Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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 than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [X]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
EMPLOYEE 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1994

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

EMS MANAGEMENT, LLC

6200 S. SYRACUSE WAY, SUITE 200
GREENWOOD VILLAGE, CO 80111

2b Employer Identification Number (EIN) 20-2076564

2c Sponsor's telephone number 303-495-1310

2d Business code (see instructions) 621900

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/07/2013	DONALD KING
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/07/2013	DONALD KING
	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 [X] 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:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	13904
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**	17755
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	4084
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	21839
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	21839
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	16554
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	1193
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 2R 2S 2T 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)	[X]	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)	[X]	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)	[X]	**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)	[X]	**H** (Financial Information)
(2)	[ ]	**I** (Financial Information – Small Plan)
(3)	[ ]	**A** (Insurance Information)
(4)	[X]	**C** (Service Provider Information)
(5)	[X]	**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
EMPLOYEE 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EMS MANAGEMENT, LLC

D Employer Identification Number (EIN)
20-2076564

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).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

CHARLES SCHWAB & CO. INC. AND AFFIL

94-1737782

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

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

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

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

SCHWAB RETIREMENT PLAN SERVICES INC

34-1479833

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 50 64	NONE	494834	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

TOWERS WATSON DELAWARE, INC.

53-0181291

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50	NONE	38863	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

CAUSEY DEMGEN & MOORE P.C.

84-1158905

(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?
10 50	NONE	36000	Yes [ ] No [X]	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)

CHARLES SCHWAB & CO., INC.

94-1737782

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
33 50 59 62 71	NONE	12357	Yes [X] No [ ]	Yes [X] No [ ]	72	Yes [X] No [ ]

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

CHARLES SCHWAB BANK

42-1558009

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26 49 50 59 62	NONE	47	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO. INC. AND AFFIL	59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SEE ATTACHMENT 11-1111111	SEE ATTACHMENT

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

(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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

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
EMPLOYEE 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
EMS MANAGEMENT, LLC

D Employer Identification Number (EIN)
20-2076564

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: CHARLES SCHWAB BANK

b Name of sponsor of entity listed in (a): SCHWAB MANAGED RETIREMENT TRUST FUND 2010

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
81-0625169-001	C	7582522

a Name of MTIA, CCT, PSA, or 103-12 IE: CHARLES SCHWAB BANK

b Name of sponsor of entity listed in (a): SCHWAB MANAGED RETIREMENT TRUST FUND 2015

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
81-0625169-006	C	19531650

a Name of MTIA, CCT, PSA, or 103-12 IE: CHARLES SCHWAB BANK

b Name of sponsor of entity listed in (a): SCHWAB MANAGED RETIREMENT TRUST FUND 2020

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
81-0625169-002	C	47165605

a Name of MTIA, CCT, PSA, or 103-12 IE: CHARLES SCHWAB BANK

b Name of sponsor of entity listed in (a): SCHWAB MANAGED RETIREMENT TRUST FUND 2025

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
81-0625169-007	C	58067610

a Name of MTIA, CCT, PSA, or 103-12 IE: CHARLES SCHWAB BANK

b Name of sponsor of entity listed in (a): SCHWAB MANAGED RETIREMENT TRUST FUND 2030

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
81-0625169-003	C	64537416

a Name of MTIA, CCT, PSA, or 103-12 IE: CHARLES SCHWAB BANK

b Name of sponsor of entity listed in (a): SCHWAB MANAGED RETIREMENT TRUST FUND 2035

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
81-0625169-008	C	55095445

a Name of MTIA, CCT, PSA, or 103-12 IE: CHARLES SCHWAB BANK

b Name of sponsor of entity listed in (a): SCHWAB MANAGED RETIREMENT TRUST FUND 2040

