

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 INNOVACARE SERVICES COMPANY, LLC SAVINGS AND PROFIT	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;">333</td> </tr> <tr> <td colspan="2">1c Effective date of plan 01/01/1989</td> </tr> </table>	1b Three-digit plan number (PN) ▶	333	1c Effective date of plan 01/01/1989	
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1c Effective date of plan 01/01/1989					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) INNOVACARE SERVICES COMPANY, L 173 BRIDGE PLAZA NORTH FORT LEE, NJ 07024	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) 46-1417639</td> </tr> <tr> <td>2c Sponsor's telephone number 201-969-2309</td> </tr> <tr> <td>2d Business code (see instructions) 621111</td> </tr> </table>	2b Employer Identification Number (EIN) 46-1417639	2c Sponsor's telephone number 201-969-2309	2d Business code (see instructions) 621111	
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Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	10/09/2013 Date	CLAUDE CHEVANCE Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	10/09/2013 Date	CLAUDE CHEVANCE 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 AVETA, INC.		4b EIN 20-4057813 4c PN																												
5 Total number of participants at the beginning of the plan year		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;">5</td> <td style="width: 90%; text-align: right;">1376</td> </tr> </table>	5	1376																										
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="background-color: #cccccc; height: 20px;"></td> </tr> <tr> <td style="width: 10%; text-align: center;">6a</td> <td style="width: 90%; text-align: right;">808</td> </tr> <tr> <td style="text-align: center;">6b</td> <td style="text-align: right;">21</td> </tr> <tr> <td style="text-align: center;">6c</td> <td style="text-align: right;">537</td> </tr> <tr> <td style="text-align: center;">6d</td> <td style="text-align: right;">1366</td> </tr> <tr> <td style="text-align: center;">6e</td> <td style="text-align: right;">0</td> </tr> <tr> <td style="text-align: center;">6f</td> <td style="text-align: right;">1366</td> </tr> <tr> <td style="text-align: center;">6g</td> <td style="text-align: right;">1232</td> </tr> <tr> <td style="text-align: center;">6h</td> <td style="text-align: right;">75</td> </tr> </table>			6a	808	6b	21	6c	537	6d	1366	6e	0	6f	1366	6g	1232	6h	75										
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7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;">7</td> <td style="width: 90%;"></td> </tr> </table>	7																											
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2J 2F 2G 2K 3D 3H 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) <table style="width: 100%;"> <tr> <td style="width: 5%;">(1)</td> <td style="width: 5%; text-align: center;">☒</td> <td style="width: 90%;">Insurance</td> </tr> <tr> <td>(2)</td> <td style="text-align: center;">☐</td> <td>Code section 412(e)(3) insurance contracts</td> </tr> <tr> <td>(3)</td> <td style="text-align: center;">☒</td> <td>Trust</td> </tr> <tr> <td>(4)</td> <td style="text-align: center;">☐</td> <td>General assets of the sponsor</td> </tr> </table>		(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) <table style="width: 100%;"> <tr> <td style="width: 5%;">(1)</td> <td style="width: 5%; text-align: center;">☒</td> <td style="width: 90%;">Insurance</td> </tr> <tr> <td>(2)</td> <td style="text-align: center;">☐</td> <td>Code section 412(e)(3) insurance contracts</td> </tr> <tr> <td>(3)</td> <td style="text-align: center;">☒</td> <td>Trust</td> </tr> <tr> <td>(4)</td> <td style="text-align: center;">☐</td> <td>General assets of the sponsor</td> </tr> </table>		(1)	☒	Insurance	(2)	☐	Code section 412(e)(3) insurance contracts	(3)	☒	Trust	(4)	☐	General assets of the sponsor			
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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 <table style="width: 100%;"> <tr> <td style="width: 5%;">(1)</td> <td style="width: 5%; text-align: center;">☒</td> <td style="width: 90%;">R (Retirement Plan Information)</td> </tr> <tr> <td>(2)</td> <td style="text-align: center;">☐</td> <td>MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary</td> </tr> <tr> <td>(3)</td> <td style="text-align: center;">☐</td> <td>SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary</td> </tr> </table>		(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 <table style="width: 100%;"> <tr> <td style="width: 5%;">(1)</td> <td style="width: 5%; text-align: center;">☒</td> <td style="width: 90%;">H (Financial Information)</td> </tr> <tr> <td>(2)</td> <td style="text-align: center;">☐</td> <td>I (Financial Information – Small Plan)</td> </tr> <tr> <td>(3)</td> <td style="text-align: center;">☒</td> <td><u>1</u> A (Insurance Information)</td> </tr> <tr> <td>(4)</td> <td style="text-align: center;">☒</td> <td>C (Service Provider Information)</td> </tr> <tr> <td>(5)</td> <td style="text-align: center;">☐</td> <td>D (DFE/Participating Plan Information)</td> </tr> <tr> <td>(6)</td> <td style="text-align: center;">☐</td> <td>G (Financial Transaction Schedules)</td> </tr> </table>		(1)	☒	H (Financial Information)	(2)	☐	I (Financial Information – Small Plan)	(3)	☒	<u>1</u> A (Insurance Information)	(4)	☒	C (Service Provider Information)	(5)	☐	D (DFE/Participating Plan Information)	(6)	☐	G (Financial Transaction Schedules)
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SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance 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. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	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 INNOVACARE SERVICES COMPANY, LLC SAVINGS AND PROFIT	B Three-digit plan number (PN) ▶ 333
C Plan sponsor's name as shown on line 2a of Form 5500 INNOVACARE SERVICES COMPANY, L	D Employer Identification Number (EIN) 46-1417639

