

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 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>INSPIRIS OF TENNESSEE MEDICAL SERVICES, P.C. 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>01/01/1999</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1999</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/1999</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>INSPIRIS OF TENNESSEE MEDICAL SERVICES, P.C.</u> <u>10 CADILLAC DRIVE SUITE 350</u> <u>BRENTWOOD, TN 37027</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>27-5248766</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>615-372-0049</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>524290</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>27-5248766</u>	2c Sponsor's telephone number <u>615-372-0049</u>	2d Business code (see instructions) <u>524290</u>	
2b Employer Identification Number (EIN) <u>27-5248766</u>					
2c Sponsor's telephone number <u>615-372-0049</u>					
2d Business code (see instructions) <u>524290</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	10/04/2013 Date	JOHN ENDERLE Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
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		3b Administrator's EIN
		3c Administrator's telephone number
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		5 747
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	7
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	235
d Subtotal. Add lines 6a , 6b , and 6c	6d	242
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	242
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	237
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	1
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 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>INSPIRIS OF TENNESSEE MEDICAL SERVICES, P.C. 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>INSPIRIS OF TENNESSEE MEDICAL SERVICES, P.C.</u>	D Employer Identification Number (EIN) <u>27-5248766</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
CAPITAL RESEARCH & MANAGEMENT CO.

95-1411037

(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)

CAPITAL RESEARCH & MANAGEMENT CO.

95-1411037

(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 52 60 62 25 49 72 37	RECORDKEEPER	300	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
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

a Name: CROWE HORWATH, LLP	b EIN: 35-0921680
c Position: ACCOUNTANT	
d Address: 105 CONTINENTAL PLACE SUITE 200 BRENTWOOD, TN 37027	e Telephone: 615-360-5602

Explanation: ACCOUNTANT TERMINATION WAS DUE TO PLAN SPONSOR REDUCING THE NUMBER OF AUDIT FIRMS USED FOR BENEFIT PLAN AUDITS.

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan INSPIRIS OF TENNESSEE MEDICAL SERVICES, P.C. 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 INSPIRIS OF TENNESSEE MEDICAL SERVICES, P.C.	D Employer Identification Number (EIN) 27-5248766	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	180033	146204
(2) U.S. Government securities.....	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	104524	94388
(9) Value of interest in common/collective trusts.....	1c(9)	0	0
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	4188853	4567786
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	4473410	4808378

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	4473410	4808378
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	10359	
(B) Participants	2a(1)(B)	18405	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		28764

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	4111	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		4111

(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	115843	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		115843

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

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		481049
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		629767

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	294508	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		294508
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		0
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	291	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		291
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		294799

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		334968
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: **BAKER TILLEY VIRCHOW KRAUSE LLP**

(2) EIN: **39-0859910**

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		3633
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		250000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

A Name of plan <u>INSPIRIS OF TENNESSEE MEDICAL SERVICES, P.C. 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>INSPIRIS OF TENNESSEE MEDICAL SERVICES, P.C.</u>	D Employer Identification Number (EIN) <u>27-5248766</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>20-3691658</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

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): _____

**INSPIRIS OF TENNESSEE MEDICAL
SERVICES, P.C. 401(k) PLAN**

BRENTWOOD, TN

Employer ID No: 27-5248766

Plan No: 001

FINANCIAL STATEMENTS

Including Independent Auditors' Report

As of December 31, 2012 and 2011 and
for the Year Ended December 31, 2012

INSPIRIS of Tennessee Medical Services, P.C. 401(k) Plan

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Note: Supplemental schedules required by the Employee Retirement Income Security Act of 1974 not included as part of these statements are not applicable to the INSPIRIS of Tennessee Medical Services, P.C. 401(k) Plan.

INDEPENDENT AUDITOR'S REPORT

To the Participants and Administrator of the
INSPIRIS of Tennessee Medical Services, P.C. 401(k) Plan
Nashville, Tennessee

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the INSPIRIS of Tennessee Medical Services, P.C. 401(k) Plan, which comprise the statement of net assets available for benefits as of December 31, 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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.

Auditor's 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 3, which was certified by Capital Bank and Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the 2012 financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the year ended December 31, 2012, 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 on the 2012 financial statements. Accordingly, we do not express an opinion on the 2012 financial statements.

