

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>HERITAGE HEALTHCARE RETIREMENT PLAN</u>	1b Three-digit plan number (PN) ▶ <u>001</u>	1c Effective date of plan <u>01/01/2000</u>	
	2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>HERITAGE HEALTHCARE, INC.</u> <u>536 OLD HOWELL ROAD</u> <u>GREENVILLE, SC 29615</u>		
	2b Employer Identification Number (EIN) <u>56-2139377</u>	2c Sponsor's telephone number <u>864-244-3626</u>	
	2d Business code (see instructions) <u>541990</u>		

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2013	LISA MONROE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
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 <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
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 1288
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	1720
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	93
d Subtotal. Add lines 6a , 6b , and 6c	6d	1813
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	1813
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	561
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	2
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 2T		
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 HERITAGE HEALTHCARE RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 HERITAGE HEALTHCARE, INC.	D Employer Identification Number (EIN) 56-2139377

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
METROPOLITAN WEST FUNDS

95-4597302

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

95-2632339

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

44-6006315

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

95-1411037

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

DODGE & COX

94-1441976

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

FIRST EAGLE

13-3392291

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

GOLDMAN SACHS

13-5108880

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

HEARTLAND

39-1572323

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

JANUS

43-1804048

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

OPPENHEIMER FUNDS

13-2527171

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

T. ROWE PRICE

52-2264646

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

FRANKLIN TEMPLETON INVESTMENTS

94-3167260

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

THORNBURG

85-0301299

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

VANGUARD

23-1945930

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

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

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

WELLS FARGO BANK, N.A.

94-1347393

(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 49 50 52 60 62 63 64	SERVICE PROVIDER	15668	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

WELLS FARGO ADVISORS ISG

56-0898180

(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?
27 51	NONE	12000	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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 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>HERITAGE HEALTHCARE RETIREMENT PLAN</u>	B Three-digit plan number (PN)	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>HERITAGE HEALTHCARE, INC.</u>	D Employer Identification Number (EIN) <u>56-2139377</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RUSSELL 2000 INDEX FUND N</u>		
b Name of sponsor of entity listed in (a): <u>WELLS FARGO BANK, N.A.</u>		
c EIN-PN <u>52-2265233-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>149996</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>S&P 500 INDEX FUND N</u>		
b Name of sponsor of entity listed in (a): <u>WELLS FARGO BANK, N.A.</u>		
c EIN-PN <u>94-3224211-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>749476</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WELLS FARGO S&P MIDCAP INDEX FUND N</u>		
b Name of sponsor of entity listed in (a): <u>WELLS FARGO BANK, N.A.</u>		
c EIN-PN <u>52-2265235-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>139167</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>STABLE RETURN FUND N</u>		
b Name of sponsor of entity listed in (a): <u>WELLS FARGO BANK, N.A.</u>		
c EIN-PN <u>41-6202499-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>569519</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 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 HERITAGE HEALTHCARE RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 HERITAGE HEALTHCARE, INC.	D Employer Identification Number (EIN) 56-2139377	

	Part I Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1	Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	390116	884404
	(2) Participant contributions	1b(2)	56746	61629
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)		141812
	(9) Value of interest in common/collective trusts.....	1c(9)	1133286	1608158
	(10) Value of interest in pooled separate accounts.....	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	6013293	7431202
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	7593441	10127205

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	7593441	10127205
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	494288	
(B) Participants	2a(1)(B)	1572628	
(C) Others (including rollovers)	2a(1)(C)	28276	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2095192
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	1077	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		1077
(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)	156335	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		156335
(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)		136482
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		692719
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		3081805

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	485248	
(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)		485248
f Corrective distributions (see instructions)	2f		25598
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	37195	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		37195
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		548041

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		2533764
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: DIXON HUGHES GOODMAN LLP

(2) EIN: 56-0747981

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

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

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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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>HERITAGE HEALTHCARE RETIREMENT 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>HERITAGE HEALTHCARE, INC.</u>	D Employer Identification Number (EIN) <u>56-2139377</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>41-6257133</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

HERITAGE HEALTHCARE
RETIREMENT PLAN

Financial Statements
and
Supplemental Schedule
as of December 31, 2012 and 2011
and for the Year Ended December 31, 2012

(with Independent Auditors'
Report thereon)

**HERITAGE HEALTHCARE
RETIREMENT PLAN**

December 31, 2012 and 2011

Table of Contents

	<u>Page(s)</u>
Independent Auditors' Report	1- 2
Financial Statements:	
Statements of Net Assets Available for Benefits.....	3
Statement of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5 - 13
Supplemental Schedule:	
Schedule H, Line 4i-Schedule of Assets (Held at End of Year).....	14

-Independent Auditors' Report-

To the Employee Benefit Plan Committee of
Heritage Healthcare Retirement Plan

Report on Financial Statements

We were engaged to audit the accompanying financial statements of the Heritage Healthcare Retirement Plan (the "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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our 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, 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 ("ERISA"), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executed investment transactions. The plan administrator has obtained a certification from the trustee 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 of 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 Matters

The supplemental schedule 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 the 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 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.

Dixon Hughes Goodman LLP

Greenville, South Carolina
October 4, 2013

HERITAGE HEALTHCARE RETIREMENT PLAN

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
<u>Assets</u>		
Investments at fair value	\$ 9,055,877	\$ 7,157,995
Receivables:		
Employer contributions	884,404	390,116
Participant contributions	61,629	56,746
Notes receivable from participants	141,812	-
Total receivables	<u>1,087,845</u>	<u>446,862</u>
Total assets reflecting investments at fair value	10,143,722	7,604,857
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(16,517)</u>	<u>(11,416)</u>
Net assets available for benefits	\$ <u>10,127,205</u>	\$ <u>7,593,441</u>

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

HERITAGE HEALTHCARE RETIREMENT PLAN

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2012

Additions to net assets attributed to:

Investment income:

Net appreciation in fair value of investments	\$ 895,628
Interest and dividends	86,789
	<u>982,417</u>

Interest income on notes receivable from participants	1,077
---	-------

Contributions:

Participant	1,572,628
Employer	494,288
Rollover	28,276
	<u>2,095,192</u>

Total additions	3,078,686
-----------------	-----------

Deductions to net assets attributed to:

Benefits paid to participants	510,846
Administrative expenses	34,076
Total deductions	<u>544,922</u>

Net increase	2,533,764
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Net assets available for benefits:

Beginning of year	<u>7,593,441</u>
End of year	<u><u>\$ 10,127,205</u></u>

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

HERITAGE HEALTHCARE RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012

(1) **Description of the Plan**

The following description of the Heritage Healthcare (the “Company”) Retirement 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 is a defined contribution plan covering all employees of the Company who have completed six months of service, attained age twenty-one, and worked at least 500 hours during the six month period. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Contributions - Each year participants may contribute up to 100% of pretax annual compensation, as defined in the plan document, subject to Internal Revenue Code (“IRC”) limitations. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified plans and certain individual retirement accounts. The Company may elect to make discretionary matching contributions. Participants shall be eligible to receive an allocation of any discretionary contribution to the Plan only if employed by the Company on the last day of the contribution period and they have worked at least 1,000 hours during the Plan year. Contributions are subject to certain limitations.