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier
MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
04-1590850	65935	MR 60657	1366	01/01/2012	12/31/2012

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
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	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ **GROUP ANNUITY CONTRACT**

b Balance at the end of the previous year	7b	7705965
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c Additions: (1) Contributions deposited during the year	7c(1)	332699	
(2) Dividends and credits	7c(2)	0	
(3) Interest credited during the year	7c(3)	299572	
(4) Transferred from separate account	7c(4)	0	
(5) Other (specify below)	7c(5)	317774	

▶ **LN INT, LN PRIN, LOAN DEFAULT, LOAN**

(6) Total additions	7c(6)	950045
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d Total of balance and additions (add lines 7b and 7c(6))	7d	8656010
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	581906	
(2) Administration charge made by carrier	7e(2)	75184	
(3) Transferred to separate account	7e(3)	115918	
(4) Other (specify below)	7e(4)	130422	

▶ **LN DISTRIB, MOVED PARTC**

(5) Total deductions	7e(5)	903430
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	7752580
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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 INNOVACARE SERVICES COMPANY, LLC SAVINGS AND PROFIT	B Three-digit plan number (PN) ▶	333
C Plan sponsor's name as shown on line 2a of Form 5500 INNOVACARE SERVICES COMPANY, L	D Employer Identification Number (EIN) 46-1417639	

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
MASSACHUSETTS MUTUAL LIFE INS. CO.

04-1590850

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

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

MORGAN STANLEY SMITH BARNEY

26-4310632

(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	INVESTMENT/ADVISOR	46584	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MASSACHUSETTS MUTUAL LIFE INS. CO.

04-1590850

(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?
52 60 63 64 72	CONTRACT ADMINISTRATOR	25433	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

KPMG LLP

13-5565207

(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?
50	AUDITOR	20000	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)

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			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
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>PREMIER MONEY MARKET FD BABSON</p> <p>04-3212059</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>BASIS POINTS * PLAN ASSETS</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(a) Enter service provider name as it appears on line 2</p> <p>MASSACHUSETTS MUTUAL LIFE INS. CO.</p> </div> <div style="width: 20%;"> <p>(b) Service Codes (see instructions)</p> <p style="text-align: center;">60</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> <p style="text-align: center;">0</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>ROYCE LOW PRICED STOCK FUND</p> <p>13-3139046</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>BASIS POINTS * PLAN ASSETS</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(a) Enter service provider name as it appears on line 2</p> <p>MASSACHUSETTS MUTUAL LIFE INS. CO.</p> </div> <div style="width: 20%;"> <p>(b) Service Codes (see instructions)</p> <p style="text-align: center;">60</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> <p style="text-align: center;">0</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>ROYCE OPPORTUNITY FUND</p> <p>13-3139046</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>BASIS POINTS * PLAN ASSETS</p> </div> </div>		

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
GOLDMAN SACHS MID CAP VALUE FUND 13-5108880	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BLACKROCK EQUITY DIVIDEND FUND 22-6437098	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
SELECT PIMCO TOTAL RETURN FUND 27-2377446	BASIS POINTS * PLAN ASSETS	

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>PIMCO REAL RETURN FUND</p> <p>33-0734721</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>BASIS POINTS * PLAN ASSETS</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(a) Enter service provider name as it appears on line 2</p> <p>MASSACHUSETTS MUTUAL LIFE INS. CO.</p> </div> <div style="width: 20%;"> <p>(b) Service Codes (see instructions)</p> <p style="text-align: center;">60</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> <p style="text-align: center;">0</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>INVESCO GLOBAL REAL ESTATE FUND</p> <p>36-4494062</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>BASIS POINTS * PLAN ASSETS</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(a) Enter service provider name as it appears on line 2</p> <p>MASSACHUSETTS MUTUAL LIFE INS. CO.</p> </div> <div style="width: 20%;"> <p>(b) Service Codes (see instructions)</p> <p style="text-align: center;">60</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> <p style="text-align: center;">0</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>ARTISAN MID CAP FUND</p> <p>39-1811840</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>BASIS POINTS * PLAN ASSETS</p> </div> </div>		

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
MAINSTAY LARGE CAP GROWTH FUND 52-2206685	BASIS POINTS * PLAN ASSETS	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
OPPENHEIMER INTERNATIONAL BOND FUND 84-1308320	BASIS POINTS * PLAN ASSETS	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
THORNBURG INTERNATIONAL VALUE FUND 85-0451747	BASIS POINTS * PLAN ASSETS	

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPPENHEIMER DEVELOPING MARKETS FUND 93-6305075	BASIS POINTS * PLAN ASSETS

(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 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 INNOVACARE SERVICES COMPANY, LLC SAVINGS AND PROFIT	B Three-digit plan number (PN) ►	333
C Plan sponsor's name as shown on line 2a of Form 5500 INNOVACARE SERVICES COMPANY, LLC	D Employer Identification Number (EIN) 46-1417639	

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)	402575	89525
	(2) Participant contributions	1b(2)		
	(3) Other	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		48
	(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)	1451216	1613653
	(9) Value of interest in common/collective trusts	1c(9)	0	0
	(10) Value of interest in pooled separate accounts	1c(10)	0	0
	(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)	35566531	41171575
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	7705965	7752580
	(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	45126287	50627381