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
81-0625169-004	C	35770839

a Name of MTIA, CCT, PSA, or 103-12 IE: CHARLES SCHWAB BANK

b Name of sponsor of entity listed in (a): SCHWAB MANAGED RETIREMENT TRUST FUND 2045

c EIN-PN 81-0625169-009	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 30718694

a Name of MTIA, CCT, PSA, or 103-12 IE: CHARLES SCHWAB BANK

b Name of sponsor of entity listed in (a): SCHWAB MANAGED RETIREMENT TRUST FUND 2050

c EIN-PN 81-0625169-010	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 22166047

a Name of MTIA, CCT, PSA, or 103-12 IE: CHARLES SCHWAB BANK

b Name of sponsor of entity listed in (a): SCHWAB MANAGED RETIREMENT INCOME

c EIN-PN 81-0625169-005	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1624643

a Name of MTIA, CCT, PSA, or 103-12 IE: AMR SAVINGS PLANS MASTER TRUST

b Name of sponsor of entity listed in (a): EMS MANAGEMENT, LLC

c EIN-PN 20-2076564-002	**d** Entity code M	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

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

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
EMPLOYEE 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EMS MANAGEMENT, LLC

D Employer Identification Number (EIN)
20-2076564

Part I Asset and Liability Statement

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		263
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		6028386
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		11689
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	9791236	19949369
(9) Value of interest in common/collective trusts	1c(9)		342260471
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	200113930	
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		49155881
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		4797578

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	209905166	422203637
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	209905166	422203637

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	11835203	
(B) Participants	2a(1)(B)	28161586	
(C) Others (including rollovers)	2a(1)(C)	1569695	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		41566484
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	3754	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	773170	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		776924
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	728371	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		728371
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		15716842
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		18645598
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		1993449
c Other income	2c		-327146
d Total income. Add all **income** amounts in column (b) and enter total	2d		79100522
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	47554575	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		47554575
f Corrective distributions (see instructions)	2f		329103
g Certain deemed distributions of participant loans (see instructions)	2g		92118
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)	84771	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	38863	
(4) Other	2i(4)	505076	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		628710
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		48604506
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		30496016
l Transfers of assets:			
(1) To this plan	2l(1)		181802455
(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)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: CAUSEY DEMGEN & MOORE PC **(2)** EIN: 84-1158905

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:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	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.)	4c		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.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		10000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		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?	4g		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?	4h		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.)	4i	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.)	4j		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?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m	X		
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n	X		

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

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
EMPLOYEE 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EMS MANAGEMENT, LLC

D Employer Identification Number (EIN)
20-2076564

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** 0

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): 42-1558009 04-6568107

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 of 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):

Employee 401(k) Plan

(formerly known as The EMSC 401(k) Savings Plan)
Financial Statements and
Supplemental Schedule
December 31, 2012 and 2011
and for the year ended December 31, 2012

Employee 401(k) Plan
(formerly known as The EMSC 401(k) Savings Plan)
Index to Financial Statements and Supplemental Schedule

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Statements of Net Assets Available for Benefits - December 31, 2012 and 2011	3
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Schedule H, Line 4i - Schedule of Assets (Held at End of Year) - December 31, 2012	13

* Other schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.

CAUSEY DEMGEN & MOORE P.C.
Certified Public Accountants and Consultants

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Denver, Colorado 80202-2025
Telephone: (303) 296-2229
Facsimile: (303) 296-3731
www.causeycpas.com

Independent Auditor's Report

To the Participants and Administrator of
the Employee 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Employee 401(k) Plan (formerly known as The EMSC 401(k) Savings Plan) ("Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, 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 7, which was certified by Fidelity Management Trust Company and Charles Schwab Bank, the trustees of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustees hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the trustees as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustees is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2012 is 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 is presented for the purpose of additional analysis and is 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 this supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustees, 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.

Causey Demgen & Moore P.C.