Investment Options - Participants direct the investment of their accounts into various investment options offered by the Plan. The Plan currently offers various mutual funds and various common collective trusts as investment options for participants.

Participant Accounts - Each participant’s account is credited with the participant’s contributions and allocations of the Company’s contributions, plan earnings (losses), and charged with benefit payments, transaction fees related to notes receivable from participants and distributions, and allocations of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

Vesting - Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company’s contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is fully vested after four years of credited service or upon termination of employment due to death or disability.

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. The notes are secured by the balance in the participant's account and bear interest at prime rate plus one percent as determined by the plan administrator. At December 31, 2012, outstanding notes bore interest rates of 4.25%. Principal and interest is paid ratably through payroll deductions.

Payment of Benefits - On termination of service, a participant may receive a lump-sum distribution equal to the value of the participant's vested interest in his or her account. Hardship distributions are permitted upon demonstration of financial hardship. All fully vested balances are available for distribution after the participant reaches the age of 59½.

(2) **Summary of Significant Accounting Policies**

Basis of Accounting - The financial statements of the Plan are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("GAAP").

Estimates - The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect certain reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results may differ from those estimates and assumptions.

Investment Valuation and Income Recognition - 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. See Note 4 for discussion of fair value measurements.

In accordance with GAAP, the Wells Fargo Stable Return Fund N held by a defined contribution plan is 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 statements of net assets available for benefits present the fair value of the Wells Fargo Stable Return Fund N as well as the adjustment to the fully benefit-responsive stable value fund from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Purchases and sales of securities are recorded on a trade-date basis. Interest income from notes receivable from participants is recorded when received. Other interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable From Participants – Notes receivable from participants are measured at their unpaid principal balance. Delinquent participant notes are reclassified as distributions based upon the terms of the plan document.

Payment of Benefits - Benefits are recorded upon distribution.

Administrative Expenses - The Plan's administrative expenses are paid by either the Plan or the Company, as provided by the plan document. Certain administrative functions are performed by employees of the Company. No such employee receives compensation from the Plan. Expenses relating to specific participant transactions (notes receivable from participants and distributions) are charged directly to the participant's account.

Reclassifications - Certain 2011 disclosures relating to fair value of investments have been reclassified to conform with the 2012 presentation. There was no impact on Net Assets Available for Benefits or Changes in Net Assets Available for Benefits.

Subsequent Events - The Plan has evaluated subsequent events through October 4, 2013, the date the financial statements were available to be issued.

(3) **Investments**

The following table presents investments that represent 5% or more of the Plan's net assets at December 31:

	<u>2012</u>	<u>2011</u>
American Century Equity Income	\$ 687,206	\$ 613,217
Metropolitan West Total Return	*	394,449
Thornburg International Value F	*	394,736
T Rowe Price Retirement Income Advisor	1,054,435	846,871
Vanguard Balanced Index Fund	1,423,691	1,141,259
Wells Fargo Advantage Growth Fund	918,897	746,165
Wells Fargo S&P 500 Index Fund	749,476	513,101
Wells Fargo Stable Return Fund N	569,519	*
Wells Fargo Stable Return Fund G	*	445,800

* represents less than 5% of net assets

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

Mutual funds	\$ 759,147
Common collective trust funds	136,481
	<u>\$ 895,628</u>

(4) **Fair Value Measurements**

Fair value as defined under GAAP is an exit price, representing 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. GAAP establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include:

- Level 1: Observable inputs such as quoted prices in active markets.
- Level 2: Inputs other than quoted prices in active markets that are either directly or indirectly observable.
- Level 3: Unobservable inputs about which little or no market data exists, therefore requiring an entity to develop its own assumptions.

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Plan's assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of fair value assets and liabilities and their placement within the fair value hierarchy levels.

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.

When quoted prices are available in active markets for identical instruments, investment securities are classified within Level 1 of the fair value hierarchy. Level 1 investments include mutual funds and money market funds.

Level 2 investment securities include common collective trust funds for which quoted prices are not available in active markets for identical instruments. Common collective trust funds are valued at the closing net asset value (NAV) of units held by the Plan at year end based on information certified by the trustee.

The following tables set forth by level within the fair value hierarchy the Plan's investments accounted for at fair value on a recurring basis as of December 31, 2012 and 2011.

Fair Value as of December 31, 2012				
	Level 1	Level 2	Level 3	Fair Value
Mutual funds:				
Domestic stock	\$ 2,818,810	\$ -	\$ -	\$ 2,818,810
Bond funds	796,899	-	-	796,899
International funds	803,826	-	-	803,826
Balanced funds	1,626,029	-	-	1,626,029
Target maturity funds	1,385,638	-	-	1,385,638
Common collective trusts:				
Domestic stock (a)	-	1,038,639	-	1,038,639
Stable value (b)	-	586,036	-	586,036
Total investments	<u>\$ 7,431,202</u>	<u>\$ 1,624,675</u>	<u>\$ -</u>	<u>\$ 9,055,877</u>

Fair Value as of December 31, 2011				
	Level 1	Level 2	Level 3	Fair Value
Mutual funds:				
Domestic stock	\$ 2,517,583	\$ -	\$ -	\$ 2,517,583
Bond funds	591,146	-	-	591,146
International funds	670,837	-	-	670,837
Balanced funds	1,268,807	-	-	1,268,807
Target maturity funds	964,920	-	-	964,920
Common collective trusts:				
Domestic stock (a)	-	687,486	-	687,486
Stable value (b)	-	457,216	-	457,216
Total investments	<u>\$ 6,013,293</u>	<u>\$ 1,144,702</u>	<u>\$ -</u>	<u>\$ 7,157,995</u>

- (a) The portfolio seeks to approximate as closely as possible the total return a variety of indices, such as the S&P 500, S&P 400 MidCap Index, and the Russell 2000 Index. The fund is an index fund that invests in the equity securities of companies that comprise these indices. There are no unfunded commitments, redemption frequency restrictions, or other redemption restrictions.
- (b) The portfolio seeks to provide a moderate level of stable income without principal volatility while seeking to maintain adequate liquidity and returns superior to shorter maturity instruments. The principal value of these contracts is not expected to experience price fluctuations in most economic or interest rate environments. See note 6.

The plan recognizes transfers between the levels as of the actual date of the event or change in circumstances that caused the transfer. There were no transfers between the levels for the years ended December 31, 2012 and 2011.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future values. Furthermore, although 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.

(5) **Unaudited Information Certified by Trustee**

The accompanying financial statements include the following unaudited information as of December 31, 2012 and 2011 and for the year ended December 31, 2012 that was obtained from data prepared and certified to be complete and accurate by the Plan's trustee:

	<u>2012</u>	<u>2011</u>
Investments*	\$ 9,039,360	\$ 7,146,579
Notes receivable from participants	\$ 141,812	\$ -
Net appreciation in fair value of investments	\$ 895,628	
Interest and dividends	\$ 87,866	
Interest income on notes receivable from participants	\$ 1,077	

* All investments are certified at fair value with the exception of the common collective trust account, which is certified at contract value.