Liabilities

g Benefit claims payable	1g	543202	398903
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	543202	398903

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	44583085	50228478
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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)	1469359	
(B) Participants	2a(1)(B)	1845289	
(C) Others (including rollovers)	2a(1)(C)	445478	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		3760126
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)	55021	
(F) Other	2b(1)(F)	299572	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		354593
(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)	921375	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		921375
(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)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(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)		3973245
c Other income.....	2c		27893
d Total income. Add all income amounts in column (b) and enter total.....	2d		9037232

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3292207	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		3292207
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		3665
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	23950	
(2) Contract administrator fees	2i(2)	25342	
(3) Investment advisory and management fees	2i(3)	46584	
(4) Other	2i(4)	91	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		95967
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		3391839

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		5645393
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		34

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: **KPMG**

(2) EIN: **13-5565207**

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		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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>INNOVACARE SERVICES COMPANY, LLC SAVINGS AND PROFIT</u>	B Three-digit plan number (PN) ▶ <u>333</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>INNOVACARE SERVICES COMPANY, L</u>	D Employer Identification Number (EIN) <u>46-1417639</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>04-1590850</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)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____



**INNOVACARE SERVICES COMPANY LLC SAVINGS
AND PROFIT SHARING PLAN**
(Formerly known as Aveta Inc Savings and Profit Sharing Plan)

Financial Statements and Supplemental Schedule

December 31, 2012 and 2011

(With Independent Auditors' Report Thereon)

**INNOVACARE SERVICES COMPANY LLC SAVINGS
AND PROFIT SHARING PLAN**
(Formerly known as Aveta Inc Savings and Profit Sharing Plan)

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* Schedules required for Form 5500, which are not applicable have not been included.



KPMG LLP
345 Park Avenue
New York, NY 10154-0102

Independent Auditors' Report

The Board of Directors of InnovaCare Services Company LLC
Savings and Profit Sharing Plan:

We were engaged to audit the accompanying financial statements of the InnovaCare Services Company LLC Savings and Profit Sharing 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 years then ended, 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 the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in note 3 to the financial statements, which was certified by State Street Bank and Trust, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2012 and 2011, and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

**Other Matter**

The supplemental schedule, Schedule H, Line 4i – schedule of assets (held at end of year) as of December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

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

KPMG LLP

October 9, 2013

**INNOVCARE SERVICES COMPANY LLC SAVINGS
AND PROFIT SHARING PLAN**
(Formerly known as Aveta Inc Savings and Profit Sharing Plan)

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets:		
Investments, at fair value (as certified by the trustee-note 3):		
Mutual funds	\$ 41,171,575	35,566,511
Separate account	8,190,685	7,857,130
Money market funds	48	20
Total investments	<u>49,362,308</u>	<u>43,423,661</u>
Notes receivable from participants (as certified by the trustee-note 3)	<u>1,613,653</u>	<u>1,451,216</u>
Total assets held by trustee	<u>50,975,961</u>	<u>44,874,877</u>
Contributions receivable:		
Employer	<u>89,525</u>	<u>402,575</u>
Total contributions receivable	<u>89,525</u>	<u>402,575</u>
Total assets	<u>51,065,486</u>	<u>45,277,452</u>
Net assets available for benefits before adjustment	51,065,486	45,277,452
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(438,105)</u>	<u>(151,165)</u>
Net assets available for benefits	<u>\$ 50,627,381</u>	<u>45,126,287</u>

See accompanying notes to financial statements.

**INNOVCARE SERVICES COMPANY LLC SAVINGS
AND PROFIT SHARING PLAN**
(Formerly known as Aveta Inc Savings and Profit Sharing Plan)

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Additions to net assets attributed to:		
Contributions:		
Employees	\$ 2,290,767	1,973,349
Employer	<u>1,469,359</u>	<u>1,342,920</u>
Total contributions	<u>3,760,126</u>	<u>3,316,269</u>
Investment income (as certified by the trustee-note 3):		
Net realized and unrealized appreciation (depreciation) of investments	3,973,245	(1,859,119)
Interest income on separate account	299,572	257,683
Dividends	<u>921,375</u>	<u>827,223</u>
Net investment (loss) income	5,194,192	(774,213)
Interest income on notes receivable from participants	55,021	59,568
Other income	<u>27,893</u>	<u>—</u>
Total additions	<u>9,037,232</u>	<u>2,601,624</u>
Deductions from net assets attributed to:		
Benefit payments	3,440,171	4,420,521
Administrative expenses	<u>95,967</u>	<u>101,966</u>
Total deductions	<u>3,536,138</u>	<u>4,522,487</u>
Increase (decrease) in net assets available for benefits	5,501,094	(1,920,863)
Net assets available for benefits – beginning of year	<u>45,126,287</u>	<u>47,047,150</u>
Net assets available for benefits – end of year	<u>\$ 50,627,381</u>	<u>45,126,287</u>

See accompanying notes to financial statements.