Denver, Colorado
October 4, 2013

Employee 401(k) Plan
(formerly known as The EMSC 401(k) Savings Plan)
Statement of Net Assets Available for Benefits
December 31, 2012 and 2011

	2012	2011
Assets		
Investments at fair value (Notes 3, 4 and 7)	$ 402,254,268	$ 200,113,930
Receivables:		
Notes receivable from participants (Note 7)	19,949,369	10,187,453
Participant contributions (Note 9)	753,042	422,450
Employer matching contributions (Note 9)	349,076	173,069
Total receivables	21,051,487	10,782,972
Total assets	423,305,755	210,896,902
Liabilities		
Payable to participants (Note 9)	(248,363)	(351,023)
Net assets available for benefits at fair value	423,057,392	210,545,879
Adjustment from fair value to contract value for fully benefit-responsive investment contracts (Note 9)	-	(647,504)
Net assets available for benefits	$ 423,057,392	$ 209,898,375

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

Employee 401(k) Plan
(formerly known as The EMSC 401(k) Savings Plan)
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2012

Additions to Net Assets Attributed to:	
Investment income	
Net appreciation in fair value of investments (Notes 3 and 7)	$ 36,442,945
Interest and dividends (Note 7)	948,918
	37,391,863
Total investment loss, net	
Interest income on notes receivable from participants	773,170
Contributions:	
Participants	28,492,178
Employer	12,011,210
Rollovers and other	1,569,695
Total contributions	42,073,083
Total additions	80,238,116
Deductions From Net Assets Attributed to:	
Benefits paid to participants	48,252,844
Administrative expenses	628,710
Total deductions	48,881,554
Net increase before transfers	31,356,562
Transfers to this plan from American Medical Response 401(k) Savings Plan for Union Employees	181,802,455
Net increase	213,159,017
Net assets available for benefits, December 31, 2011	209,898,375
Net assets available for benefits, December 31, 2012	$ 423,057,392

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

1. Description of the Plan

The following description of the Employee 401(k) Plan (formerly known as The EMSC 401(k) Savings Plan) (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan to facilitate systematic savings by eligible employees of Emergency Medical Services Corporation, American Medical Response, Inc., and its majority owned subsidiaries, and EmCare, Inc. and its majority owned subsidiaries (the "Companies") and to provide funds for their retirement. The Plan is administered by EMS Management, LLC (hereinafter referred to as the "Company"). The Company's trustees, Fidelity Management Trust Company ("Fidelity") was trustee through March 31, 2012 and Charles Schwab Bank ("Schwab") was trustee from April 1, 2012 through December 31, 2012, are responsible for the investing, safekeeping and accounting for the Plan's assets and valuation of the individual participant's accounts. In addition, effective April 1, 2012, the Plan adopted The Schwab Defined Contribution Plan, a volume submitter plan.

Effective April 1, 2012, the Company merged the Plan with the American Medical Response 401(k) Savings Plan for Union Employees.

Employee Eligibility

Participation in the Plan is voluntary. Prior to April 1, 2012, substantially all non-union employees were eligible at date of hire except for part time employees who had to complete 1,000 hours of service to be eligible. Effective April 1, 2012, participants on March 31, 2012 continued to participate in the plan. In addition, all non-union employees are eligible at date of hire except for part time employees working less than 20 hours per week who had to complete 1,000 hours of service to be eligible. Except as otherwise provided in any applicable bargaining agreement, union employees are eligible upon the earlier of (1) completion of 1,000 hours of service during a six month period following their date of hire or (2) 1,000 hours of service beginning the first day of the plan year which begins prior to the first anniversary of their date of hire.

Contributions

Plan participants were allowed to contribute 1% to 40% of their eligible compensation, as defined by the Plan document, subject to the maximum allowed by section 402(g) of the Internal Revenue Code as indexed by the Internal Revenue Service (the "IRS"). The contribution limit for 2012 was $17,000. In addition, eligible employees age 50 or over may contribute "catch-up" contributions of $5,500 in 2012. Except as otherwise provided in any applicable bargaining agreement, the Company matching contribution shall be equal to 50% of the participant elective contribution (excluding "catch-up" contributions) made for each pay period, which does not exceed 6% of the participant's compensation for such period. Additional discretionary contributions may be made by the Company as determined by the Company. For the year ended December 31, 2012, the Company made no additional discretionary contributions.