Other Matter – Supplemental Schedule

The supplemental schedule of assets (held at end of year) as of December 31, 2012 and schedule of delinquent participant contributions for the year ended December 31, 2012 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

Other Matter – 2011 Financial Statements

The financial statements of the plan as of December 31, 2011, were audited by predecessor auditors. 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 (ERISA), the plan administrator instructed the predecessor auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by the trustee. Their report, dated July 30, 2012, indicated that (a) because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Report on Form and Content in Compliance With DOL Rules and Regulations 2012

The form and content of the information included in the 2012 financial statements and supplemental 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.

Baker Tilly Virchow Krause, LLP

Minneapolis, Minnesota
September 25, 2013

INSPIRIS of Tennessee Medical Services, P.C. 401(k) Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS As of December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
ASSETS		
Investments – at fair value		
Participant-directed investments	\$ 4,713,990	\$ 4,368,886
Receivables		
Notes receivable from participants	94,388	104,524
Other receivables	<u>-</u>	<u>134,372</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 4,808,378</u>	<u>\$ 4,607,782</u>

See accompanying notes to financial statements.

INSPIRIS of Tennessee Medical Services, P.C. 401(k) Plan

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS For the Year Ended December 31, 2012

ADDITIONS

Additions to net assets attributed to	
Investment income	
Net appreciation in fair value of investments	\$ 481,049
Interest and dividends income	115,843
Contributions	
Participant	18,405
Employer	10,359
Interest income on notes receivable from participants	<u>4,111</u>
Total additions	<u>629,767</u>

DEDUCTIONS

Deduction from net assets attributed to	
Benefits paid to participants	428,880
Administrative expenses	<u>291</u>
Total deductions	<u>429,171</u>

NET INCREASE 200,596

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year	<u>4,607,782</u>
End of year	<u><u>\$ 4,808,378</u></u>

See accompanying notes to financial statements.

INSPIRIS of Tennessee Medical Services, P.C. 401(k) Plan

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 1 - Description of the Plan

The following description of the INSPIRIS of Tennessee Medical Services, P.C. 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan was formerly known as Inspiris, Inc. 401(k) Plan and was sponsored by Inspiris, Inc. On March 8, 2011, Inspiris, Inc. was acquired by Collaborative Care Holdings, LLC and INSPIRIS of Tennessee Medical Services, P.C. ("the Company") succeeded Inspiris, Inc. as the Plan sponsor and Plan administrator. The Plan became known as INSPIRIS of Tennessee Medical Services, P.C. 401(k) Plan. The Plan is a defined contribution plan and is subject to the Employee Retirement Income Security Act of 1974, as amended (ERISA). The Plan was established effective January 1, 1999 and most recently restated effective January 1, 2008. Subsequent to the 2008 restatement the Plan has been amended to comply with law and rule changes and to adopt discretionary changes.

All employees who have completed three months of service with a participating employer, and attained age 21 are eligible to participate as of the first day of the first quarter coinciding with or next following satisfaction of the service and age requirements. Participant may elect to contribute up to the annual Internal Revenue Service contribution limit on a pre-tax basis. Participants are responsible for directing the investment of contributions to their Account.

Effective June 29, 2011, employees of non-professional services corporations became employees of United HealthCare Services, Inc. and ceased participation in the Plan. Effective January 1, 2012, employees of a participating employer that adopted the WellMed Medical Group, P.A. 401(k) Plan ceased to be eligible to participate in the Plan. Effective April 1, 2012 the remaining active participants, a group of per diem nurse practitioners, became employees of Optum Clinical Services, LLC and ceased participation in the Plan. After that date there were no active employees of a participating employer. The Plan was frozen effective December 31, 2012 for purposes of eligibility and contributions. No employee shall be eligible to become a participant in the Plan after this date. Account balances will remain in the Plan until a distributable event under the terms of the Plan occurs.

Contributions

Prior to the December 31, 2012 freeze date, eligible employees of a participating employer were permitted to contribute on a pre-tax basis an amount up to the maximum dollar amount permissible under the Internal Revenue Code ("the Code").