**INNOVACARE SERVICES COMPANY LLC SAVINGS
AND PROFIT SHARING PLAN**
(Formerly known as Aveta Inc Savings and Profit Sharing Plan)

Notes to Financial Statements

December 31, 2012 and 2011

(1) Description of the Plan

The following description of the InnovaCare Services Company LLC Savings and Profit Sharing Plan (the Plan) provides only general information. Participants should refer to the Plan documents for a more complete description of the Plan's provisions. On December 12, 2012, the Aveta Savings and Profit Sharing Plan was transferred to InnovaCare Services Company LLC and renamed InnovaCare Services Company LLC Savings and Profit Sharing Plan. In addition, the employees of the related subsidiaries of Aveta, Inc. were terminated and, therefore, no longer eligible to participate in the Plan. This event is considered a partial termination of the Plan. The Plan was amended such that these impacted employees were fully vested in their accounts and have the ability to rollover or take a distribution of their accounts in accordance with the Plan Document.

The Plan is a defined contribution retirement income plan covering most full-time employees and certain part-time employees of InnovaCare Services Company LLC (the Sponsor) or its subsidiaries. The Plan was amended and restated effective January 1, 2011. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

(a) Eligibility

Eligible employees may become a participant for purposes of making salary deferral contributions on the Plan entry date following three months of service from the date of hire. Eligible employees become eligible for the employer matching contributions on the Plan entry date following one year of service.

(b) Plan Administration

State Street Bank and Trust is the Plan Trustee (the Trustee) and Massachusetts Mutual Life Insurance Company (the Record Keeper) maintains the individual participant accounts. Contributions are paid to the Trustee by the Sponsor.

The Plan provides that all necessary expenses of the Plan may be paid by the Sponsor or out of the assets of the Plan. As allowed by the Plan, such expenses reduced the investment income allocated to the respective investment accounts.

(c) Contributions

Participants are allowed to make pre-tax contributions subject to limitations set forth in the Internal Revenue Code (IRC). Participants who are at least age 50 are allowed to make an additional catch-up contribution subject to IRC limitations. All participant contributions are 100% vested and nonforfeitable. Participants direct the investment of their contributions into various investment options offered by the Plan.

The Sponsor's matching contribution equals 100% of a participant's salary deferral contributions that do not exceed 3% of the participant's eligible compensation and the Sponsor will make a matching contribution of 50% of the participant's salary deferral contributions that exceed 3% but, do not exceed 5% of the participant's eligible compensation. A supplemental matching contribution

**INNOVACARE SERVICES COMPANY LLC SAVINGS
AND PROFIT SHARING PLAN**
(Formerly known as Aveta Inc Savings and Profit Sharing Plan)

Notes to Financial Statements

December 31, 2012 and 2011

maybe made at the sole discretion of the Sponsor. The supplemental matching contribution is up to 100% of a participant's salary deferral contributions that do not exceed 2% of the participant's eligible compensation. The Sponsor paid a supplemental matching contribution to the Plan of approximately \$542,966 and \$486,565 for the years ended December 31, 2012 and 2011, respectively.

Participants are allowed to make after-tax salary deferral contributions to a Roth 401(k) contribution account. The Sponsor's matching contributions for the Roth 401(k) contribution accounts will be made into a tax deferred investment account in the Plan.

The Sponsor may also make supplemental profit sharing contributions that are allocated based on a participant's eligible compensation in excess of the FICA taxable wage base in proportion to the total of such compensation for all participants limited to the lesser of 10% of the excess compensation or the maximum permitted under the IRC. An additional supplemental profit sharing contribution may be made that is allocated to any participant who has attained age 41 based on the participant's compensation in excess of the FICA taxable base in proportion to the total of such compensation, limited to the maximum permitted under the IRC. No supplemental profit sharing contributions were made for the plan years 2012 and 2011. The maximum of all contributions on behalf of any participant is the lesser of \$50,000 and \$49,000 for 2012 and 2011, respectively, or 100% of the participant's compensation. Profit sharing contributions and supplemental contributions, along with related investment income, are subject to the following vesting schedule:

	<u>Vesting percentage</u>
Years of service:	
Less than 2 years	—%
2	20
3	40
4	60
5	80
6	100

In the event of retirement after age 65, death, or disability, a participant becomes 100% vested in all amounts credited to the participant's account.

As of December 12, 2012, the Plan was amended to fully vest all active employees of Aveta, Inc. in their allocation of the company contributions, due to partial termination of the Plan.

(d) Participant Accounts

In 2012 and 2011, each participant's account is credited with the participant's contribution, match, and an allocation of Plan earnings daily. Allocations are based on participant's 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.

**INNOVACARE SERVICES COMPANY LLC SAVINGS
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December 31, 2012 and 2011

(e) *Benefit Payments and Withdrawals*

Hardship withdrawals may be made for qualified emergencies, as defined in the IRC. Depending upon the type of withdrawal and the status of the contribution, penalties upon withdrawal may apply. Participants may also begin to make withdrawals without penalty at age 59½, subject to certain limitations as defined by the Plan.

Upon termination of employment for reasons other than retirement after age 65, death, or disability, participants are entitled to receive the vested balance of their account as of the day preceding the distribution.

If the participant's vested benefit exceeds \$5,000 and he or she has not elected to take an earlier distribution following termination of employment, the distribution of benefit payments normally begins within 60 days following the close of the plan year in which the participant retires after attaining age 65 or, if later, normal retirement age. The participant may also elect to delay distributions until age 70½. The participant may elect to receive benefits in the form of a lump sum distribution, or monthly installments over a period not to exceed the participant's remaining life expectancy.