Participants' Accounts

Participant accounts are adjusted periodically to reflect the fair market value of the assets allocated to the accounts. Each account balance is increased (decreased) by the amount of contributions, income, gains and losses allocable to such account since the prior valuation date. Income, expense,

gains and losses generated by a particular investment are allocated to accounts based on each account's proportionate share of the investment. Any expenses relating solely to a specific account, such as loan origination fees and distribution fees, are charged to such account.

Vesting and Forfeitures
Participants contributions and the earnings thereon are fully vested at all times. Unless stipulated in a covered employees collective bargaining union agreement, if any, participants have a vested interest in a percentage of the employer's matching contributions based on years of service. Company contributions are vested 25% for each year of service and fully vested after four years of service, based on date of hire, or upon retirement or death. Forfeited amounts are used to reduce future employer contributions and allowable plan expenses. During calendar year 2012, forfeitures were used to reduce employer contributions by $187,895 and pay Plan expenses of $160,346. At December 31, 2012, forfeited non-vested accounts totaled $763,462.

Payment of Benefits
The balance in a participant's account is payable on or after his or her reaching retirement age as defined by the Plan. All vested amounts in the participant's account are also payable upon termination of employment with the Company. A participant may elect to receive either a lump-sum amount equal to the value of his or her account, single withdrawals at intervals of the participant's request, or annual installments. In addition, hardship distributions are permitted if certain criteria are met and are subject to certain penalties imposed by the IRS.

Notes receivable from participants
Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their account balance. Loan terms range from 1 to 5 years or up to 10 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined monthly by the Plan administrator. Interest rates ranged from 4.25% to 10.25% at December 31, 2012. Principal and interest are paid ratably through payroll deductions.

Administrative Expenses
Administrative expenses include expenses for investment consulting, the audit, plan administration and expenses paid by participant, which relate to loan origination fees and distribution fees.

2. Summary of Significant Accounting Policies

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

As described in Financial Accounting Standards Board Accounting Standards Codification section 962, *Reporting of Investment Contracts Held by Health and Welfare Benefit Plans and Defined-Contribution Pension Plans*, investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The plan invests in fully benefit-responsive investment contracts in its master trust. Contract value for this investment is based on the net asset

value of the fund as reported by the investment advisor. The Statement of Net Assets Available for Benefits presents the fair value of the investment in the master trust as well as the adjustment of the investment from fair value to contract value relating to the investment contracts. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Use of Estimates
The preparation of the financial statements in conformity with US GAAP requires the Plan's management to make significant estimates and assumptions that affect reported amounts of net assets available for benefits during the reporting period and, when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Risks and Uncertainties
The Plan provides for various investment options in mutual funds and investment contracts which are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the participant's account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available For Benefits.

Valuation of Investments Held and Income Recognition
The Plan's investments in mutual funds are stated at fair value as determined by quoted market prices, which represents the net asset value of shares held by the plan at year end. The Plan's interest in investment contracts is based on the fair value of the master trust's underlying investments as based on information reported by the investment advisor using the audited financial statements of the trust at year-end.

Purchases and sales of securities are recorded on a trade date basis. Dividends are recorded on the ex-dividend date.

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

Net Appreciation (Depreciation) in the Fair Value of Investments
The Plan presents in the Statement of Changes in Net Assets Available for Benefits, the net change in appreciation (depreciation) in fair value of investments, which consists of the net realized gains and losses and the net unrealized appreciation or depreciation on these investments.

Contributions
Contributions from Plan participants are made through payroll deductions. Contributions from the Company are accrued based upon amounts required to be funded under the provisions of the Plan.

Payment of Benefits
Benefits are recorded when paid. No amounts are owed at December 31, 2012 or 2011 to participants who have elected to withdraw from the plan, but have not yet been paid.

