

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2012
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>THE EVERETT CLINIC PROFIT SHARING AND 401(K) EMPLOYEE SAVINGS PLAN AND TRUST</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>01/01/1955</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>THE EVERETT CLINIC, INC.</u> <u>3901 HOYT AVENUE</u> <u>EVERETT, WA 98201-4988</u>	2b Employer Identification Number (EIN) <u>91-0214500</u> 2c Sponsor's telephone number <u>425-339-5465</u> 2d Business code (see instructions) <u>621111</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/10/2013</u>	<u>SHERRY HUNTER</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>																											
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN																											
5 Total number of participants at the beginning of the plan year		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;">5</td> <td style="text-align: right;">2434</td> </tr> </table>	5	2434																									
5	2434																												
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="text-align: right;">2236</td> </tr> <tr> <td style="text-align: center;">6b</td> <td style="text-align: right;">35</td> </tr> <tr> <td style="text-align: center;">6c</td> <td style="text-align: right;">357</td> </tr> <tr> <td style="text-align: center;">6d</td> <td style="text-align: right;">2628</td> </tr> <tr> <td style="text-align: center;">6e</td> <td style="text-align: right;">4</td> </tr> <tr> <td style="text-align: center;">6f</td> <td style="text-align: right;">2632</td> </tr> <tr> <td style="text-align: center;">6g</td> <td style="text-align: right;">2428</td> </tr> <tr> <td style="text-align: center;">6h</td> <td style="text-align: right;">66</td> </tr> </table>			6a	2236	6b	35	6c	357	6d	2628	6e	4	6f	2632	6g	2428	6h	66									
6a	2236																												
6b	35																												
6c	357																												
6d	2628																												
6e	4																												
6f	2632																												
6g	2428																												
6h	66																												
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></td> </tr> </table>	7																										
7																													
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2H 2J 2K 3D																													
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:																													
9a Plan funding arrangement (check all that apply) <table style="width: 100%;"> <tr> <td style="width: 5%;">(1)</td> <td style="width: 5%;">☐</td> <td>Insurance</td> </tr> <tr> <td>(2)</td> <td>☐</td> <td>Code section 412(e)(3) insurance contracts</td> </tr> <tr> <td>(3)</td> <td>☒</td> <td>Trust</td> </tr> <tr> <td>(4)</td> <td>☐</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%;">☐</td> <td>Insurance</td> </tr> <tr> <td>(2)</td> <td>☐</td> <td>Code section 412(e)(3) insurance contracts</td> </tr> <tr> <td>(3)</td> <td>☒</td> <td>Trust</td> </tr> <tr> <td>(4)</td> <td>☐</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			
(1)	☐	Insurance																											
(2)	☐	Code section 412(e)(3) insurance contracts																											
(3)	☒	Trust																											
(4)	☐	General assets of the sponsor																											
(1)	☐	Insurance																											
(2)	☐	Code section 412(e)(3) insurance contracts																											
(3)	☒	Trust																											
(4)	☐	General assets of the sponsor																											
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)																													
a Pension Schedules <table style="width: 100%;"> <tr> <td style="width: 5%;">(1)</td> <td style="width: 5%;">☒</td> <td>R (Retirement Plan Information)</td> </tr> <tr> <td>(2)</td> <td>☐</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>☐</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%;">☒</td> <td>H (Financial Information)</td> </tr> <tr> <td>(2)</td> <td>☐</td> <td>I (Financial Information – Small Plan)</td> </tr> <tr> <td>(3)</td> <td>☐</td> <td>A (Insurance Information)</td> </tr> <tr> <td>(4)</td> <td>☒</td> <td>C (Service Provider Information)</td> </tr> <tr> <td>(5)</td> <td>☒</td> <td>D (DFE/Participating Plan Information)</td> </tr> <tr> <td>(6)</td> <td>☐</td> <td>G (Financial Transaction Schedules)</td> </tr> </table>	(1)	☒	H (Financial Information)	(2)	☐	I (Financial Information – Small Plan)	(3)	☐	A (Insurance Information)	(4)	☒	C (Service Provider Information)	(5)	☒	D (DFE/Participating Plan Information)	(6)	☐	G (Financial Transaction Schedules)
(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																											
(1)	☒	H (Financial Information)																											
(2)	☐	I (Financial Information – Small Plan)																											
(3)	☐	A (Insurance Information)																											
(4)	☒	C (Service Provider Information)																											
(5)	☒	D (DFE/Participating Plan Information)																											
(6)	☐	G (Financial Transaction Schedules)																											

