				
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:	4b	EIN				
а	Sponsor's name	4c	4c PN				
5	Total number of participants at the beginning of the plan year	5	5	35			
6	Number of participants as of the end of the plan year (welfare plans complete only lines 6a, 6b, 6c, and 6d).						
а	Active participants	. 6a	a	26			
b	Retired or separated participants receiving benefits	. 6k	b	0			
C	Other retired or separated participants entitled to future benefits	. 60	c	4			
d	Subtotal. Add lines 6a, 6b, and 6c	. 60	d	30			
е	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	. 60	e	0			
f	Total. Add lines 6d and 6e	. 61	f	30			
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	. 60	g	15			
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	. 6ł	h	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

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) 9b Plan bene <u>fit</u> arrangement (check all that apply)						arrangement (check all that apply)	
	(1)		Insurance		(1)		Insurance
	(2)		Code section 412(e)(3) insurance contracts		(2)		Code section 412(e)(3) insurance contracts
	(3)	X	Trust		(3)	X	Trust
	(4)		General assets of the sponsor		(4)		General assets of the sponsor
10	Check	all ap	pplicable boxes in 10a and 10b to indicate which schedules are at	tache	d, and, wh	nere	e indicated, enter the number attached. (See instructions)
а	Pensio	n <u>S</u> c	hedules	b	General	Sch	nedules
	(1)	X	R (Retirement Plan Information)		(1)		H (Financial Information)
	(2)	Π	MB (Multiemployer Defined Benefit Plan and Certain Money		(2)	Х	I (Financial Information – Small Plan)
			Purchase Plan Actuarial Information) - signed by the plan		(3)		A (Insurance Information)
			actuary		(4)		C (Service Provider Information)
	(3)	Π	SB (Single-Employer Defined Benefit Plan Actuarial		(5)		D (DFE/Participating Plan Information)
			Information) - signed by the plan actuary		(6)		G (Financial Transaction Schedules)

	SCHEDULE I	form	ation—Sr	nall	Plan	OMB No. 1210-0110						
	(Form 5500)	(Form 5500)										
	Department of the Treasury Internal Revenue Service 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						2012					
	Department of Labor Internal Revenue Code (the Code).						-	Thie	Form is Open to	Public		
	Pension Benefit Guaranty Corporation	► File as a	an attac	hment to Form	5500.				Inspection	Tublic		
	calendar plan year 2012 or fiscal pl	an year beginning 01/01/201	12		а	and ending	12/3	31/2012				
	Name of plan DISCOUNT PHARMACY, INC. 401(K) PLAN				Three-digit plan numb		•	001			
	Plan sponsor's name as shown on li DISCOUNT PHARMACY, INC.	ine 2a of Form 5500				mployer Id -1274246	lentificatio	n Numbe	r (EIN)			
	nplete Schedule I if the plan covered all plan under the 80-120 participant r							ete Scheo	lule I if you are filin	g as a		
Pa	rt I Small Plan Financial	Information										
ass ben	oort below the current value of asset ets held in more than one trust. Do efit at a future date. Include all inco urance carriers. Round off amounts	not enter the value of the portion me and expenses of the plan inc	of an in	surance contrac	t that g	guarantees	during th	is plan ye	ar to pay a specifi	c dollar		
1	Plan Assets and Liabilities:			(a) Be	ginnin	g of Year			(b) End of Year			
а	Total plan assets					2	267679			361142		
b	Total plan liabilities						007070					
С	Net plan assets (subtract line 1b fr	om line 1a)	1c			2	267679	361142				
2	Income, Expenses, and Transfer	rs for this Plan Year:		(a) Amo	ount		(b) Total				
а	Contributions received or receivab	le:										
	(1) Employers		2a(1)				15754					
	(2) Participants		2a(2)				39750	_				
	(3) Others (including rollovers)		2a(3)									
b	Noncash contributions		2b									
С	Other income		2c				38319					
d	Total income (add lines 2a(1), 2a(2	2), 2a(3), 2b, and 2c)	2d							93823		
е	Benefits paid (including direct rollo	vers)	2e				170					
f	Corrective distributions (see instru-											
g	Certain deemed distributions of pa	,										
	(see instructions)											
h	Administrative service providers (s	alaries, fees, and commissions).	2h				190					
i	Other expenses		2 i									
j	Total expenses (add lines 2e, 2f, 2	2g, 2h, and 2i)	2j							360		
k	Net income (loss) (subtract line 2j	from line 2d)	2k							93463		
Ι	Transfers to (from) the plan (see in	nstructions)	21									
3	Specific Assets: If the plan held as remaining in the plan as of the end of by-line basis unless the trust meets of	f the plan year. Allocate the value o	f the pla	n's interest in a co		led trust co	ntaining th		f more than one pla			
				г		Yes	No		Amount			
а	Partnership/joint venture interests.				3a		X					
b	Employer real property				3b		X					
С	Real estate (other than employer r	eal property)			3c		X					
d	Employer securities				3d		X					
е	Participant loans				3e	X				854		
For	Paperwork Reduction Act Notice	and OMB Control Numbers, s	ee the i	nstructions for	Form	5500		Ś	Schedule I (Form	5500) 2012		