3. Investments

Except as noted, the following presents the fair value of investments that represent 5% or more of the Plan's total net assets available for benefits as of December 31:

	2012	2011
Schwab Managed Retirement 2020 Class IV	$ 47,165,605	$ -
Schwab Managed Retirement 2025 Class IV	58,067,610	-
Schwab Managed Retirement 2030 Class IV	64,537,416	-
Schwab Managed Retirement 2035 Class IV	55,095,445	-
Schwab Managed Retirement 2040 Class IV	35,770,839	-
Schwab Managed Retirement 2045 Class IV	30,718,694	-
Schwab Managed Retirement 2050 Class IV	22,166,047	-
Fidelity Diversified International Fund	-	12,388,682
Fidelity Growth Company Fund	-	11,991,648
Fidelity Freedom 2040 Fund	-	11,145,392
Fidelity Freedom 2030 Fund	-	15,778,367
Fidelity Freedom 2020 Fund	-	13,580,387
RS Partners Fund – Class A Fund	-	10,938,936
Vanguard Institutional Index Fund	7,073,306**	19,584,512
PIMCO Total Return Fund	-	17,120,204
Fidelity Managed Income Portfolio II	-	26,002,396*

* The amount represents contract value for the investment.
** Represents less than 5% of the Plan's net assets as of December 31.

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $36,442,945 and the Plan received interest and dividends totaling $1,722,088, all of which related to registered investment companies and participant loans.

4. Fair Value Measurements:

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

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

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;

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

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

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

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

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.

Investments in mutual funds: Valued at quoted market prices which represent the net asset value of shares held by the Plan at year end.

Investments in stable value fund and self-directed brokerage accounts: Valued at the quoted market price of the underlying investments held by the Plan at year end.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan 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.

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

	Level 1	Level 2	Level 3	Total
Money Market	$ 6,028,649	$ -	$ -	$ 6,028,649
Mutual Funds:				
Large Cap	21,770,679	-	-	21,770,679
Mid Cap	4,584,397			4,584,397
Small Cap	3,824,192	-	-	3,824,192
International	8,828,860	-	-	8,828,860
Bonds	10,147,753			10,147,753
Self-directed brokerage accounts	4,809,267	-	-	4,797,578
Target Retirement	342,260,471	-	-	342,260,471
	$ 402,254,268	$ -	$ -	$ 402,254,268

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

	Level 1	Level 2	Level 3	Total
Stock Investments:				
Large Cap	$ 52,082,275	$ -	$ -	$ 52,082,275
Small Cap	18,057,522	-	-	18,057,522
International	12,388,682	-	-	12,388,682
Self-directed brokerage accounts	1,519,470	-	-	1,519,470
Blended investments	72,295,877	-	-	72,295,877
Bond Investments:				
Stable Value	-	26,649,900	-	26,649,900
Intermediate term	17,120,204	-	-	17,120,204
	$ 173,464,030	$ 26,649,900	$ -	$ 200,113,930

5. Termination of the Plan

While the sponsor of the Plan has not expressed any intent to discontinue its contributions, they reserve the right to terminate the Plan at any time subject to the provisions of ERISA, by an instrument in writing delivered to the Plan's administrator. If the Plan is terminated or contributions are completely discontinued under the Plan, the participant's non-vested interests become fully vested. Upon termination of the Plan by the Company, the Trustee will distribute to each participant (or other person entitled to distribution) the value of the participants' accounts in a single sum as soon as practicable following such termination. The amount of such distribution shall be determined as of the valuation date immediately preceding the date the distribution is to be made.

6. Tax Status of the Plan

The IRS has determined and informed the Company by a letter dated September 12, 2012, that the Plan and related trust in existence through March 31, 2012, and the Plan and related trust effective April 1, 2012 by a letter dated March 31, 2008 for The Schwab Defined Contribution Plan, are designated in accordance with Section 401(a) of the Internal Revenue Code (IRC) and, therefore, the fund established as part of the Plan is not subject to federal income tax under provisions of Section 501(a) of the IRC. As long as the Plan is qualified under the tax laws, participants will not be taxed currently on Company contributions and before tax 401(k) participant contributions to the Plan or on income earned thereon. The Plan has been amended since receiving the determination letter. However, it is the opinion of the plan administrator that the Plan as presently amended, is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the

organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service ("IRS"). The Plan administrator has analyzed the tax positions taken by the plan and has concluded that as of December 31, 2012, 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 the years prior to 2009.