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

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

A Name of plan THE EVERETT CLINIC PROFIT SHARING AND 401(K) EMPLOYEE SAVINGS PLAN AND TRUST	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 THE EVERETT CLINIC, INC.	D Employer Identification Number (EIN) 91-0214500

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
CHARLES SCHWAB INVESTMENT MGMT INC.

94-3106735

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
AWJ CAPITAL PARTNERS LLC 222 S. 9TH STREET, SUITE 3035
MINNEAPOLIS, MN 55402

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
BEACH POINT CAPITAL MANAGEMENT 1620 26TH STREET, SUITE 6000N
SANTA MONICA, CA 90404

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
BERENS CAPITAL MANAGEMENT, LLC 717 5TH AVENUE, FLOOR 12A
NEW YORK, NY 10022

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

ORBIMED ADVISORS LLC

601 LEXINGTON AVE., 54TH FLOOR
NEW YORK, NY 10022-4629

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

CASTINE CAPITAL MANAGEMENT, LLC

ONE INTERNATIONAL PLACE, SUITE 2401
BOSTON, MA 02110

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

COMMON SENSE INVESTMENT MANAGEMENT

15350 SW SEQUOIA PARKWAY, SUITE 250
PORTLAND, OR 97224

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

GRAHAM CAPITAL MANAGEMENT

40 HIGHLAND AVENUE
ROWAYTON, CT 06853

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

OAK HILL ADVISORS, LP

1114 AVENUE OF THE AMERICAS
NEW YORK, NY 10036

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

PALO ALTO INVESTORS

470 UNIVERSITY AVENUE
PALO ALTO, CA 94301

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

RIMROCK CAPITAL MANAGEMENT

1000 INNOVATION DRIVE, SUITE 200
IRVINE, CA 92617

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

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

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

ARNERICH MASSENA & ASSOCIATES, INC.

93-1119724

(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	NONE	314451	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

TRAUTMANN MAHER & ASSOCIATES, INC.

91-1526584

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 60 64 65	NONE	195151	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CHARLES SCHWAB TRUST COMPANY

42-1558009

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19 25 59	NONE	74073	Yes ☒ No ☐	Yes ☒ No ☐	0	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)

THORSON BARNETT & MCDONALD, P.C.

91-1608561

(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?
29	NONE	102150	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

KNIGHTSBRIDGE ASSET MANAGEMENT, LLC

33-0815732

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	73131	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

THE ITHAKA GROUP, LLC

26-2269925

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	54030	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)

AMERICAN REALTY ADVISORS

33-0123114

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	50000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PIER CAPITAL, LLC

86-1105603

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	32801	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MOSS ADAMS, LLP

91-0189318

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	31393	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)

CONVERGEX GROUP, LLC

20-5150276

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
33 71	NONE	8238	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PACIFIC COPY & PRINTING COMPANY

3502 BROADWAY
EVERETT, WA 98201

(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?
36	NONE	8158	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

VANDHAM SECURITIES CORP.

22-3039058

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
33 71	NONE	6304	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)

CHARLES SCHWAB & CO., INC.