The Company may make discretionary profit-sharing contributions to the Plan. The profit-sharing contribution is allocated pro-rata to each participant's account based upon the ratio each participant's eligible compensation bears to the total of all participants' eligible compensation with the Company for the Plan Year. Until July 2, 2011 the Company could make discretionary contributions to the Plan to match a portion of employee contributions. No profit sharing or discretionary matching contributions were made by the Company from January 1, 2011 through July 2, 2011. Effective July 3, 2011, the Plan was amended to provide a fixed matching contribution at the rate of 100 percent of the first three percent of eligible compensation that a participant contributes to the Plan and 50 percent of the next three percent of eligible compensation that a participant contributes to the Plan. The fixed matching contribution is calculated and contributed each pay period. However, as of December 31, 2012 the Plan was frozen to new contributions.

INSPIRIS of Tennessee Medical Services, P.C. 401(k) Plan

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 1 - Description of the Plan (cont.)

Participant Accounts

Each participant's account is credited with the participant's salary reduction contributions, rollover contributions, matching contributions, and an allocation of the Company's contributions and plan earnings (net of administrative expenses). Allocations are based on the participant's eligible compensation or account balances, as defined in the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investments Classification

All investments are participant directed and the Plan is intended to comply with ERISA section 404(c). Participants have the right to individually select the percentage of their accounts to be invested among different classifications of investments made available to them through a registered investment company.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Participants who leave the Plan because of death, retirement, or disability, as defined by the Plan document, are considered 100% vested. The Plan was amended effective March 8, 2011 to provide 100% vesting in all Employer Contributions to any participant who completes an hour of service on or after March 8, 2011 with a participating employer that is not a professional service corporation. In addition, effective July 3, 2011, all other participants who complete at least one hour of service on or after July 3, 2011 will become fully vested in Employer Matching Contributions upon completion of two years of vesting service. One year of vesting service is earned for each Plan Year in which a participant works 1,000 hours.

For employees with an employer that is not a professional services corporation that did not complete at least one hour of service on or after March 8, 2011, participants vested in all company contributions plus earnings thereon based on the following schedule:

<u>Years of Service</u>	<u>Percentage</u>
Less than 2 Years of Service	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

For employees with an employer who is a professional services corporation and completed at least one hour of service on or after July 3, 2011, participants vest in company matching contributions plus earnings thereon based on the following schedule:

<u>Years of Service</u>	<u>Percentage</u>
Less than 2 Years of Service	0%
2 or more	100%

INSPIRIS of Tennessee Medical Services, P.C. 401(k) Plan

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 1 - Description of the Plan (cont.)

For employees with an employer who is a professional services corporation that did not complete at least one hour of service on or after July 3, 2011, participants vest in company matching contributions plus earnings thereon based on the following schedule:

<u>Years of Service</u>	<u>Percentage</u>
Less than 2 Years of Service	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

For employees with an employer who is a professional services corporation, participants vest in company profit sharing contributions plus earnings thereon based on the following schedule:

<u>Years of Service</u>	<u>Percentage</u>
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

Forfeited Accounts

As of December 31, 2012 and 2011, forfeited nonvested accounts totaled \$23,462 and \$6,425, respectively. Forfeitures will be used to pay certain administrative expenses.

Payment of Benefits

Benefits may be paid to the participant or beneficiary upon death, disability, retirement or severance from employment from all employers in the control group. The total vested portion of a participant's account balance is distributed in the form of a single lump-sum payment. Participants experiencing financial hardship may withdraw a portion of this account balance as defined in the Plan.

There are no amounts owed to the participants who had elected to withdraw from the Plan, but had not been paid as of December 31, 2012 and 2011.

Termination of Plan

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

INSPIRIS of Tennessee Medical Services, P.C. 401(k) Plan

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 1 - Description of the Plan (cont.)

Notes Receivable From Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. These loans are secured by the balance in the participant's account. The loans bear interest at rates which are commensurate with local prevailing rates as of the date of the inception of the loan as determined by the Plan administrator. Principal and interest is paid ratably through payroll deductions.

Administrative Expenses

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

Reclassification

For comparability, certain 2011 amounts have been reclassified to conform with classifications adopted in 2012.

NOTE 2 - Summary of Significant Accounting Policies

Basis of Accounting and Use of Estimates

The accompanying financial statements have been prepared on the accrual basis of accounting. The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) requires the Plan's management to use estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from these estimates.

Risks and Uncertainties

The Plan has investment securities, which, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of the investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Refer to Note 5 Fair Value of Financial Instruments for details on inputs, valuation techniques and fair value measurement level within the fair value hierarchy.