7. Information Certified by the Trustees

The following unaudited information at December 31, 2012 and 2011 and for the year ended December 31, 2012, regarding the Plan's financial statements and supplemental schedule was certified to be complete and accurate by the trustees within the meaning of Section 29 CFR 2520.103-5(c) of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA:

Statement of net assets available for benefits and related Note 3:

- Investments and notes receivable from participants
- Adjustment from fair value to contract value for fully benefit-responsive investment contracts

Statement of changes in net assets available for benefits and related Note 3:

- Net appreciation (depreciation) in fair value of investments
- Interest and dividends
- Interest income on notes receivable from participants

All information in the supplemental schedule:

- Schedule of Assets (Held at End of Year)

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

8. Related Party Transactions

Certain Plan investments are shares of mutual funds managed by Fidelity and Schwab. As Fidelity and Schwab are the trustees as defined by the Plan, these transactions qualify as party-in-interest.

9. Reconciliation to Form 5500

The following represents reconciliation between the accompanying Statement of Nets Assets Available for Benefits and Statement of Changes in Net Assets Available for Benefits, and the Company's Form 5500 as of December 31, 2011 and 2012 and for the year ended December, 31, 2012:

As of December 31, 2011:	
Net assets available for benefits per financial statements	$ 209,898,375
Current year participant contributions receivable	(422,450)
Current year employer match contribution receivable	(173,069)
Current year participant excess contribution refund	351,023
Certain deemed distributions of participant loans	(396,217)
Adjustment from fair value to contract value – investment contracts	647,504
Net assets available for benefits per Form 5500	$ 209,905,166
As of December 31, 2012:	
Net assets available for benefits per financial statements	$ 423,057,392
Current year participant contributions receivable	(753,042)
Current year employer match contribution receivable	(349,076)
Current year participant excess contribution refund	248,363
Net assets available for benefits per Form 5500	$ 422,203,637
For the Year Ended December 31, 2012:	
Net increase in net assets before transfers per financial statements	$ 31,356,562
Contributions receivable at December 31, 2012	(1,102,118)
Contributions receivable at December 31, 2011	595,519
Participant excess contribution at December 31, 2012	248,363
Participant excess contribution at December 31, 2011	(351,023)
Certain deemed distributions of participant loans at December 31, 2011	396,217
Adjustment from fair value to contract value – investment contracts	(647,504)
Net increase in net assets available for benefits per Form 5500	$ 30,496,016

10. Subsequent event

The Company has evaluated events subsequent to December 31, 2012 through October 4, 2013, which is the date the financial statements were available to be issued. There has been no material events noted in this period which would impact the results reflected in this report, the Plan's results going forward or require additional disclosure.

Employee 401(k) Plan
(formerly known as The EMSC 401k Savings Plan)
EIN# 04-3147881, Plan Number 001
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a)	(b) Identity of Issuer, 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
	Cash Equivalents	Vanguard Prime Money Market Fund Institutional	#	$ 6,028,649
	Mutual Funds:	American Beacon Sm Cap Value Institutional	#	2,292,900
		Artisan International Institutional	#	2,355,893
		Dodge & Cox International Stock	#	3,639,072
		Dodge & Cox Stock Fund	#	4,012,173
		JP Morgan Core Bond R6	#	4,765,139
		T Rowe Price Institutional Large Cap Growth	#	5,767,676
		Vanguard Extended Market Index Institutional	#	4,584,397
		Vanguard Institutional Index	#	7,073,306
		Vanguard Primecap Admiral	#	4,917,524
		Vanguard Total Bond Market Index Sig	#	5,382,614
		Vanguard Total International Stock Index Sig	#	2,833,895
		William Blair Small Cap Growth I	#	1,531,292
	Common/Collective Trusts:			
*	Schwab	Schwab Managed Retirement 2010 Class IV	#	7,582,522
		Schwab Managed Retirement 2015 Class IV	#	19,531,650
		Schwab Managed Retirement 2020 Class IV	#	47,165,605
		Schwab Managed Retirement 2025 Class IV	#	58,067,610
		Schwab Managed Retirement 2030 Class IV	#	64,537,416
		Schwab Managed Retirement 2035 Class IV	#	55,095,445
		Schwab Managed Retirement 2040 Class IV	#	35,770,839
		Schwab Managed Retirement 2045 Class IV	#	30,718,694
		Schwab Managed Retirement 2050 Class IV	#	22,166,047
		Schwab Managed Retirement Income Class IV	#	1,624,643
	Self Directed Brokerage Accounts	Personal Choice Retirement (excluding Limited Partnerships)	#	4,797,578
	Limited Partnerships	Limited Partnerships		11,689
*	Notes receivable from participants	Interest rates range from 4.25% to 10.25% (repayable over a term of up to five years, except for loans used to purchase a principal residence which is repayable over a term up to 10 years).	-0-	19,949,369
				$ 422,203,637