The certification mentioned above includes all investment information discussed in Notes 3 and 4.

(6) **Stable Value Fund**

The Wells Fargo Stable Return Fund N (the "Fund"), is a common collective trust fund sponsored by Well Fargo Bank, N.A. The Fund primarily invests in investment contracts, including traditional guaranteed investment contracts and security-backed contracts issues by insurance companies and other financial institutions. The Fund's unit value is calculated by dividing the Fund's net asset value on the calculation date by the number of units of such fund that are outstanding on the calculation date. The number of units of the Fund that are outstanding on the calculation date is derived from observable purchase and redemption activity of the Fund. The beneficial interest of each Plan participant is represented by units. Distributions to the Fund's unit holders are declared daily from the net investment income and automatically reinvested in the Fund on a monthly basis, when paid. It is the policy of the Fund to use their best efforts to maintain a stable net asset value; although, there is no guarantee that the Fund will be able to do so.

Participants ordinarily may direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the Fund, plus earnings, less participant withdrawals and administrative expenses. The Fund imposes certain restrictions on the Plan, and the Fund itself may be subject to circumstances that impact its ability to transact at contract value, as described in the following paragraphs. Plan management believes that the occurrence of events that would cause the Fund to transact at less than contract value is not probable.

Participant-initiated transactions are those transactions allowed by the Plan, including withdrawals for benefits, loans, or transfers to noncompeting funds within a plan, but excluding withdrawals that are deemed to be caused by the actions of the Plan Sponsor. The following employer-initiated events may limit the ability of the Fund to transact at contract value:

- A failure of the Plan or its trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA.
- Any communication given to Plan participants designed to influence a participant not to invest in the Fund or to transfer assets out of the Fund.
- Any transfer of assets from the Fund directly into a competing investment option.
- The establishment of a defined contribution plan that competes with the Plan for employee contributions.
- Complete or partial termination of the Plan or its merger with another plan.

The Fund has certain withdrawal restrictions for liquidity reasons. The provisions of the trust provide that withdrawals for other than normal benefit payments and participant directed transfers may require up to twelve months advance notice.

Circumstances that Impact the Fund

The Fund invests in assets, typically fixed income securities or bond funds, and enters into “wrapper” contracts issued by third parties. A wrapper contract is an agreement by another party, such as a bank or insurance company to make payments to the Fund in certain circumstances. Wrapper contracts are designed to allow a stable value portfolio to maintain a constant NAV and protect a portfolio in extreme circumstances. In a typical wrapper contract, the wrapper issuer agrees to pay the difference between the contract value and the market value of the underlying assets if the market value falls below the contract value.

The wrapper contracts generally contain provisions that limit the ability of the Fund to transact at contract value upon the occurrence of certain events. These events include:

- Any substantive modifications of the Fund or the administration of the Fund that is not consented to by the wrapper issuer.
- Any change in law, regulation, or administrative ruling applicable to a plan that could have a material adverse effect on the Fund’s cash flow.
- Employer-initiated transactions by participant plans as described above.

In the event that wrapper contracts fail to perform as intended, the Fund’s NAV may decline if the market value of its assets decline. The Fund’s ability to receive amounts due pursuant to these wrapper contracts is dependent on the third-party issuer’s ability to meet their financial obligations. The wrapper issuer’s ability to meet its contractual obligations under the wrapper contracts may be affected by future economic and regulatory developments.

The Fund is unlikely to maintain a stable NAV if, for any reason, it cannot obtain or maintain wrapper contracts covering all of its underlying assets. This could result from the Fund's inability to promptly find a replacement wrapper contract following termination of a wrapper contract. Wrapper contracts are not transferable and have no trading market. There are a limited number of wrapper issuers. The Fund may lose the benefit of a wrapper contract on any portion of its assets in default in excess of a certain percentage of portfolio assets.

(7) **Exempt Party-In-Interest Transactions**

Certain plan investments are shares of mutual funds and common collective trusts managed by Wells Fargo Bank, N.A. ("Wells Fargo"). Wells Fargo is the trustee as defined by the Plan and, therefore; these transactions qualify as exempt party-in-interest transactions. Fees paid to the trustee by the Plan for administrative services were \$34,076 for the year ended December 31, 2012.

(8) **Plan Termination**

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

(9) **Tax Status**

The Plan has not obtained a determination letter from the Internal Revenue Service (the "IRS") stating that the Plan was in compliance with the applicable requirement of the IRC. The Plan is relying on the IRS approval of the volume submitter plan that it is utilizing. The IRS has determined and informed the trustee by a letter dated March 31, 2008 that the volume submitter plan document was designed in accordance with applicable sections of the IRC. The plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, the plan administrator believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

GAAP requires Plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. 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 years prior to 2009.

(10) **Risks and Uncertainties**

The Plan invests in various investment securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits.

SUPPLEMENTAL SCHEDULE

HERITAGE HEALTHCARE RETIREMENT PLAN

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

For the Year Ended December 31, 2012

EIN: 56-2139377

Plan No. 001

(a)	(b)	(c)	(d)	(e)
	Identity of issuer, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	<u>Cost**</u>	<u>Current value</u>
	<i>Mutual funds</i>			
*	Wells Fargo Bank, N.A.	American Century Equity Income	\$	687,206
		American Funds Fundamental Invs F/C		278,222
		Dodge & Cox International Stock Fund		392,502
		First Eagle Global A		47,897
		Goldman Sachs Growth Opportunity A		297,139
		Heartland Value Plus Fund		176,596
		Janus Overseas Fund S		2,200
		Janus Triton Fund Class S		261,674
		Metropolitan West Total Return		494,432
		Oppenheimer Developing Markets Fund		52,078
		Perkins Mid-Cap Value S		199,077
		PIMCO Real Return Fund		20,827
		T Rowe Price Ret 2020		19,549
		T Rowe Price Ret 2030		54,950
		T Rowe Price Ret 2040		24,060
		T Rowe Price Ret 2015		39,588
		T Rowe Price Ret 2025		13,499
		T Rowe Price Ret 2035		122,300
		T Rowe Price Ret 2045		27,776
		T Rowe Price Ret 2050		29,480
		T Rowe Price Retirement Income Advisor		1,054,435
		Templeton Global Bond Fund		19,436
		Thornburg International Value F		357,046
		Vanguard / Wellington Income		154,441
		Vanguard Balanced Index		1,423,691
		Vanguard Interm- Term Treasury Inv		262,204
		WF Advantage Growth Fund		918,897
	<i>Common collective trusts</i>			
*	Wells Fargo Bank, N.A.	WF Russell 2000 Index Fund		149,996
		WF S&P Midcap Index Fund		139,167
		WF S&P 500 Index Fund		749,476
		WF Stable Return Fund N		569,519
*	Participant loans***	Interest-bearing at 4.25%, maturing through December 2017		<u>141,812</u>
			\$	<u><u>9,181,172</u></u>