(f) *Notes Receivable from Participants*

Participants may borrow from their account an amount equal to the lesser of \$50,000 or 50% of their vested account balance. The minimum loan is \$1,000. Participants may have up to three loans outstanding at one time. Loan transactions are treated as a transfer between the individual investment funds and the participant loan fund. The period of the loan cannot exceed five years, unless the loans is used to acquire a dwelling unit that is the principal residence of the participant, in which this event repayment shall be made within a reasonable period of time, that may not be greater than ten years. The loans are secured by the balance in the participant's account and shall bear interest at the then currently prevalent interest rates for similar loans from commercial institutions. At December 31, 2012 and 2011, loans bear interest at rates that range from 3.25% to 10.00%. Principal and interest are paid ratably through payroll deductions. Notes receivable from participants are carried at unpaid principal balance plus accrued interest. As of December 12, 2012, the Plan was amended to change the default loan policy so that a participant loan will not become due and payable in full upon the Participant's termination of employment. The terminated Participant may request a direct rollover of the loan balance.

(g) *Forfeitures*

At December 31, 2012 and 2011, forfeited nonvested accounts totaled \$30,194 and \$28,114, respectively. These accounts will be used to reduce future employer contributions or Plan expenses. During 2012 and 2011, employer contributions were reduced by \$20,691 and \$48,562, respectively, from forfeited nonvested accounts. No forfeited nonvested account was used for Plan expenses.

**INNOVACARE SERVICES COMPANY LLC SAVINGS
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Notes to Financial Statements

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(h) *Unallocated funds*

At December 31, 2012 and 2011, the Plan had unallocated funds related to un-cashed checks totalling \$617,369 and \$708,995, respectively. These unallocated funds relate to distributions to participants plus accumulated interest income but, the checks were not cashed. The Plan Sponsor is continuing its efforts to locate the former participants in order to disburse the funds.

At December 31, 2012 and 2011, the Plan had unallocated funds related to class action lawsuits for mutual funds previously owned totaled \$350,986 and \$352,035, respectively. The Plan uses these unallocated funds to pay plan expenses. During 2012 and 2011, \$70,534 and \$39,914 were used to pay plan expenses, respectively.

(i) *Other Income*

Other income represents the proceeds received by the Plan for class action lawsuits during the year ended December 31, 2012. These amounts are included in the unallocated funds.

(2) Summary of Significant Accounting Policies

(a) *Basis of Presentation*

The accompanying financial statements have been prepared on the accrual basis of accounting.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

(b) *Investment Valuation and Income Recognition*

The Plan's investments are stated at fair value. The Plan defines fair value as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. In many cases, the exit price and the transaction (or entry) price will be the same at initial recognition. It requires that fair value be a market-based measurement in which the fair value is determined based on a hypothetical transaction at the measurement date, considered from the perspective of a market participant. When quoted prices are not used to determine fair value of an asset, the Plan considers three broad valuation techniques: (i) the market approach, (ii) the income approach, and (iii) the cost approach. The Plan determines the most appropriate valuation technique to use, given what is being measured and the availability of sufficient inputs. The Plan prioritizes the inputs to fair valuation techniques and allows for the use of unobservable inputs to the extent that observable inputs are not available. The Plan categorizes its assets and liabilities measured at estimated fair value into a three-level hierarchy, based on the priority of the inputs to the respective valuation technique (see note 4). The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to

**INNOVACARE SERVICES COMPANY LLC SAVINGS
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unobservable inputs (Level 3). An asset's or liability's classification within the fair value hierarchy is based on the lowest level of significant input to its valuation. The input levels are as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Plan has the ability to access at the measurement date.
- Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 inputs are unobservable inputs for the asset or liability and significant to the fair value measurement.

The level in the fair value hierarchy within which a fair value measurement in its entirety falls is based on the lowest level input that is significant to the fair value measurement in its entirety.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used and no transfers among the fair value levels during December 31, 2012 and 2011.

Money market funds: Valued at the closing price reported on the active market on which the individual securities are traded. If investments are not listed on an exchange, quotations are obtained from brokerage firms.

Mutual funds: Valued at the quoted market prices.

Separate account: Valued at the fair market value of the assets under the separate account.

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

As of December 31, 2012 and 2011, \$8,190,685 and \$7,857,130, respectively, was invested in MassMutual Diversified SAGIC, a market value separate account. The average yield earned by the plan and average interest rate credited to the participants for 2012 and 2011 were 3.73% and 4.01%, respectively. The portfolio of investments is primarily investment grade fixed income securities, with the potential of up to 25% of assets in below investment grade debt securities. Participants may direct permitted withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions plus credited interest less participant withdrawals and fees.

Dividends are recorded on the ex-dividend date. The average cost method is used in determining the cost of investments sold. Interest income is recorded on the accrual basis.

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GAAP requires investment contracts held by a defined-contribution plan to be reported at fair value as with an adjustment from fair value to contract value for fully benefit-responsive investment contracts. 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. As required by GAAP, the accompanying statements of net assets available for benefits are prepared on a contract value basis for the separate account. The 2012 and 2011 net assets available for benefits was decreased by \$438,105 and \$151,165, respectively, to reflect contract value of the fully benefit-responsive contract held by the separate account.

(c) Payment of Benefits

Benefits are recorded when paid.