* Represents a party-in-interest.

All investments are participant-directed; therefore, cost information is not required.

The information in this schedule has been certified as to its completeness and accuracy by Schwab.

EMPLOYEE 401(K) PLAN
Schedule C, Part I, Line 3 - Service Provider Indirect Compensation Information
December 31, 2012

EIN: 20-2076564

Plan Number: 001

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

Fund Family/Provider	EIN	Formula
American Beacon	75-2401150	Rate of 0.05% of average daily balance of asset(s)
Dodge & Cox	94-1441976	Rate of 0.10% of average daily balance of asset(s)
William Blair	36-2214610	Rate of 0.15% of average daily balance of asset(s)

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

Fund Family/Provider	EIN	Formula
Alger	13-2665689	Rate of 0.40% of average daily balance of asset(s)
Allianz Funds	33-0457728	Range of 0.35 - 0.40% of average daily balance of assets
American Century Investments	43-0821857	Rate of 0.35% of average daily balance of asset(s)
Ariel Investments, LLC	02-0712418	Rate of 0.40% of average daily balance of asset(s)
Artio Global	13-6174048	Rate of 0.40% of average daily balance of asset(s)
Artisan	39-1811840	Rate of 0.40% of average daily balance of asset(s)
BlackRock	04-6171663	Range of 0.40 - 0.50% of average daily balance of assets
Brown Advisory Funds	52-1952888	Rate of 0.40% of average daily balance of asset(s)
Delaware Investments	23-2693133	Rate of 0.40% of average daily balance of asset(s)
Euro Pacific Asset Management	Not Available	Rate of 0.40% of average daily balance of asset(s)
Euro Pacific Halter Asia Management,	Not Available	Rate of 0.40% of average daily balance of asset(s)
Forester	36-4297579	Rate of 0.50% of average daily balance of asset(s)
Gabelli	13-3340139	Range of 0.35 - 0.40% of average daily balance of assets
Guggenheim Investments	48-1175174	Rate of 0.40% of average daily balance of asset(s)
Guinness Atkinson	98-0534338	Rate of 0.40% of average daily balance of asset(s)
Harbor	04-2679462	Rate of 0.43% of average daily balance of asset(s)
Henderson Global	06-1217855	Rate of 0.40% of average daily balance of asset(s)
Hennessy	68-0377264	Rate of 0.40% of average daily balance of asset(s)
Hodges	75-2278918	Rate of 0.40% of average daily balance of asset(s)
Invesco	58-2287224	Rate of 0.40% of average daily balance of asset(s)
JPMorgan	13-2624428	Rate of 0.50% of average daily balance of asset(s)
Legg Mason	52-1200960	Rate of 0.40% of average daily balance of asset(s)
MainStay	52-2206685	Range of 0.40 - 0.50% of average daily balance of assets
Marsico Investment Fund	84-1434992	Rate of 0.40% of average daily balance of asset(s)
Matthews Asia Funds	94-3250972	Range of 0.33 - 0.40% of average daily balance of assets
Monetta	36-3280018	Rate of 0.40% of average daily balance of asset(s)
Northern Funds	39-1777365	Rate of 0.22% of average daily balance of asset(s)
Nuveen	36-3817266	Rate of 0.40% of average daily balance of asset(s)
Oakmark	04-3276558	Rate of 0.35% of average daily balance of asset(s)
OppenheimerFunds	13-2527171	Rate of 0.50% of average daily balance of asset(s)
Pacific Financial	Not Available	Rate of 0.25% of average daily balance of asset(s)
Parnassus	94-6579180	Rate of 0.40% of average daily balance of asset(s)
Pax World	02-0280580	Rate of 0.40% of average daily balance of asset(s)
Principal Funds	42-1520346	Rate of 0.40% of average daily balance of asset(s)
ProFunds	52-2035197	Rate of 0.40% of average daily balance of asset(s)
Prudential Investments	22-3703799	Rate of 0.40% of average daily balance of asset(s)
RidgeWorth	58-1604573	Rate of 0.35% of average daily balance of asset(s)
Saturna Capital	91-1454817	Rate of 0.40% of average daily balance of asset(s)
Schwab Funds	94-3106735	Range of 0.02 - 0.25% of average daily balance of assets
Sierra Trust	77-0625792	Rate of 0.40% of average daily balance of asset(s)
Thornburg	85-0301299	Rate of 0.40% of average daily balance of asset(s)
TIAA-CREF Mutual Funds	13-1624203	Rate of 0.20% of average daily balance of asset(s)
Tocqueville	13-3549887	Rate of 0.40% of average daily balance of asset(s)
Wells Fargo Advantage	41-0449260	Rate of 0.40% of average daily balance of asset(s)