* Party-in-interest

** Cost information omitted for participant-directed investments

*** The accompanying financial statements classify participant loans as notes receivable from participants.

HERITAGE HEALTHCARE
RETIREMENT PLAN

Financial Statements
and
Supplemental Schedule
as of December 31, 2012 and 2011
and for the Year Ended December 31, 2012

(with Independent Auditors'
Report thereon)

**HERITAGE HEALTHCARE
RETIREMENT PLAN**

December 31, 2012 and 2011

Table of Contents

	<u>Page(s)</u>
Independent Auditors' Report	1- 2
Financial Statements:	
Statements of Net Assets Available for Benefits.....	3
Statement of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5 - 13
Supplemental Schedule:	
Schedule H, Line 4i-Schedule of Assets (Held at End of Year).....	14

-Independent Auditors' Report-

To the Employee Benefit Plan Committee of
Heritage Healthcare Retirement Plan

Report on Financial Statements

We were engaged to audit the accompanying financial statements of the Heritage Healthcare Retirement Plan (the "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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our 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, 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 ("ERISA"), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executed investment transactions. The plan administrator has obtained a certification from the trustee 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 of 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 Matters

The supplemental schedule 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 the 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 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.

Dixon Hughes Goodman LLP

Greenville, South Carolina
October 4, 2013

HERITAGE HEALTHCARE RETIREMENT PLAN

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
<u>Assets</u>		
Investments at fair value	\$ 9,055,877	\$ 7,157,995
Receivables:		
Employer contributions	884,404	390,116
Participant contributions	61,629	56,746
Notes receivable from participants	141,812	-
Total receivables	<u>1,087,845</u>	<u>446,862</u>
Total assets reflecting investments at fair value	10,143,722	7,604,857
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(16,517)</u>	<u>(11,416)</u>
Net assets available for benefits	\$ <u>10,127,205</u>	\$ <u>7,593,441</u>

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

HERITAGE HEALTHCARE RETIREMENT PLAN

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2012

Additions to net assets attributed to:

Investment income:

Net appreciation in fair value of investments	\$ 895,628
Interest and dividends	86,789
	<u>982,417</u>

Interest income on notes receivable from participants	1,077
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Contributions:

Participant	1,572,628
Employer	494,288
Rollover	28,276
	<u>2,095,192</u>

Total additions	3,078,686
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Deductions to net assets attributed to:

Benefits paid to participants	510,846
Administrative expenses	34,076
Total deductions	<u>544,922</u>

Net increase	2,533,764
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Net assets available for benefits:

Beginning of year	<u>7,593,441</u>
End of year	\$ <u><u>10,127,205</u></u>

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

HERITAGE HEALTHCARE RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012

(1) **Description of the Plan**

The following description of the Heritage Healthcare (the “Company”) Retirement 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 is a defined contribution plan covering all employees of the Company who have completed six months of service, attained age twenty-one, and worked at least 500 hours during the six month period. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Contributions - Each year participants may contribute up to 100% of pretax annual compensation, as defined in the plan document, subject to Internal Revenue Code (“IRC”) limitations. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified plans and certain individual retirement accounts. The Company may elect to make discretionary matching contributions. Participants shall be eligible to receive an allocation of any discretionary contribution to the Plan only if employed by the Company on the last day of the contribution period and they have worked at least 1,000 hours during the Plan year. Contributions are subject to certain limitations.

Investment Options - Participants direct the investment of their accounts into various investment options offered by the Plan. The Plan currently offers various mutual funds and various common collective trusts as investment options for participants.

Participant Accounts - Each participant’s account is credited with the participant’s contributions and allocations of the Company’s contributions, plan earnings (losses), and charged with benefit payments, transaction fees related to notes receivable from participants and distributions, and allocations of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

Vesting - Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company’s contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is fully vested after four years of credited service or upon termination of employment due to death or disability.

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. The notes are secured by the balance in the participant's account and bear interest at prime rate plus one percent as determined by the plan administrator. At December 31, 2012, outstanding notes bore interest rates of 4.25%. Principal and interest is paid ratably through payroll deductions.

Payment of Benefits - On termination of service, a participant may receive a lump-sum distribution equal to the value of the participant's vested interest in his or her account. Hardship distributions are permitted upon demonstration of financial hardship. All fully vested balances are available for distribution after the participant reaches the age of 59½.

(2) **Summary of Significant Accounting Policies**

Basis of Accounting - The financial statements of the Plan are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("GAAP").

Estimates - The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect certain reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results may differ from those estimates and assumptions.

Investment Valuation and Income Recognition - 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. See Note 4 for discussion of fair value measurements.

In accordance with GAAP, the Wells Fargo Stable Return Fund N held by a defined contribution plan is 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 statements of net assets available for benefits present the fair value of the Wells Fargo Stable Return Fund N as well as the adjustment to the fully benefit-responsive stable value fund from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Purchases and sales of securities are recorded on a trade-date basis. Interest income from notes receivable from participants is recorded when received. Other interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable From Participants – Notes receivable from participants are measured at their unpaid principal balance. Delinquent participant notes are reclassified as distributions based upon the terms of the plan document.

Payment of Benefits - Benefits are recorded upon distribution.

Administrative Expenses - The Plan's administrative expenses are paid by either the Plan or the Company, as provided by the plan document. Certain administrative functions are performed by employees of the Company. No such employee receives compensation from the Plan. Expenses relating to specific participant transactions (notes receivable from participants and distributions) are charged directly to the participant's account.

Reclassifications - Certain 2011 disclosures relating to fair value of investments have been reclassified to conform with the 2012 presentation. There was no impact on Net Assets Available for Benefits or Changes in Net Assets Available for Benefits.

Subsequent Events - The Plan has evaluated subsequent events through October 4, 2013, the date the financial statements were available to be issued.

(3) **Investments**

The following table presents investments that represent 5% or more of the Plan's net assets at December 31:

	<u>2012</u>	<u>2011</u>
American Century Equity Income	\$ 687,206	\$ 613,217
Metropolitan West Total Return	*	394,449
Thornburg International Value F	*	394,736
T Rowe Price Retirement Income Advisor	1,054,435	846,871
Vanguard Balanced Index Fund	1,423,691	1,141,259
Wells Fargo Advantage Growth Fund	918,897	746,165
Wells Fargo S&P 500 Index Fund	749,476	513,101
Wells Fargo Stable Return Fund N	569,519	*
Wells Fargo Stable Return Fund G	*	445,800

* represents less than 5% of net assets

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

Mutual funds	\$ 759,147
Common collective trust funds	136,481
	<u>\$ 895,628</u>

(4) **Fair Value Measurements**

Fair value as defined under GAAP is an exit price, representing 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. GAAP establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include:

- Level 1: Observable inputs such as quoted prices in active markets.
- Level 2: Inputs other than quoted prices in active markets that are either directly or indirectly observable.
- Level 3: Unobservable inputs about which little or no market data exists, therefore requiring an entity to develop its own assumptions.