94-1737782

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
33 59 71	AFFILIATE OF CUSTODIAN	1827	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <hr/> 2012 <hr/> This Form is Open to Public Inspection.
---	--	--

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

A Name of plan <u>THE EVERETT CLINIC PROFIT SHARING AND 401(K) EMPLOYEE SAVINGS PLAN AND TRUST</u>	B Three-digit plan number (PN) ► <u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>THE EVERETT CLINIC, INC.</u>	D Employer Identification Number (EIN) <u>91-0214500</u>

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

a Name of MTIA, CCT, PSA, or 103-12 IE: CHARLES SCHWAB STABLE VALUE FUND

b Name of sponsor of entity listed in (a): CHARLES SCHWAB TRUST COMPANY

c EIN-PN <u>81-0625180-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
---------------------------------------	-------------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: MORLEY STABLE VALUE FUND

b Name of sponsor of entity listed in (a): UNION BOND & TRUST COMPANY

c EIN-PN <u>93-6274329-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>13105108</u>
---------------------------------------	-------------------------------	---

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2012 This Form is Open to Public Inspection
--	--	--

For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>THE EVERETT CLINIC PROFIT SHARING AND 401(K) EMPLOYEE SAVINGS PLAN AND TRUST</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE EVERETT CLINIC, INC.</u>	D Employer Identification Number (EIN) <u>91-0214500</u>	

Part I	Asset and Liability Statement
---------------	--------------------------------------

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	446492	122067
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	5168283	2277349
(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)	2774137	3662637
(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)	17201470	14592579
(5) Partnership/joint venture interests	1c(5)	19984549	24446701
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	4204347	4503744
(9) Value of interest in common/collective trusts.....	1c(9)	14788669	13105108
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	162092680	199350074
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	71559538	67926309

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)	15600000	16500000
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	313820165	346486568

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	349625	122885
k Total liabilities (add all amounts in lines 1g through 1j)	1k	349625	122885

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	313470540	346363683
---	-----------	-----------	-----------

Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	5990443	
(B) Participants	2a(1)(B)	12115557	
(C) Others (including rollovers)	2a(1)(C)	688400	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		18794400

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	849	
(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)	190149	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		190998

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	253366	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	5375656	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		5629022

(3) Rents	2b(3)		1399542
-----------------	--------------	--	---------

(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	61900463	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	58473161	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		3427302

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	900000	
(B) Other	2b(5)(B)	3920836	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		4820836

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		200481
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		16760636
c Other income.....	2c		176333
d Total income. Add all income amounts in column (b) and enter total.....	2d		51399550

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	17606577	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		17606577
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	429066	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	474413	
(4) Other	2i(4)	-3649	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		899830
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		18506407

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		32893143
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: MOSS ADAMS

(2) EIN: 91-0189318

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

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

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
---	--	--

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

A Name of plan <u>THE EVERETT CLINIC PROFIT SHARING AND 401(K) EMPLOYEE SAVINGS PLAN AND TRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE EVERETT CLINIC, INC.</u>	D Employer Identification Number (EIN) <u>91-0214500</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>42-1558009</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

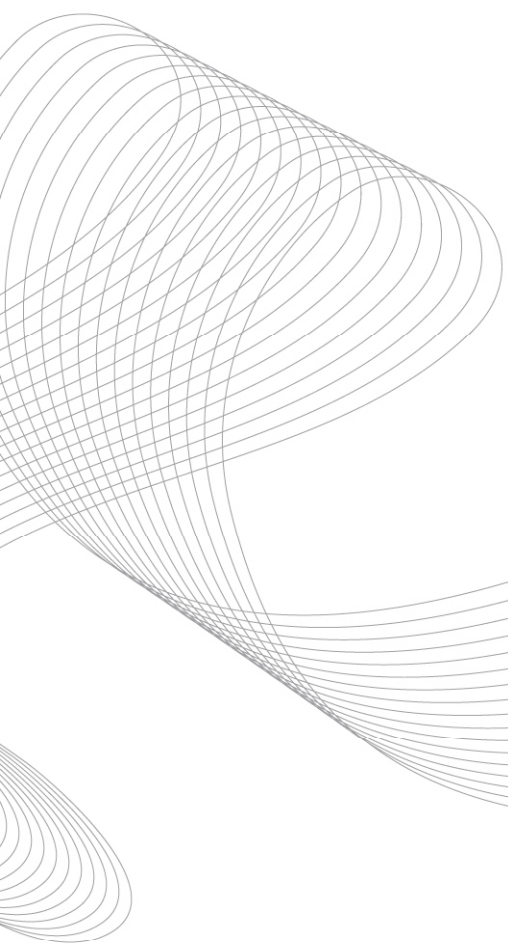
- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding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