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

NAME OF PLAN SPONSOR: EMS Management LLC
NAME OF PLAN: Employee 401(k) Plan
EIN: 20-2076564
PLAN NUMBER: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	PARTICIPANT LOANS	Loans (4.25% - 10.25%)		19,949,369
	VANGUARD INSTL MONEY MRKT FND	Money Market / Cash Equivalent		6,028,386
*	SCHWAB MANAGED RET 2010 CL IV	Common Collective Trust Fund		7,582,522
*	SCHWAB MANAGED RET 2015 CL IV	Common Collective Trust Fund		19,531,650
*	SCHWAB MANAGED RET 2020 CL IV	Common Collective Trust Fund		47,165,605
*	SCHWAB MANAGED RET 2025 CL IV	Common Collective Trust Fund		58,067,610
*	SCHWAB MANAGED RET 2030 CL IV	Common Collective Trust Fund		64,537,416
*	SCHWAB MANAGED RET 2035 CL IV	Common Collective Trust Fund		55,095,445
*	SCHWAB MANAGED RET 2040 CL IV	Common Collective Trust Fund		35,770,839
*	SCHWAB MANAGED RET 2045 CL IV	Common Collective Trust Fund		30,718,694
*	SCHWAB MANAGED RET 2050 CL IV	Common Collective Trust Fund		22,166,047
*	SCHWAB MANAGED RET INC CL IV	Common Collective Trust Fund		1,624,643
	PCRA	Self-Directed Brokerage Account		4,797,578
	AMERICAN BEACON SCAP VAL INSTL	Registered Investment Company		2,292,900
	ARTISAN INTERNATIONAL INSTL	Registered Investment Company		2,355,893
	DODGE & COX INTL STOCK	Registered Investment Company		3,639,072
	DODGE & COX STOCK FUND	Registered Investment Company		4,012,172
	JP MORGAN CORE BOND R6	Registered Investment Company		4,765,139
	T ROWE PRICE INSTL LRG GROWTH	Registered Investment Company		5,767,676
	VANGUARD EXTENDED MKT IDX INST	Registered Investment Company		4,584,398
	VANGUARD INSTITUTIONAL INDEX	Registered Investment Company		7,073,306
	VANGUARD PRIMECAP ADMIRAL	Registered Investment Company		4,917,524
	VANGUARD TOTAL BND MKT IDX SIG	Registered Investment Company		5,382,614
	VANGUARD TTL INTL STK IDX SIG	Registered Investment Company		2,833,895
	WILLIAM BLAIR SMALL CAP GRTH I	Registered Investment Company		1,531,292
	LIMITED PARTNERSHIP	Limited Partnership		11,689