(d) Recent Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update 2011-04 (ASU 2011-04), *Fair Value Measurement (Topic 820) Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs*. ASU 2011-04 amended guidance which changes the wording used to describe many requirements in GAAP for measuring fair value and for disclosing information about fair value measurements. Additionally, the amended guidance clarifies the FASB's intent about the application of existing fair value measurement requirements. The guidance is to be applied prospectively and is effective for fiscal years beginning after December 15, 2011. The Plan adopted this standard for the year ended December 31, 2012 and the adoption of this standard did not have a material impact on its financial statements.

(3) Financial Information Certified by Trustees (Unaudited)

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, State Street Bank and Trust Company certified as of and for the years ended December 31, 2012 and 2011, to the completeness and accuracy of all investments, notes receivable from participants and cash, reflected on the accompanying statements of net assets available for benefits, the supplemental schedule – Schedule H, line 4i – schedule of assets (held at end of year) as of December 31, 2012, and related net investment income (loss), reflected in the statements of changes in net assets available for benefits for the years ended December 31, 2012 and 2011.

**INNOVACARE SERVICES COMPANY LLC SAVINGS
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Notes to Financial Statements

December 31, 2012 and 2011

The fair value of the following individual investments represent 5% or more of the Plan's net assets at December 31, 2012 and 2011.

	<u>2012</u>	<u>2011</u>
MassMutual Diversified SAGIC	\$ 8,190,685	7,857,130
Thornburg International Value R5 Fund	7,683,341	6,532,821
Select Pimco Total Return Fund	6,469,084	5,826,687
Vanguard 500 Index Signal Fund	5,331,347	4,649,207
BlackRock Equity Dividend Inv A LW Fund	4,960,992	4,288,335
Goldman Sachs Mid Cap Value A LW Fund	3,779,592	3,276,100
Mainstay Large Cap Growth A Load Waived Fund	3,535,514	2,877,567
Pimco Real Return A Load Waived Fund	2,950,977	2,821,928

During 2012 and 2011, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value by \$3,973,245 and \$(1,859,119), respectively.

(4) Fair Value Measurements

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

	Investments at fair value as determined by quoted prices in active markets (Level 1)	Investments at fair value		Total
		Valuation techniques based on observable market data (Level 2)	Valuation techniques incorporating information other than observable market data (Level 3)	
Mutual funds	\$ 41,171,575	—	—	41,171,575
Separate account	—	—	8,190,685	8,190,685
Money market funds	48	—	—	48
Total investments	<u>\$ 41,171,623</u>	<u>—</u>	<u>8,190,685</u>	<u>49,362,308</u>

**INNOVACARE SERVICES COMPANY LLC SAVINGS
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Notes to Financial Statements

December 31, 2012 and 2011

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

	Investments at fair value as determined by quoted prices in active markets (Level 1)	Investments at fair value		Total
		Valuation techniques based on observable market data (Level 2)	Valuation techniques incorporating information other than observable market data (Level 3)	
Mutual funds	\$ 35,566,511	—	—	35,566,511
Separate account	—	—	7,857,130	7,857,130
Money market funds	20	—	—	20
Total investments	<u>\$ 35,566,531</u>	<u>—</u>	<u>7,857,130</u>	<u>43,423,661</u>

The information above is derived from the information certified by the Trustee.

Total Plan investment assets at fair value classified within Level 3 were \$8,190,685 as of December 31, 2012, which consists of the Plan's MassMutual Diversified SAGIC.

The table below set forth a summary of changes in the fair value of the Plan's Level 3 investments for the years ended December 31, 2012.

	Separate account December 31, 2012
Beginning balance, December 31, 2011	\$ 7,857,130
Purchases	541,263
Earnings	594,132
Sales	(801,840)
Ending balance, December 31, 2012	<u>\$ 8,190,685</u>

(5) Delinquent Participant Contributions

In 2011, there were unintentional delays in submitting employee deferrals to the Plan's trust in the total amount of \$46. These amounts were withheld from participants and submitted to the trust within 2011 however, the submissions were delayed. The Sponsor had reimbursed the participant account balances for lost income, in the amount of approximately \$1.

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Notes to Financial Statements

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(6) Party-In-Interest Transactions

Certain investments are shares of a separate account guaranteed by Mass Mutual Life Insurance Company, the record keeper as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the contract administrator services amounted to \$25,433 and \$24,427 for the years ended December 31, 2012 and 2011, respectively.

(7) Risks and Uncertainties

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

(8) Termination

Although it has not expressed any intent to do so, the Sponsor 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 that the Sponsor terminates the Plan, all participants' account balances at the time of the Plan's termination become fully vested.

(9) Tax Status

The Internal Revenue Service (IRS) determined and informed the Company by letter dated May 16, 2011 that the Plan, as then designed, was in compliance with the applicable requirements 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, no provision for income taxes has been included in the accompanying financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a liability (or derecognize a tax asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan. The Plan administrator has concluded that as of December 31, 2012 and 2011, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or derecognition of an asset) or disclosure in the financial statements.

(10) Subsequent Events

The Sponsor evaluated subsequent events for recognition and disclosure through October 9, 2013, the date on which the financial statements were available to be issued.