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

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

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

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



Report of Independent Auditors
and Financial Statements
with Supplemental Information for

The Everett Clinic
Profit Sharing and 401(k) Employee
Savings Plan and Trust

December 31, 2012 and 2011

MOSS-ADAMS_{LLP}

Certified Public Accountants | Business Consultants

Acumen. Agility. Answers.

CONTENTS

	PAGE
REPORT OF INDEPENDENT AUDITORS	1-2
FINANCIAL STATEMENTS	
Statements of net assets available for benefits - December 31, 2012 and 2011	3
Statement of changes in net assets available for benefits - year ended December 31, 2012	4
Notes to financial statements	5-18
SUPPLEMENTAL SCHEDULE REQUIRED BY THE DEPARTMENT OF LABOR	
Schedule H, line 4i - schedule of assets (held at end of year) - December 31, 2012	19-22

REPORT OF INDEPENDENT AUDITORS

To the Board of Trustees
The Everett Clinic Profit Sharing and
401(k) Employee Savings Plan and Trust

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Everett Clinic Profit Sharing and 401(k) Employee Savings Plan and Trust (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matters 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 (DOL's) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by The Charles Schwab Trust Company, the custodian 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 custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the custodian as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the Plan administrator by the custodian 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 supplementary Schedule H, line 4i - schedule of assets (held at end of year) as of December 31, 2012, is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA 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 supplementary information.

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 supplementary information, other than that derived from the information certified by the custodian, 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.



Everett, Washington

October 7, 2013

**THE EVERETT CLINIC PROFIT SHARING AND 401(k)
EMPLOYEE SAVINGS PLAN AND TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**

	December 31,	
	2012	2011
ASSETS		
Investments, at fair value		
Mutual funds	\$ 199,350,074	\$ 162,092,680
Collective trust	13,105,108	14,788,669
Stocks	14,592,579	17,201,470
Limited partnerships	24,446,701	19,984,549
Hedge funds	67,926,309	71,559,538
Real property	16,500,000	15,600,000
Money market funds	3,662,637	2,774,137
Total investments at fair value	339,583,408	304,001,043
Receivables		
Notes receivable from participants	4,503,744	4,204,347
Employer contribution	2,277,349	5,168,283
	6,781,093	9,372,630
Cash	122,067	446,492
Total assets	346,486,568	313,820,165
LIABILITIES		
Accrued liabilities	122,885	349,625
NET ASSETS AVAILABLE FOR BENEFITS	\$ 346,363,683	\$ 313,470,540

**THE EVERETT CLINIC PROFIT SHARING AND 401(k)
EMPLOYEE SAVINGS PLAN AND TRUST
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2012**

ADDITIONS TO NET ASSETS ATTRIBUTED TO

Investment income

Net appreciation in fair value of investments	\$ 25,209,255
Interest	849
Dividends	5,629,022
Rent income	1,399,542
Other income	176,333

32,415,001

Less investment expenses	474,413
--------------------------	---------

31,940,588

Interest income on notes receivable from participants	190,149
---	---------

Contributions

Employer	5,990,443
Participants	12,115,557
Rollovers from qualified plans	688,400

18,794,400

Total additions	50,925,137
-----------------	------------

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO

Distributions to participants	17,606,577
Professional and administrative expenses	425,417

Total deductions	18,031,994
------------------	------------

CHANGE IN NET ASSETS	32,893,143
----------------------	------------

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year	313,470,540
-------------------	-------------