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Plan's assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of fair value assets and liabilities and their placement within the fair value hierarchy levels.

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.

When quoted prices are available in active markets for identical instruments, investment securities are classified within Level 1 of the fair value hierarchy. Level 1 investments include mutual funds and money market funds.

Level 2 investment securities include common collective trust funds for which quoted prices are not available in active markets for identical instruments. Common collective trust funds are valued at the closing net asset value (NAV) of units held by the Plan at year end based on information certified by the trustee.

The following tables set forth by level within the fair value hierarchy the Plan's investments accounted for at fair value on a recurring basis as of December 31, 2012 and 2011.

Fair Value as of December 31, 2012				
	Level 1	Level 2	Level 3	Fair Value
Mutual funds:				
Domestic stock	\$ 2,818,810	\$ -	\$ -	\$ 2,818,810
Bond funds	796,899	-	-	796,899
International funds	803,826	-	-	803,826
Balanced funds	1,626,029	-	-	1,626,029
Target maturity funds	1,385,638	-	-	1,385,638
Common collective trusts:				
Domestic stock (a)	-	1,038,639	-	1,038,639
Stable value (b)	-	586,036	-	586,036
Total investments	<u>\$ 7,431,202</u>	<u>\$ 1,624,675</u>	<u>\$ -</u>	<u>\$ 9,055,877</u>

Fair Value as of December 31, 2011				
	Level 1	Level 2	Level 3	Fair Value
Mutual funds:				
Domestic stock	\$ 2,517,583	\$ -	\$ -	\$ 2,517,583
Bond funds	591,146	-	-	591,146
International funds	670,837	-	-	670,837
Balanced funds	1,268,807	-	-	1,268,807
Target maturity funds	964,920	-	-	964,920
Common collective trusts:				
Domestic stock (a)	-	687,486	-	687,486
Stable value (b)	-	457,216	-	457,216
Total investments	<u>\$ 6,013,293</u>	<u>\$ 1,144,702</u>	<u>\$ -</u>	<u>\$ 7,157,995</u>

- (a) The portfolio seeks to approximate as closely as possible the total return a variety of indices, such as the S&P 500, S&P 400 MidCap Index, and the Russell 2000 Index. The fund is an index fund that invests in the equity securities of companies that comprise these indices. There are no unfunded commitments, redemption frequency restrictions, or other redemption restrictions.
- (b) The portfolio seeks to provide a moderate level of stable income without principal volatility while seeking to maintain adequate liquidity and returns superior to shorter maturity instruments. The principal value of these contracts is not expected to experience price fluctuations in most economic or interest rate environments. See note 6.

The plan recognizes transfers between the levels as of the actual date of the event or change in circumstances that caused the transfer. There were no transfers between the levels for the years ended December 31, 2012 and 2011.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future values. Furthermore, although 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.

(5) **Unaudited Information Certified by Trustee**

The accompanying financial statements include the following unaudited information as of December 31, 2012 and 2011 and for the year ended December 31, 2012 that was obtained from data prepared and certified to be complete and accurate by the Plan's trustee:

	<u>2012</u>	<u>2011</u>
Investments*	\$ 9,039,360	\$ 7,146,579
Notes receivable from participants	\$ 141,812	\$ -
Net appreciation in fair value of investments	\$ 895,628	
Interest and dividends	\$ 87,866	
Interest income on notes receivable from participants	\$ 1,077	

* All investments are certified at fair value with the exception of the common collective trust account, which is certified at contract value.

The certification mentioned above includes all investment information discussed in Notes 3 and 4.

(6) **Stable Value Fund**

The Wells Fargo Stable Return Fund N (the "Fund"), is a common collective trust fund sponsored by Well Fargo Bank, N.A. The Fund primarily invests in investment contracts, including traditional guaranteed investment contracts and security-backed contracts issues by insurance companies and other financial institutions. The Fund's unit value is calculated by dividing the Fund's net asset value on the calculation date by the number of units of such fund that are outstanding on the calculation date. The number of units of the Fund that are outstanding on the calculation date is derived from observable purchase and redemption activity of the Fund. The beneficial interest of each Plan participant is represented by units. Distributions to the Fund's unit holders are declared daily from the net investment income and automatically reinvested in the Fund on a monthly basis, when paid. It is the policy of the Fund to use their best efforts to maintain a stable net asset value; although, there is no guarantee that the Fund will be able to do so.

Participants ordinarily may direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the Fund, plus earnings, less participant withdrawals and administrative expenses. The Fund imposes certain restrictions on the Plan, and the Fund itself may be subject to circumstances that impact its ability to transact at contract value, as described in the following paragraphs. Plan management believes that the occurrence of events that would cause the Fund to transact at less than contract value is not probable.

Participant-initiated transactions are those transactions allowed by the Plan, including withdrawals for benefits, loans, or transfers to noncompeting funds within a plan, but excluding withdrawals that are deemed to be caused by the actions of the Plan Sponsor. The following employer-initiated events may limit the ability of the Fund to transact at contract value:

- A failure of the Plan or its trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA.
- Any communication given to Plan participants designed to influence a participant not to invest in the Fund or to transfer assets out of the Fund.
- Any transfer of assets from the Fund directly into a competing investment option.
- The establishment of a defined contribution plan that competes with the Plan for employee contributions.
- Complete or partial termination of the Plan or its merger with another plan.

The Fund has certain withdrawal restrictions for liquidity reasons. The provisions of the trust provide that withdrawals for other than normal benefit payments and participant directed transfers may require up to twelve months advance notice.

Circumstances that Impact the Fund

The Fund invests in assets, typically fixed income securities or bond funds, and enters into “wrapper” contracts issued by third parties. A wrapper contract is an agreement by another party, such as a bank or insurance company to make payments to the Fund in certain circumstances. Wrapper contracts are designed to allow a stable value portfolio to maintain a constant NAV and protect a portfolio in extreme circumstances. In a typical wrapper contract, the wrapper issuer agrees to pay the difference between the contract value and the market value of the underlying assets if the market value falls below the contract value.

The wrapper contracts generally contain provisions that limit the ability of the Fund to transact at contract value upon the occurrence of certain events. These events include:

- Any substantive modifications of the Fund or the administration of the Fund that is not consented to by the wrapper issuer.
- Any change in law, regulation, or administrative ruling applicable to a plan that could have a material adverse effect on the Fund’s cash flow.
- Employer-initiated transactions by participant plans as described above.

In the event that wrapper contracts fail to perform as intended, the Fund’s NAV may decline if the market value of its assets decline. The Fund’s ability to receive amounts due pursuant to these wrapper contracts is dependent on the third-party issuer’s ability to meet their financial obligations. The wrapper issuer’s ability to meet its contractual obligations under the wrapper contracts may be affected by future economic and regulatory developments.