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			Yes	No	Amount
3f	Loans (other than to participants)	3f		X	
g	Tangible personal property	3g		Х	

Pa	art II	Compliance Questions				
4	During	I the plan year:		Yes	No	Amount
а	describe	re a failure to transmit to the plan any participant contributions within the time period ed in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully d. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		x	
b	year or	ny loans by the plan or fixed income obligations due the plan in default as of the close of plan classified during the year as uncollectible? Disregard participant loans secured by the ant's account balance	4b		X	
С		ny leases to which the plan was a party in default or classified during the year as tible?	4c		Х	
d		ere any nonexempt transactions with any party-in-interest? (Do not include transactions I on line 4a.)	4d		Х	
е	Was the	plan covered by a fidelity bond?	4e		Х	
f		plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by dishonesty?	4f		Х	
g		plan hold any assets whose current value was neither readily determinable on an established nor set by an independent third party appraiser?	4g		Х	
h		plan receive any noncash contributions whose value was neither readily determinable on an ned market nor set by an independent third party appraiser?	4h		Х	
i		plan at any time hold 20% or more of its assets in any single security, debt, mortgage, parcel state, or partnership/joint venture interest?	4i		Х	
j		the plan assets either distributed to participants or beneficiaries, transferred to another plan, ht under the control of the PBGC?	4j		Х	
k	accounta	claiming a waiver of the annual examination and report of an independent qualified public ant (IQPA) under 29 CFR 2520.104-46? If "No," attach an IQPA's report or 2520.104-50 nt. (See instructions on waiver eligibility and conditions.)	4k	x		
L	Has the	plan failed to provide any benefit when due under the plan?	41		Х	
m		an individual account plan, was there a blackout period? (See instructions and 29 CFR 1-3.)	4m		Х	
n		as answered "Yes," check the "Yes" box if you either provided the required notice or one of eptions to providing the notice applied under 29 CFR 2520.101-3	4n		Х	
5a	Has a re	solution to terminate the plan been adopted during the plan year or any prior plan year?				

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)

Part III Trust Information (optional)

6b Trust's EIN

5b(2) EIN(s)

5b(3) PN(s)