End of year	\$ 346,363,683
-------------	----------------

THE EVERETT CLINIC PROFIT SHARING AND 401(k) EMPLOYEE SAVINGS PLAN AND TRUST NOTES TO FINANCIAL STATEMENTS

Note 1- Description of the Plan

The following description of The Everett Clinic Profit Sharing and 401(k) Employee Savings Plan and Trust (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan sponsored and administered by The Everett Clinic (the Clinic). The Plan generally covers all employees of the Clinic who are not members of a collective bargaining unit. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions - Participants may elect to defer a percentage of their pre-tax annual compensation up to the maximum provided under the Internal Revenue Code. The Clinic provides a matching contribution of 50% of each participant's elective deferral amount, to a maximum of 3% of eligible participant compensation. Participants who have attained age 50 before the end of the Plan year are also eligible to make catch-up contributions. Catch-up contributions are not subject to matching. Participants may also contribute amounts representing distributions from other qualified plans.

Profit sharing contributions are determined annually at the option of the board of directors. Profit sharing contributions are invested and managed by the Profit Sharing Trustees. For the 2012 Plan year, the profit sharing contribution amounted to approximately \$1,975,000.

Participants direct the investment of their contributions to their choice of various investment options. Contributions are subject to regulatory limitations.

Participation and vesting - Employees can elect to make 401(k) deferrals upon employment with the Clinic, as defined in the Plan. All employee deferral and employer matching contributions plus earnings thereon are immediately 100% vested. Participants are eligible for the profit sharing plan after completing 1,000 hours of service in a 12-month period. Once eligible, participants are then eligible to receive allocations of the Clinic's profit sharing contribution after completing 1,000 hours of service during the Plan year and being employed on the last day of the Plan year. Participants vest 20% in their profit sharing contributions after two years of service and are 100% vested after six years of credited service.

Forfeiture balances are applied to reduce employer contributions, generally in the year they occur. Forfeiture amounts applied in 2012 were \$72,218.

Participant accounts - Each participant's account is credited with the participant's contribution and an allocation of (a) the Clinic's contributions, (b) Plan earnings, and (c) Plan expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

THE EVERETT CLINIC PROFIT SHARING AND 401(k) EMPLOYEE SAVINGS PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

Note 1 - Description of the Plan (continued)

Notes receivable from participants - Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested accrued benefit. The loans are issued by the Plan and secured by the balance in the participant's account. Loans require repayment within five years through equal installments in the form of payroll deductions. Interest rates are established at loan inception based on the prime rate of interest as published in The Wall Street Journal plus 1%, commensurate with local prevailing rates ranging from 4.25% to 8.25%, with various maturities through December 2017. In the event a participant terminates employment with the Clinic, any unpaid loan balance may be repaid within 60 days or will be applied against the participant's vested account balance in accordance with the loan policy.

Payment of benefits - Participants may request a lump-sum payment of their vested profit sharing and 401(k) accounts due to separation of service, death, or disability. Participants entitled to distributions due to death or disability or those who have attained age 55 may request partial distributions from their vested profit sharing account. In-service distributions are available from profit sharing and 401(k) accounts after attainment of age 55 and 59 1/2, respectively. Distributions are processed quarterly.

Note 2 - Summary of Significant Accounting Policies

Basis of accounting - The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America, using the accrual method of accounting.

Use of estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions that may affect certain amounts and disclosures. Accordingly, actual results could differ from those estimates.

Recent accounting pronouncements - In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-04, *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. ASU No. 2011-04 requires disclosure of valuation techniques for Level 2 and Level 3 measurements, and for Level 3 measurements requires disclosure of valuation processes used by the reporting entity and quantitative information about significant unobservable inputs. ASU No. 2011-04 removes the requirement for nonpublic companies to disclose information about transfers between Level 1 and Level 2 of the fair value hierarchy. The Plan adopted the new disclosure requirements effective January 1, 2012.

Investment valuation - Investments are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the "exit price") in an orderly transaction between market participants at the measurement date (Note 4).