**INNOVACARE SERVICES COMPANY LLC SAVINGS
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Notes to Financial Statements

December 31, 2012 and 2011

(11) Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2012 to Form 5500:

Net assets available for benefits per the financial statements	\$ 50,627,381
Amounts allocated to withdrawing participants at December 31, 2012	<u>(398,903)</u>
Net assets available for benefits per the Form 5500	<u><u>\$ 50,228,478</u></u>

The following is a reconciliation of the changes in net assets available for benefits per the financial statements for the year ended December 31, 2012 to Form 5500:

Increase in net assets available for benefits per the financial statement	\$ 5,501,094
Add amounts allocated to withdrawing participants at December 31, 2012	<u>(398,903)</u>
Less amounts allocated to withdrawing participants at December 31, 2011	<u>543,202</u>
Increase in net assets available for benefits for the Form 5500	<u><u>\$ 5,645,393</u></u>

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2011 to Form 5500:

Net assets available for benefits per the financial statements	\$ 45,126,287
Amounts allocated to withdrawing participants at December 31, 2012	<u>(543,202)</u>
Net assets available for benefits per the Form 5500	<u><u>\$ 44,583,085</u></u>

The following is a reconciliation of the changes in net assets available for benefits per the financial statements for the year ended December 31, 2011 to Form 5500:

Decrease in net assets available for benefits per the financial statement	\$ 1,920,863
Plus net change in adjustment from contract value to fair value	<u>150,017</u>
Decrease in net assets available for benefits per the Form 5500	<u><u>\$ 2,070,880</u></u>

Amounts allocated to withdrawing participants on the Form 5500 represent benefit claims that have been processed and approved for payment prior to December 31, 2012 but not yet paid as of that date.

Schedule I

**INNOVCARE SERVICES COMPANY LLC SAVINGS
AND PROFIT SHARING PLAN**
(Formerly known as Aveta Inc Savings and Profit Sharing Plan)
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2012

(a)	(b) Identify of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest or collateral	(e) Current value
		Money market funds:	
*	MassMutual	Premier Money Market Fund	\$ 48
		Mutual funds:	
	Artisan Funds	Artisan Mid Cap Inv Fund, 52,003.058 shares	1,952,195
	BlackRock Funds	BlackRock Equity Dividend Inv A LW Fund, 249,421.423 shares	4,960,992
	Goldman Sachs Funds	Goldman Sachs Mid Cap Value A LW Fund, 96,838.126 shares	3,779,592
	Invesco	Invesco Global Real Estate Fund, 120.555 shares	1,085
	Mainstay Funds	Mainstay Large Cap Growth A Load Waived Fund, 456,784.707 shares	3,535,514
	Oppenheimer Funds	Oppenheimer Developing Markets Y Fund, 11,559.380 shares	403,191
	Oppenheimer Funds	Oppenheimer International Bond Y Fund, 57,219.535 shares	376,505
	Pimco Funds	PIMCO Real Return A Load Waived Fund, 240,503.431 shares	2,950,977
	Pimco Funds	Select PIMCO Total Return Fund, 612,602.672 shares	6,469,084
	Royce Funds	Royce Low Priced Stock Svc Fund, 84,878.895 shares	1,174,724
	Royce Funds	Royce Opportunity Svc Fund, 12,460.288 shares	143,916
	Thornburg Funds	Thornburg International Value R5 Fund, 274,013.580 shares	7,683,341
	Vanguard Funds	Vanguard 500 Index Signal Fund, 49,127.783 shares	5,331,347
	Vanguard Funds	Vanguard Small Cap Index Instl Fund, 62,154.604 shares	2,409,112
			41,171,575
		Separate account:	
*	MassMutual	MassMutual Diversified SAGIC, 723,537.708	7,752,580
		Total investments	48,924,203
*	Plan Participants	Notes receivable from Plan participants, interest rate 3.25% – 9.25%	1,613,653
			\$ 50,537,856
*	Permitted party-in-interest		

See accompanying independent auditors' report.

A Name of Plan InnovaCare Services Company, LLC Savings and Profit Sharing Plan	B Three-digit plan Number	001
C Plan sponsor's name as shown on line 2a of Form 5500 InnovaCare Services Company, L	D Employer Identification Number 461417639	

Schedule C Formula Description and/or EIC Statement Description

Service Provider Name	Service Provider EIN	Service Provider Address	Formula / EIC Statement
Artisan	391811840		MassMutual provided the Plan with the required written disclosure for Management Fees received by Artisan with respect to Artisan Mid Cap Fund - Class I (MF-546).
BlackRock	226437098		MassMutual provided the Plan with the required written disclosure for Management Fees received by BlackRock with respect to BlackRock Equity Dividend Fund - Class A (MF-499).
Goldman Sachs	135108880		MassMutual provided the Plan with the required written disclosure for Management Fees received by Goldman Sachs with respect to Goldman Sachs Mid Cap Value Fund - Class A (MF-DW).
Invesco	364494062		MassMutual provided the Plan with the required written disclosure for Management Fees received by Invesco with respect to Invesco Global Real Estate Fund - Class A (MF-739).
Mainstay	522206685		MassMutual provided the Plan with the required written disclosure for Management Fees received by Mainstay with respect to Mainstay Large Cap Growth Fund - Class A (MF-CSA).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to BlackRock Equity Dividend Fund - Class A (MF-499).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Goldman Sachs Mid Cap Value Fund - Class A (MF-DW).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Invesco Global Real Estate Fund - Class A (MF-739).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Mainstay Large Cap Growth Fund - Class A (MF-CSA).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to PIMCO Real Return Fund - Class A (MF-460).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Royce Low Priced Stock Fund - Class S (MF-565).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Royce Opportunity Fund - Class S (MF-1017).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Select PIMCO Total Return Fund - Class A (MF-WZA).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the Plan with the required written disclosure for float revenue received by MassMutual.
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to Premier Money Market Fd (Babson) - Class S (MF-G).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to Select PIMCO Total Return Fund - Class A (MF-WZA).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual received estimated Administrative Fees of (22 basis points * plan assets) with respect to Select PIMCO Total Return Fund - Class A (MF-WZA).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual received estimated Administrative Fees of (8 basis points * plan assets) with respect to Premier Money Market Fd (Babson) - Class S (MF-G).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual received estimated Sub-TA Fees of (10 basis points * plan assets) with respect to Royce Low Priced Stock Fund - Class S (MF-565).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual received estimated Sub-TA Fees of (10 basis points * plan assets) with