INSPIRIS of Tennessee Medical Services, P.C. 401(k) Plan

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 2 - Summary of Significant Accounting Policies (cont.)

Net appreciation or depreciation of investments included in the accompanying statement of changes in net assets available for benefits includes realized gains or losses from the sale of investments and unrealized appreciation or depreciation in fair value of investments. Net unrealized appreciation or depreciation in the fair value of investments represents the net change in the fair value of the investments held during the period. The net realized gains or losses on the sale of investments represent the difference between the sale proceeds and the fair value of the investment as of the beginning of the period or the cost of the investment if purchased during the year.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis and 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. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Recent Accounting Pronouncements

In May 2011, the FASB issued Accounting Standards Update No. 2011-04, "Fair Value Measurement," which aligns disclosures related to fair value between U.S. GAAP and International Financial Reporting Standards. The standards update includes changes to the wording used to describe many of the requirements in U.S. GAAP for measuring fair value and changes to the disclosure of information about fair value measurements. More specifically, the changes clarify the intent of the FASB regarding the application of existing fair value measurements and disclosures as well as changing some particular principles or requirements for measuring fair value or for disclosing information about fair value measurements. This update was effective for the Plan in 2012. The adoption of this guidance did not have a material impact on the Plan's financial statements.

Payment of Benefits

Benefits are recorded when paid.

INSPIRIS of Tennessee Medical Services, P.C. 401(k) Plan

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 3 - Information Prepared and Certified by Trustee - Unaudited

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by Capital Bank & Trust Company ("the Trustee").

	2012	2011
Statements of net assets available for benefits		
--investments at fair value:		
Participant-directed investments	\$ 4,713,990	\$ 4,368,886
Statement of changes in net assets available for benefits:		
Investment income		
Net appreciation in fair value of investments	\$ 481,049	
Interest and dividends	115,843	

Supplemental schedule: All investment balances and information included in the Supplemental Form 5500, Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year).

Note 4: All investment information

NOTE 4 - Investments

The Plan's investments which exceeded 5% of net assets available for benefits as of December 31, 2012 and 2011 are as follows:

	2012	2011
American Funds Target Date 2020 Fund	\$ 654,062	\$ 588,602
American Funds Target Date 2025 Fund	580,909	494,506
American Funds Target Date 2035 Fund	505,959	638,937
American Funds Target Date 2015 Fund	321,018	322,464
American Funds Target Date 2040 Fund	308,671	267,563
American Funds Target Date 2030 Fund	295,431	260,601
PIMCO Real Return Fund	286,677	235,432

During the year ended December 31, 2012, the Plan's investments (including gains and losses on investments bought, sold, and held during the year) appreciated in value as follows:

Mutual Funds	\$ 481,049
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INSPIRIS of Tennessee Medical Services, P.C. 401(k) Plan

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 5 - Fair Value of Financial Instruments

The Plan follows U.S. GAAP for measuring, reporting, and disclosing fair value. These standards apply to all assets and liabilities that are measured, reported, and/or disclosed on a fair value basis.

As defined in the accounting standards, fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Assets and liabilities measured, reported and/or disclosed at fair value will be classified and disclosed in one of the following three categories:

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

Level 2 - Observable market based inputs or unobservable inputs that are corroborated by market data. Inputs to the valuation methodology include:

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

Level 3 - Unobservable inputs that are unobservable and not corroborated by market data.

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

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Mutual funds: Valued at the daily closing price reported by the fund.

The Company is responsible for the determination of fair value. Accordingly, the Company performs periodic analysis on the prices received from the Trustee used to determine whether the prices are reasonable estimates of fair value. As a result of these reviews, the Company has not historically adjusted the prices obtained from the Trustee. 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 Company believes its valuation methods are appropriate and consistent with 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.

INSPIRIS of Tennessee Medical Services, P.C. 401(k) Plan

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 5 - Fair Value of Financial Instruments (cont.)

The table below presents the balances of assets and liabilities measured at fair value on a recurring basis by level within the hierarchy.