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

**THE EVERETT CLINIC PROFIT SHARING AND 401(k)
EMPLOYEE SAVINGS PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS**

Note 2 - Summary of Significant Accounting Policies (continued)

As of December 31, 2012 and 2011, the contract value approximated fair market value; therefore, there is no adjustment to contract value shown on the statements of net assets available for benefits.

Notes receivable from participants - Notes receivable from participants are measured at amortized cost, which represents unpaid principal balance plus accrued but unpaid interest. Delinquent notes receivable from participants are recorded as distributions based on the terms of the Plan document.

Income recognition - Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis. The net appreciation in fair value of investments consists of both the realized gains or losses and unrealized appreciation and depreciation of those investments.

Payment of benefits - Benefits are recorded when paid.

Expenses - Administrative expenses related to operating and maintaining the Plan can be paid by the Plan or Clinic. Certain administrative, investment, and transaction fees are paid by the Plan.

Subsequent events - Subsequent events are events or transactions that occur after the statement of net assets available for benefits date but before financial statements are available to be issued. The Plan recognizes in the financial statements the effects of all subsequent events that provide additional evidence about conditions that existed at the date of the statement of net assets available for benefits, including the estimates inherent in the process of preparing the financial statements. The Plan's financial statements do not recognize subsequent events that provide evidence about conditions that did not exist at the date of the statement of net assets available for benefits but arose after the statement of net assets available for benefits date and before the financial statements are available to be issued.

The Plan has evaluated subsequent events through October 7, 2013, which is the date the financial statements are available to be issued.

Note 3 - Investments

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

	<u>2012</u>	<u>2011</u>
Artisan Value Fund Institutional	\$ 17,784,210	\$ -
Legg Mason BW Global Opps Bond I	18,826,097	-
Vanguard Institutional Index Fund	17,801,939	17,109,488
Vanguard Total Bond Market Index Instl	-	16,591,967

THE EVERETT CLINIC PROFIT SHARING AND 401(k) EMPLOYEE SAVINGS PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

Note 3 - Investments (continued)

During 2012, the investments (including investments bought, sold, and held during the year) appreciated in value by \$25,209,255 as follows:

Investments at fair value as determined by quoted market price	
Mutual funds	\$ 16,760,636
Other	<u>3,277,530</u>
Net change in fair value	20,038,166
Investments at estimated fair value	
Real property	900,000
Limited partnerships	1,251,951
Hedge funds	<u>3,019,138</u>
Net change in fair value	<u><u>\$ 25,209,255</u></u>

Note 4 - Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Basis of fair value measurement

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

Level 2 - Inputs to the valuation methodology include: quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

**THE EVERETT CLINIC PROFIT SHARING AND 401(k)
EMPLOYEE SAVINGS PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS**

Note 4 - Fair Value Measurements (continued)

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

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

Shares of mutual funds are valued using the net asset value (NAV) provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is a quoted price in an active market and is classified within Level 1 of the valuation hierarchy.

Common and preferred stocks are valued at the closing price reported on the major market on which the individual securities are traded. Common and preferred stocks are generally classified within Level 1 of the valuation hierarchy.

The money market fund is a public investment vehicle valued using \$1 for the NAV. The money market fund is classified within Level 1 of the valuation hierarchy.

Limited partnership interests are valued at the Plan's percentage interest in the partnership using estimated fair value as provided by the general partner based on quoted market values when available, cost of securities, prices of recent third-party transactions, subsequent developments concerning the companies to which the securities relate, and financial data and projections provided to the general partner. The Plan's investments in hedge funds are typically valued using the net asset valuations provided by the underlying hedge fund and/or their administrators. The Plan considers subscription and redemption rights, including any restrictions on the disposition of the interest in its determination of fair value. If the Plan has the ability to redeem its investment with the investee at net asset value at the measurement date, the investment is categorized as Level 2 in the fair value hierarchy. If the Plan will never have the ability to redeem its investment with the investee at net asset value, the investment is categorized as Level 3 in the fair value hierarchy. If the investment cannot be redeemed with the investee at net asset value at the measurement date, but may be redeemable with the investee at a future date, the Plan considers the length of time until the investment becomes redeemable in determining whether the fair value measurement of the investment is classified in either Level 2 or Level 3 of the fair value hierarchy. The custodian determined the value of these assets using the best available information, which includes audited financial statements and transaction activity occurring through the year.