Company		respect to Royce Opportunity Fund - Class S (MF-1017).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (15 basis points * plan assets) with respect to Mainstay Large Cap Growth Fund - Class A (MF-CSA).
Company		MassMutual received estimated Sub-TA Fees of (15 basis points * plan assets) with respect to PIMCO Real Return Fund - Class A (MF-460).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to BlackRock Equity Dividend Fund - Class A (MF-499).
Company		MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to Goldman Sachs Mid Cap Value Fund - Class A (MF-DW).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to Invesco Global Real Estate Fund - Class A (MF-739).
Company		MassMutual received estimated Sub-TA Fees of (35 basis points * plan assets) with respect to Artisan Mid Cap Fund - Class I (MF-546).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (38 basis points * plan assets) with respect to Oppenheimer Developing Markets Fund - Class Y (MF-C).
Company		MassMutual received estimated Sub-TA Fees of (38 basis points * plan assets) with respect to Oppenheimer International Bond Fund - Class Y (MF-CW).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (40 basis points * plan assets) with respect to Thornburg International Value Fund - Class 5 (MF-CJ).
Oppenheimer	841308320	MassMutual provided the Plan with the required written disclosure for Management Fees received by Oppenheimer with respect to Oppenheimer International Bond Fund - Class Y (MF-CW).
Oppenheimer	936305075	MassMutual provided the Plan with the required written disclosure for Management Fees received by Oppenheimer with respect to Oppenheimer Developing Markets Fund - Class Y (MF-C).
PIMCO Funds	330734721	MassMutual provided the Plan with the required written disclosure for Management Fees received by PIMCO Funds with respect to PIMCO Real Return Fund - Class A (MF-460).
Royce	133139046	MassMutual provided the Plan with the required written disclosure for Management Fees received by Royce with respect to Royce Low Priced Stock Fund - Class S (MF-565).
Royce	133139046	MassMutual provided the Plan with the required written disclosure for Management Fees received by Royce with respect to Royce Opportunity Fund - Class S (MF-1017).
Thornburg	850451747	MassMutual provided the Plan with the required written disclosure for Management Fees received by Thornburg with respect to Thornburg International Value Fund - Class 5 (MF-CJ).
Vanguard	231999755	MassMutual provided the Plan with the required written disclosure for Management Fees received by Vanguard with respect to Vanguard 500 Index Fund - Class S (MF-302).
Vanguard	231999755	MassMutual provided the Plan with the required written disclosure for Management Fees received by Vanguard with respect to Vanguard Small Cap Index Fund - Class I (MF-947).



Schedule C Soft Dollar Compensation Eligible Indirect Compensation Statement

Mutual fund investments of the plan (whether direct or indirect through a separate investment account) may have soft dollar arrangements pursuant to which the investment advisor or sub-advisor to the mutual fund (and/or its affiliates) may direct trades to certain brokers in exchange for research and other services, other than just trade execution. For plans investing directly or indirectly in the MassMutual Premier or Select Funds, MassMutual provided the required written disclosure regarding soft dollar compensation on the Schedule C Formula Description and/or EIC Statement Description Attachment. For all other mutual funds, MassMutual provided the required written disclosure in the Statement of Additional Information ("SAI").

For additional information on soft dollar compensation, refer to the section of the mutual fund's SAI that discusses brokerage allocation and other practices.

A Name of Plan InnovaCare Services Company, LLC Savings and Profit Sharing Plan	B Three-digit plan Number 001
C Plan sponsor's name as shown on line 2a of Form 5500 InnovaCare Services Company, L	D Employer Identification Number 461417639

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

(a)	(b) Identity of issue, borrower, lessor, or similar part	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	MassMutual	Guaranteed Interest Account	7,752,580	7,752,580
*	MassMutual Premier	Holding Account - MF-G	0	48
*	Royce	MF-1017	141,903	143,916
*	Vanguard	MF-302	4,870,954	5,331,347
*	Allianz Global Investors	MF-460	2,786,301	2,950,977
*	BlackRock	MF-499	4,505,899	4,960,992
*	Artisan	MF-546	1,843,447	1,952,195
*	Royce	MF-565	1,477,759	1,174,724
*	AIM	MF-739	1,095	1,085
*	Vanguard	MF-947	2,239,173	2,409,112
*	Oppenheimer	MF-C	388,409	403,191
*	Thornburg	MF-CJ	7,814,742	7,683,341
*	Mainstay	MF-CSA	3,264,862	3,535,514
*	Oppenheimer	MF-CW	370,761	376,505
*	Goldman Sachs	MF-DW	3,572,126	3,779,592
*	MassMutual Select	MF-WZA	6,249,189	6,469,084
	Participant Loans	3.250000 - 9.250000	0	1,613,653