December 31, 2012				
	Total	Level 1	Level 2	Level 3
Mutual Funds:				
Large Cap	\$ 496,717	\$ 496,717	\$ -	\$ -
Mid Cap	488,767	488,767	-	-
Fixed income	146,204	146,204	-	-
International	674,334	674,334	-	-
Target-Date	2,907,968	2,907,968	-	-
Total Mutual Funds	4,713,990	4,713,990	-	-
Total Investments	\$ 4,713,990	\$ 4,713,990	\$ -	\$ -

December 31, 2011				
	Total	Level 1	Level 2	Level 3
Mutual Funds:				
Large Cap	\$ 333,476	\$ 333,476	\$ -	\$ -
Mid Cap	424,230	424,230	-	-
Fixed income	180,032	180,032	-	-
International	604,828	604,828	-	-
Target-Date	2,826,320	2,826,320	-	-
Total Mutual Funds	4,368,886	4,368,886	-	-
Total Investments	\$ 4,368,886	\$ 4,368,886	\$ -	\$ -

NOTE 6 – Party-in-interest

Fees paid by the Plan to the Trustee for the investment management services are party-in-interest transactions. These fees are netted against investment income.

NOTE 7 – Tax Status

The Plan uses a prototype plan document sponsored by Taylor/Webster Inc. The prototype sponsor received an opinion letter from the Internal Revenue Service (IRS), dated March 31, 2008, which states the prototype document satisfies the applicable provisions of the Internal Revenue Code. The Plan itself has not received a determination letter from the IRS. The prototype plan has been amended since receiving the determination letter. The Plan Administrator is aware of certain operational issues, but will take all necessary action to maintain the Plan's qualified status.

INSPIRIS of Tennessee Medical Services, P.C. 401(k) Plan

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 7 – Tax Status (cont.)

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE 8 – Late Contributions

During 2012, the Company failed to remit certain employee contributions to the Plan on a timely basis, which is a prohibited transaction under ERISA. The Company has calculated the lost earnings to the participants and has contributed that amount to the Plan in order to correct the prohibited transactions.

NOTE 9 – Other Receivables

During 2011, distributions were made to individuals who were not eligible for a distribution. The Company requested these distributions be returned to the Plan. A receivable was recorded for the amounts that were returned to the Plan in 2012.

NOTE 10 – Reconciliation to Form 5500

	2012	2011
Net assets available for benefits per the financial statements	\$ 4,808,378	\$ 4,607,782
Less: Other receivables	-	(134,372)
Net assets available for benefits per the Form 5500	<u>\$ 4,808,378</u>	<u>\$ 4,473,410</u>
Net increase in net assets available for benefits per the financial statements	\$ 200,596	
Add: 2011 Other receivables	<u>134,372</u>	
Net Income per Form 5500	<u>\$ 334,968</u>	

NOTE 11 - Subsequent Events

The Plan has evaluated subsequent events through September 25, 2013, which is the date the financial statements were approved and available to be issued, for events requiring recording or disclosure in the Plan's financial statements.

SUPPLEMENTAL INFORMATION

INSPIRIS of Tennessee Medical Services, P.C. 401(k) Plan

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

Plan 001

EIN 27-5248766

As of December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Shares of an Investment Company	Mutual funds:		
*		American Funds Target Date 2020 Fund	**	\$ 654,062
*		American Funds Target Date 2025 Fund	**	580,909
*		American Funds Target Date 2035 Fund	**	505,959
*		American Funds Target Date 2015 Fund	**	321,018
*		American Funds Target Date 2040 Fund	**	308,671
*		American Funds Target Date 2030 Fund	**	295,431
		PIMCO Real Return Fund	**	286,677
*		American Funds Growth Fund of America	**	238,471
*		American Funds Capital World Growth & Income	**	183,840
*		American Funds Europacific Growth Fund	**	177,569
*		American Funds Smallcap World Fund	**	135,732
		PIMCO Total Return Fund	**	134,455
*		American Funds Money Market Fund	**	146,204
*		American Funds New World Fund	**	112,768
*		American Funds Capital Income Builder	**	103,220
*		American Funds Washington Mutual Fund	**	100,047
*		American Funds Fundamental Investors	**	86,363
*		American Funds Income Fund of America	**	71,836
		PIMCO High-Yield Fund	**	67,635
*		American Funds New Perspective Fund	**	64,425
*		American Funds Target Date 2045 Fund	**	59,397
*		American Funds Target Date 2010 Fund	**	48,022
*		American Funds Target Date 2050 Fund	**	27,521
*		American Funds Target Date 2055 Fund	**	3,758
		TOTAL MUTUAL FUNDS		<u>4,713,990</u>
		OTHER INVESTMENTS		
*		Notes Receivable from Participants (interest rate 4.25% with maturity dates ranging from February 2013 to December 2017)	\$-	<u>94,388</u>
		TOTAL INVESTMENTS		<u>\$ 4,808,378</u>