The Fund is unlikely to maintain a stable NAV if, for any reason, it cannot obtain or maintain wrapper contracts covering all of its underlying assets. This could result from the Fund's inability to promptly find a replacement wrapper contract following termination of a wrapper contract. Wrapper contracts are not transferable and have no trading market. There are a limited number of wrapper issuers. The Fund may lose the benefit of a wrapper contract on any portion of its assets in default in excess of a certain percentage of portfolio assets.

(7) **Exempt Party-In-Interest Transactions**

Certain plan investments are shares of mutual funds and common collective trusts managed by Wells Fargo Bank, N.A. ("Wells Fargo"). Wells Fargo is the trustee as defined by the Plan and, therefore; these transactions qualify as exempt party-in-interest transactions. Fees paid to the trustee by the Plan for administrative services were \$34,076 for the year ended December 31, 2012.

(8) **Plan Termination**

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

(9) **Tax Status**

The Plan has not obtained a determination letter from the Internal Revenue Service (the "IRS") stating that the Plan was in compliance with the applicable requirement of the IRC. The Plan is relying on the IRS approval of the volume submitter plan that it is utilizing. The IRS has determined and informed the trustee by a letter dated March 31, 2008 that the volume submitter plan document was designed in accordance with applicable sections of the IRC. The plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, the plan administrator believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

GAAP requires Plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. 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 years prior to 2009.

(10) **Risks and Uncertainties**

The Plan invests in various investment securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits.

SUPPLEMENTAL SCHEDULE

HERITAGE HEALTHCARE RETIREMENT PLAN

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

For the Year Ended December 31, 2012

EIN: 56-2139377

Plan No. 001

(a)	(b)	(c)	(d)	(e)
	Identity of issuer, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	<u>Cost**</u>	<u>Current value</u>
	<i>Mutual funds</i>			
*	Wells Fargo Bank, N.A.	American Century Equity Income	\$	687,206
		American Funds Fundamental Invs F/C		278,222
		Dodge & Cox International Stock Fund		392,502
		First Eagle Global A		47,897
		Goldman Sachs Growth Opportunity A		297,139
		Heartland Value Plus Fund		176,596
		Janus Overseas Fund S		2,200
		Janus Triton Fund Class S		261,674
		Metropolitan West Total Return		494,432
		Oppenheimer Developing Markets Fund		52,078
		Perkins Mid-Cap Value S		199,077
		PIMCO Real Return Fund		20,827
		T Rowe Price Ret 2020		19,549
		T Rowe Price Ret 2030		54,950
		T Rowe Price Ret 2040		24,060
		T Rowe Price Ret 2015		39,588
		T Rowe Price Ret 2025		13,499
		T Rowe Price Ret 2035		122,300
		T Rowe Price Ret 2045		27,776
		T Rowe Price Ret 2050		29,480
		T Rowe Price Retirement Income Advisor		1,054,435
		Templeton Global Bond Fund		19,436
		Thornburg International Value F		357,046
		Vanguard / Wellington Income		154,441
		Vanguard Balanced Index		1,423,691
		Vanguard Interm- Term Treasury Inv		262,204
		WF Advantage Growth Fund		918,897
	<i>Common collective trusts</i>			
*	Wells Fargo Bank, N.A.	WF Russell 2000 Index Fund		149,996
		WF S&P Midcap Index Fund		139,167
		WF S&P 500 Index Fund		749,476
		WF Stable Return Fund N		569,519
*	Participant loans***	Interest-bearing at 4.25%, maturing through December 2017		<u>141,812</u>
			\$	<u><u>9,181,172</u></u>

* Party-in-interest

** Cost information omitted for participant-directed investments

*** The accompanying financial statements classify participant loans as notes receivable from participants.

HERITAGE HEALTHCARE
RETIREMENT PLAN

Financial Statements
and
Supplemental Schedule
as of December 31, 2012 and 2011
and for the Year Ended December 31, 2012

(with Independent Auditors'
Report thereon)

**HERITAGE HEALTHCARE
RETIREMENT PLAN**

December 31, 2012 and 2011

Table of Contents

	<u>Page(s)</u>
Independent Auditors' Report	1- 2
Financial Statements:	
Statements of Net Assets Available for Benefits.....	3
Statement of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5 - 13
Supplemental Schedule:	
Schedule H, Line 4i-Schedule of Assets (Held at End of Year).....	14

-Independent Auditors' Report-

To the Employee Benefit Plan Committee of
Heritage Healthcare Retirement Plan

Report on Financial Statements

We were engaged to audit the accompanying financial statements of the Heritage Healthcare Retirement Plan (the "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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our 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, 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 ("ERISA"), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executed investment transactions. The plan administrator has obtained a certification from the trustee 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 of 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 Matters

The supplemental schedule 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 the 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 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.

Dixon Hughes Goodman LLP

Greenville, South Carolina
October 4, 2013

HERITAGE HEALTHCARE RETIREMENT PLAN

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
<u>Assets</u>		
Investments at fair value	\$ 9,055,877	\$ 7,157,995
Receivables:		
Employer contributions	884,404	390,116
Participant contributions	61,629	56,746
Notes receivable from participants	141,812	-
Total receivables	<u>1,087,845</u>	<u>446,862</u>
Total assets reflecting investments at fair value	10,143,722	7,604,857
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(16,517)</u>	<u>(11,416)</u>
Net assets available for benefits	\$ <u>10,127,205</u>	\$ <u>7,593,441</u>

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

HERITAGE HEALTHCARE RETIREMENT PLAN

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2012

Additions to net assets attributed to:

Investment income:

Net appreciation in fair value of investments	\$ 895,628
Interest and dividends	86,789
	<u>982,417</u>

Interest income on notes receivable from participants	1,077
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Contributions:

Participant	1,572,628
Employer	494,288
Rollover	28,276
	<u>2,095,192</u>

Total additions	3,078,686
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Deductions to net assets attributed to:

Benefits paid to participants	510,846
Administrative expenses	34,076
Total deductions	<u>544,922</u>

Net increase	2,533,764
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Net assets available for benefits:

Beginning of year	<u>7,593,441</u>
End of year	<u><u>\$ 10,127,205</u></u>

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

HERITAGE HEALTHCARE RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012

(1) **Description of the Plan**

The following description of the Heritage Healthcare (the “Company”) Retirement 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 is a defined contribution plan covering all employees of the Company who have completed six months of service, attained age twenty-one, and worked at least 500 hours during the six month period. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Contributions - Each year participants may contribute up to 100% of pretax annual compensation, as defined in the plan document, subject to Internal Revenue Code (“IRC”) limitations. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified plans and certain individual retirement accounts. The Company may elect to make discretionary matching contributions. Participants shall be eligible to receive an allocation of any discretionary contribution to the Plan only if employed by the Company on the last day of the contribution period and they have worked at least 1,000 hours during the Plan year. Contributions are subject to certain limitations.

Investment Options - Participants direct the investment of their accounts into various investment options offered by the Plan. The Plan currently offers various mutual funds and various common collective trusts as investment options for participants.