6a Name of trust

	SCHEDULE R	Retirement Plan Information			OM	1B No. 12	10-0110					
(Form 5500) Department of the Treasury Internal Revenue Service This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section							2012					
	Internal Revenue Service	n										
Department of Labor 6058(a) of the Internal Revenue Code (the Code). Employee Benefits Security Administration File as an attachment to Form 5500.						m is Op Inspect	en to Pul ion.	olic				
For	Pension Benefit Guaranty Corporation calendar plan year 2012 or fisc	cal plan year beginning 01/01/2012 and e	ndina	12/31/2		•						
AN	Name of plan DISCOUNT PHARMACY, INC.		B TI	hree-digit plan numb (PN)		(001					
C F RX C	Plan sponsor's name as shown DISCOUNT PHARMACY, INC.	on line 2a of Form 5500	D E	mployer Id 61-12742		on Numb	er (EIN)					
Pa	art I Distributions											
All	references to distributions re	elate only to payments of benefits during the plan year.		_								
1		id in property other than in cash or the forms of property specified in the		1				0				
2	Enter the EIN(s) of payor(s) w payors who paid the greatest	who paid benefits on behalf of the plan to participants or beneficiaries duri dollar amounts of benefits):	ng the y	vear (if moi	re than tw	o, enter	EINs of th	e two				
	EIN(s): 04-6568107	, 										
	Profit-sharing plans, ESOP	s, and stock bonus plans, skip line 3.		·	1							
3		or deceased) whose benefits were distributed in a single sum, during the		3								
P	art II Funding Inform ERISA section 302,	nation (If the plan is not subject to the minimum funding requirements or skip this Part)	of section	n of 412 of	the Inter	nal Reve	enue Code	• or				
4	Is the plan administrator making	g an election under Code section 412(d)(2) or ERISA section 302(d)(2)?			Yes	1	No	N/A				
	If the plan is a defined bene	fit plan, go to line 8.										
5	plan year, see instructions an	nding standard for a prior year is being amortized in this d enter the date of the ruling letter granting the waiver. Date: Mon			ay	Y	′ear					
6		nplete lines 3, 9, and 10 of Schedule MB and do not complete the rene ed contribution for this plan year (include any prior year accumulated fund		of this so	chedule.							
U	•		-	6a								
	b Enter the amount contribu	ited by the employer to the plan for this plan year		6b								
		e 6b from the amount in line 6a. Enter the result left of a negative amount)		6c								
	If you completed line 6c, sk	ip lines 8 and 9.										
7	Will the minimum funding am	ount reported on line 6c be met by the funding deadline?		· 🗌	Yes		lo	N/A				
8	authority providing automatic	nethod was made for this plan year pursuant to a revenue procedure or o approval for the change or a class ruling letter, does the plan sponsor or change?	plan		Yes		1o [N/A				
Pa	art III Amendments											
9		sion plan, were any amendments adopted during this plan										
_	year that increased or decrea box. If no, check the "No" box	sed the value of benefits? If yes, check the appropriate	ase	Decre	ease	Both	n [No				
Pa	skip this Part.	nstructions). If this is not a plan described under Section 409(a) or 4975(,,,,			· ·	1	<u> </u>				
10		ecurities or proceeds from the sale of unallocated securities used to repa					Yes	No				
11		y preferred stock?					Yes	No				
		tanding exempt loan with the employer as lender, is such loan part of a "linition of "back-to-back" loan.)					Yes	No				
12		ck that is not readily tradable on an established securities market?					Yes	No				
For	Paperwork Reduction Act N	otice and OMB Control Numbers, see the instructions for Form 5500).		Sched	dule R (F	orm 5500 v. 2	0) 2012 120126				

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Page	2 -	1
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Pa	rt V	Additional Information for Multiemployer Defined Benefit Pension Plans										
13		r the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in ars). See instructions. Complete as many entries as needed to report all applicable employers.										
	а	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										
	е	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):										
	а	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										
	е	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):										
	а	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 Year										
	е	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):										
	а	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										
	е	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)										
		 (1) Contribution rate (in dollars and cents)										
	-											
	a b	Name of contributing employer EIN C Dollar amount contributed by employer										
	d d											
	u	Date collective bargaining agreement expires (<i>If employer contributes under more than one collective bargaining agreement, check box</i> and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year										
	е	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):										
	а	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										
	е	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):										

	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	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	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	 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):			