*Represents party-in-interest

**Cost omitted for participant directed investments

INSPIRIS of Tennessee Medical Services, P.C. 401(K) Plan

Schedule H, Part IV, Question 4a - Schedule Of Delinquent Participant Contributions
27-5248766

Plan Number: 001

For the Year Ended December 31, 2012

December 31, 2012

	Total That Constitute Nonexempt Prohibited Transactions			Total Fully Corrected
			Contributions	under VFCP
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Pending Correction in VFCP	and PTE 2002-51
Participant Contributions Transferred Late to the Plan				

Check here if late participant loan contributions are included: X

\$ - \$ 3,633 \$ - \$ -

[illegible]

ASSETS HELD FOR INVESTMENT PURPOSES

INSPIRIS of Tennessee Medical Services, P.C. 401(k) Plan
01-JAN-12 to 31-DEC-12

20-JAN-13 14:42:53

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
IRERCX			167,887.85	177,568.78
IRGACX			204,760.18	238,470.77
IRNPCX			50,489.10	64,425.00
IRNWCX			94,486.84	112,768.39
IRSLCX			100,558.67	135,732.13
IRWICX			165,884.89	183,840.09
IRFNCX			68,275.73	86,363.40
IRWMCX			83,585.14	100,047.49
IRIRCX			92,249.23	103,219.59
IRIDCX			64,707.14	71,835.51
IPHYRX			61,669.92	67,635.10
IPRRRX			259,601.92	286,676.58
IPTRRX			130,346.96	134,455.43
IRACXX			122,734.18	122,742.49
IRCATX			45,367.42	48,021.68
IRCJTX			303,401.88	321,017.95
IRCCTX			593,943.27	654,062.01
IRCDTX			503,933.07	580,909.37
IRCETX			265,068.94	295,431.11
IRCFTX			468,822.27	505,958.79
IRCKTX			280,911.85	308,670.71
IRCHTX			50,433.83	59,396.84
IRCITX			23,267.12	27,521.11
IRCMTX			3,393.60	3,758.03
			4,205,781.00	4,690,528.35
PARTICIPANT LOANS	VARIOUS	4.250-4.250	94,091.52	94,388.11
FORFEITURES			23,462.16	23,462.16

ASSETS HELD FOR INVESTMENT PURPOSES

INSPIRIS of Tennessee Medical Services, P.C. 401(k) Plan
01-JAN-12 to 31-DEC-12

20-JAN-13 14:42:53

INVESTMENT OPTION

MATURITY DATE

INTEREST RATE

COST OF ASSETS

CURRENT VALUE

LEGEND

INVESTMENT OPTION:

1RERCX American Funds EuroPacific Gr R3
 1RNPCX American Funds New Perspective R3
 1RSLCX American Funds SMALLCAP World R3
 1RFNCX American Funds Fundamental Invs R3
 1RIRCX American Funds Capital Income Builder R3
 1PHYRX PIMCO High Yield R
 1PTRRX PIMCO Total Return Fund - R
 1RCATX American Funds 2010 Target Date Fund R3
 1RCCTX American Funds 2020 Target Date Fund R3
 1RCETX American Funds 2030 Target Date Fund R3
 1RCKTX American Funds 2040 Target Date Fund R3
 1RCITX American Funds 2050 Target Date Fund R3

1RGACX American Funds Growth Fund of Amer R3
 1RNWCX American Funds New World Fund R3
 1RWICX American Funds Capital World G/I R3
 1RWMCX American Funds Washington Mutual R3
 1RIDCX American Funds Inc Fund of Amer R3
 1PRRRX PIMCO Real Return R
 1RACXX American Funds Money Market Fund R3
 1RCJTX American Funds 2015 Target Date Fund R3
 1RCDTX American Funds 2025 Target Date Fund R3
 1RCFTX American Funds 2035 Target Date Fund R3
 1RCHTX American Funds 2045 Target Date Fund R3
 1RCMTX American Funds Trgt Date Ret 2055 R3

COST OF ASSETS: The original cost of the assets in each investment option as of the last day of the plan year

CURRENT VALUE: The value of all assets in each investment option as of the last day of the plan year