Participant Accounts - Each participant’s account is credited with the participant’s contributions and allocations of the Company’s contributions, plan earnings (losses), and charged with benefit payments, transaction fees related to notes receivable from participants and distributions, and allocations of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

Vesting - Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company’s contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is fully vested after four years of credited service or upon termination of employment due to death or disability.

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. The notes are secured by the balance in the participant's account and bear interest at prime rate plus one percent as determined by the plan administrator. At December 31, 2012, outstanding notes bore interest rates of 4.25%. Principal and interest is paid ratably through payroll deductions.

Payment of Benefits - On termination of service, a participant may receive a lump-sum distribution equal to the value of the participant's vested interest in his or her account. Hardship distributions are permitted upon demonstration of financial hardship. All fully vested balances are available for distribution after the participant reaches the age of 59½.

(2) **Summary of Significant Accounting Policies**

Basis of Accounting - The financial statements of the Plan are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("GAAP").

Estimates - The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect certain reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results may differ from those estimates and assumptions.

Investment Valuation and Income Recognition - 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. See Note 4 for discussion of fair value measurements.

In accordance with GAAP, the Wells Fargo Stable Return Fund N held by a defined contribution plan is 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 statements of net assets available for benefits present the fair value of the Wells Fargo Stable Return Fund N as well as the adjustment to the fully benefit-responsive stable value fund from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Purchases and sales of securities are recorded on a trade-date basis. Interest income from notes receivable from participants is recorded when received. Other interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable From Participants – Notes receivable from participants are measured at their unpaid principal balance. Delinquent participant notes are reclassified as distributions based upon the terms of the plan document.

Payment of Benefits - Benefits are recorded upon distribution.

Administrative Expenses - The Plan's administrative expenses are paid by either the Plan or the Company, as provided by the plan document. Certain administrative functions are performed by employees of the Company. No such employee receives compensation from the Plan. Expenses relating to specific participant transactions (notes receivable from participants and distributions) are charged directly to the participant's account.

Reclassifications - Certain 2011 disclosures relating to fair value of investments have been reclassified to conform with the 2012 presentation. There was no impact on Net Assets Available for Benefits or Changes in Net Assets Available for Benefits.

Subsequent Events - The Plan has evaluated subsequent events through October 4, 2013, the date the financial statements were available to be issued.

(3) **Investments**

The following table presents investments that represent 5% or more of the Plan's net assets at December 31:

	<u>2012</u>	<u>2011</u>
American Century Equity Income	\$ 687,206	\$ 613,217
Metropolitan West Total Return	*	394,449
Thornburg International Value F	*	394,736
T Rowe Price Retirement Income Advisor	1,054,435	846,871
Vanguard Balanced Index Fund	1,423,691	1,141,259
Wells Fargo Advantage Growth Fund	918,897	746,165
Wells Fargo S&P 500 Index Fund	749,476	513,101
Wells Fargo Stable Return Fund N	569,519	*
Wells Fargo Stable Return Fund G	*	445,800

* represents less than 5% of net assets

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

Mutual funds	\$ 759,147
Common collective trust funds	136,481
	<u>\$ 895,628</u>

(4) **Fair Value Measurements**

Fair value as defined under GAAP is an exit price, representing 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. GAAP establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include:

- Level 1: Observable inputs such as quoted prices in active markets.
- Level 2: Inputs other than quoted prices in active markets that are either directly or indirectly observable.
- Level 3: Unobservable inputs about which little or no market data exists, therefore requiring an entity to develop its own assumptions.

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Plan's assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of fair value assets and liabilities and their placement within the fair value hierarchy levels.

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.

When quoted prices are available in active markets for identical instruments, investment securities are classified within Level 1 of the fair value hierarchy. Level 1 investments include mutual funds and money market funds.

Level 2 investment securities include common collective trust funds for which quoted prices are not available in active markets for identical instruments. Common collective trust funds are valued at the closing net asset value (NAV) of units held by the Plan at year end based on information certified by the trustee.

The following tables set forth by level within the fair value hierarchy the Plan's investments accounted for at fair value on a recurring basis as of December 31, 2012 and 2011.

Fair Value as of December 31, 2012				
	Level 1	Level 2	Level 3	Fair Value
Mutual funds:				
Domestic stock	\$ 2,818,810	\$ -	\$ -	\$ 2,818,810
Bond funds	796,899	-	-	796,899
International funds	803,826	-	-	803,826
Balanced funds	1,626,029	-	-	1,626,029
Target maturity funds	1,385,638	-	-	1,385,638
Common collective trusts:				
Domestic stock (a)	-	1,038,639	-	1,038,639
Stable value (b)	-	586,036	-	586,036
Total investments	<u>\$ 7,431,202</u>	<u>\$ 1,624,675</u>	<u>\$ -</u>	<u>\$ 9,055,877</u>

Fair Value as of December 31, 2011				
	Level 1	Level 2	Level 3	Fair Value
Mutual funds:				
Domestic stock	\$ 2,517,583	\$ -	\$ -	\$ 2,517,583
Bond funds	591,146	-	-	591,146
International funds	670,837	-	-	670,837
Balanced funds	1,268,807	-	-	1,268,807
Target maturity funds	964,920	-	-	964,920
Common collective trusts:				
Domestic stock (a)	-	687,486	-	687,486
Stable value (b)	-	457,216	-	457,216
Total investments	<u>\$ 6,013,293</u>	<u>\$ 1,144,702</u>	<u>\$ -</u>	<u>\$ 7,157,995</u>

- (a) The portfolio seeks to approximate as closely as possible the total return a variety of indices, such as the S&P 500, S&P 400 MidCap Index, and the Russell 2000 Index. The fund is an index fund that invests in the equity securities of companies that comprise these indices. There are no unfunded commitments, redemption frequency restrictions, or other redemption restrictions.
- (b) The portfolio seeks to provide a moderate level of stable income without principal volatility while seeking to maintain adequate liquidity and returns superior to shorter maturity instruments. The principal value of these contracts is not expected to experience price fluctuations in most economic or interest rate environments. See note 6.

The plan recognizes transfers between the levels as of the actual date of the event or change in circumstances that caused the transfer. There were no transfers between the levels for the years ended December 31, 2012 and 2011.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future values. Furthermore, although 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.

(5) **Unaudited Information Certified by Trustee**

The accompanying financial statements include the following unaudited information as of December 31, 2012 and 2011 and for the year ended December 31, 2012 that was obtained from data prepared and certified to be complete and accurate by the Plan's trustee:

	<u>2012</u>	<u>2011</u>
Investments*	\$ 9,039,360	\$ 7,146,579
Notes receivable from participants	\$ 141,812	\$ -
Net appreciation in fair value of investments	\$ 895,628	
Interest and dividends	\$ 87,866	
Interest income on notes receivable from participants	\$ 1,077	

* All investments are certified at fair value with the exception of the common collective trust account, which is certified at contract value.

The certification mentioned above includes all investment information discussed in Notes 3 and 4.

(6) **Stable Value Fund**

The Wells Fargo Stable Return Fund N (the "Fund"), is a common collective trust fund sponsored by Well Fargo Bank, N.A. The Fund primarily invests in investment contracts, including traditional guaranteed investment contracts and security-backed contracts issues by insurance companies and other financial institutions. The Fund's unit value is calculated by dividing the Fund's net asset value on the calculation date by the number of units of such fund that are outstanding on the calculation date. The number of units of the Fund that are outstanding on the calculation date is derived from observable purchase and redemption activity of the Fund. The beneficial interest of each Plan participant is represented by units. Distributions to the Fund's unit holders are declared daily from the net investment income and automatically reinvested in the Fund on a monthly basis, when paid. It is the policy of the Fund to use their best efforts to maintain a stable net asset value; although, there is no guarantee that the Fund will be able to do so.

Participants ordinarily may direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the Fund, plus earnings, less participant withdrawals and administrative expenses. The Fund imposes certain restrictions on the Plan, and the Fund itself may be subject to circumstances that impact its ability to transact at contract value, as described in the following paragraphs. Plan management believes that the occurrence of events that would cause the Fund to transact at less than contract value is not probable.

Participant-initiated transactions are those transactions allowed by the Plan, including withdrawals for benefits, loans, or transfers to noncompeting funds within a plan, but excluding withdrawals that are deemed to be caused by the actions of the Plan Sponsor. The following employer-initiated events may limit the ability of the Fund to transact at contract value:

- A failure of the Plan or its trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA.
- Any communication given to Plan participants designed to influence a participant not to invest in the Fund or to transfer assets out of the Fund.
- Any transfer of assets from the Fund directly into a competing investment option.
- The establishment of a defined contribution plan that competes with the Plan for employee contributions.
- Complete or partial termination of the Plan or its merger with another plan.

The Fund has certain withdrawal restrictions for liquidity reasons. The provisions of the trust provide that withdrawals for other than normal benefit payments and participant directed transfers may require up to twelve months advance notice.

Circumstances that Impact the Fund

The Fund invests in assets, typically fixed income securities or bond funds, and enters into “wrapper” contracts issued by third parties. A wrapper contract is an agreement by another party, such as a bank or insurance company to make payments to the Fund in certain circumstances. Wrapper contracts are designed to allow a stable value portfolio to maintain a constant NAV and protect a portfolio in extreme circumstances. In a typical wrapper contract, the wrapper issuer agrees to pay the difference between the contract value and the market value of the underlying assets if the market value falls below the contract value.

The wrapper contracts generally contain provisions that limit the ability of the Fund to transact at contract value upon the occurrence of certain events. These events include:

- Any substantive modifications of the Fund or the administration of the Fund that is not consented to by the wrapper issuer.
- Any change in law, regulation, or administrative ruling applicable to a plan that could have a material adverse effect on the Fund’s cash flow.
- Employer-initiated transactions by participant plans as described above.

In the event that wrapper contracts fail to perform as intended, the Fund’s NAV may decline if the market value of its assets decline. The Fund’s ability to receive amounts due pursuant to these wrapper contracts is dependent on the third-party issuer’s ability to meet their financial obligations. The wrapper issuer’s ability to meet its contractual obligations under the wrapper contracts may be affected by future economic and regulatory developments.

The Fund is unlikely to maintain a stable NAV if, for any reason, it cannot obtain or maintain wrapper contracts covering all of its underlying assets. This could result from the Fund's inability to promptly find a replacement wrapper contract following termination of a wrapper contract. Wrapper contracts are not transferable and have no trading market. There are a limited number of wrapper issuers. The Fund may lose the benefit of a wrapper contract on any portion of its assets in default in excess of a certain percentage of portfolio assets.

(7) **Exempt Party-In-Interest Transactions**

Certain plan investments are shares of mutual funds and common collective trusts managed by Wells Fargo Bank, N.A. ("Wells Fargo"). Wells Fargo is the trustee as defined by the Plan and, therefore; these transactions qualify as exempt party-in-interest transactions. Fees paid to the trustee by the Plan for administrative services were \$34,076 for the year ended December 31, 2012.

(8) **Plan Termination**

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

(9) **Tax Status**

The Plan has not obtained a determination letter from the Internal Revenue Service (the "IRS") stating that the Plan was in compliance with the applicable requirement of the IRC. The Plan is relying on the IRS approval of the volume submitter plan that it is utilizing. The IRS has determined and informed the trustee by a letter dated March 31, 2008 that the volume submitter plan document was designed in accordance with applicable sections of the IRC. The plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, the plan administrator believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

GAAP requires Plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. 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 years prior to 2009.

(10) **Risks and Uncertainties**

The Plan invests in various investment securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits.

SUPPLEMENTAL SCHEDULE

HERITAGE HEALTHCARE RETIREMENT PLAN

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

For the Year Ended December 31, 2012

EIN: 56-2139377

Plan No. 001

(a)	(b)	(c)	(d)	(e)
	Identity of issuer, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, <u>par, or maturity value</u>	<u>Cost**</u>	<u>Current value</u>
	<i>Mutual funds</i>			
*	Wells Fargo Bank, N.A.	American Century Equity Income	\$	687,206
		American Funds Fundamental Invs F/C		278,222
		Dodge & Cox International Stock Fund		392,502
		First Eagle Global A		47,897
		Goldman Sachs Growth Opportunity A		297,139
		Heartland Value Plus Fund		176,596
		Janus Overseas Fund S		2,200
		Janus Triton Fund Class S		261,674
		Metropolitan West Total Return		494,432
		Oppenheimer Developing Markets Fund		52,078
		Perkins Mid-Cap Value S		199,077
		PIMCO Real Return Fund		20,827
		T Rowe Price Ret 2020		19,549
		T Rowe Price Ret 2030		54,950
		T Rowe Price Ret 2040		24,060
		T Rowe Price Ret 2015		39,588
		T Rowe Price Ret 2025		13,499
		T Rowe Price Ret 2035		122,300
		T Rowe Price Ret 2045		27,776
		T Rowe Price Ret 2050		29,480
		T Rowe Price Retirement Income Advisor		1,054,435
		Templeton Global Bond Fund		19,436
		Thornburg International Value F		357,046
		Vanguard / Wellington Income		154,441
		Vanguard Balanced Index		1,423,691
		Vanguard Interm- Term Treasury Inv		262,204
		WF Advantage Growth Fund		918,897
	<i>Common collective trusts</i>			
*	Wells Fargo Bank, N.A.	WF Russell 2000 Index Fund		149,996
		WF S&P Midcap Index Fund		139,167
		WF S&P 500 Index Fund		749,476
		WF Stable Return Fund N		569,519
*	Participant loans***	Interest-bearing at 4.25%, maturing through December 2017		<u>141,812</u>
			\$	<u><u>9,181,172</u></u>

* Party-in-interest

** Cost information omitted for participant-directed investments

*** The accompanying financial statements classify participant loans as notes receivable from participants.