The Plan has established a valuation process for investments in limited partnerships and hedge funds. This process includes a written investment policy and procedures to ensure the investments are valued in a consistent and fair manner. The Plan receives statements from each investment on a monthly basis and accounts for the shares. The Plan Committee is responsible to review and approve the valuation of the investments on a quarterly basis.

Real property is valued at appraised value and certified under The Charles Schwab Trust Company (Charles Schwab), the custodian.

**THE EVERETT CLINIC PROFIT SHARING AND 401(k)
EMPLOYEE SAVINGS PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS**

Note 4 - Fair Value Measurements (continued)

Morley Stable Value Fund is a collective investment trust designed for retirement trusts exempt from federal income tax under section 501(a) of the Internal Revenue Code of 1986, as amended, and governmental deferred compensation plans. The objective of the fund is to provide preservation of capital, relatively stable returns consistent with its comparatively low-risk profile, and liquidity for benefit-responsive payments. The fund seeks to achieve this objective by investing primarily in a variety of high-quality stable value investment contracts (the performance of which may be predicated on underlying fixed income securities), as well as cash and cash equivalents. It is intended that the fund's stable value investment contracts will maintain a minimum weighted-average credit quality rating of A or better. The underlying fixed income securities must be rated investment grade and meet issuer diversification guidelines. The duration of the fund will not exceed four years. The fund is typically appropriate for investors who desire low volatility, stable principal value, and returns commensurate with a capital preservation objective for a component of their retirement savings. The fund is designed for long-term retirement investing. The fair value of conventional investment contracts is determined using a discounted cash flow methodology where the individual contract cash flows are discounted at the prevailing interpolated yield curve rate as of year-end.

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

The following tables disclose, by level, the fair value hierarchy of the Plan's assets at fair value as of December 31, 2012 and 2011:

Assets at Fair Value as of December 31, 2012				
	Level 1	Level 2	Level 3	Total
Mutual funds				
Index funds	\$ 49,953,952	\$ -	\$ -	\$ 49,953,952
Growth funds	97,124,673	-	-	97,124,673
Fixed income funds	39,731,595	-	-	39,731,595
Other funds	12,539,854	-	-	12,539,854
Total mutual funds	199,350,074	-	-	199,350,074
Collective trust	-	13,105,108	-	13,105,108
Stocks	14,592,579	-	-	14,592,579
Limited partnerships	-	2,096,021	22,350,680	24,446,701
Hedge funds	-	41,827,753	26,098,556	67,926,309
Real property	-	-	16,500,000	16,500,000
Money market funds	3,662,637	-	-	3,662,637
	<u>\$ 217,605,290</u>	<u>\$ 57,028,882</u>	<u>\$ 64,949,236</u>	<u>\$ 339,583,408</u>

**THE EVERETT CLINIC PROFIT SHARING AND 401(k)
EMPLOYEE SAVINGS PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS**

Note 4 - Fair Value Measurements (continued)

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual funds				
Index funds	\$ 50,998,885	\$ -	\$ -	\$ 50,998,885
Growth funds	63,431,692	-	-	63,431,692
Fixed income funds	23,618,724	-	-	23,618,724
Other funds	24,043,379	-	-	24,043,379
Total mutual funds	162,092,680	-	-	162,092,680
Collective trust	-	14,788,669	-	14,788,669
Stocks	17,201,470	-	-	17,201,470
Limited partnerships	-	-	19,984,549	19,984,549
Hedge funds	-	44,002,667	27,556,871	71,559,538
Real property	-	-	15,600,000	15,600,000
Money market funds	2,774,137	-	-	2,774,137
	<u>\$ 182,068,287</u>	<u>\$ 58,791,336</u>	<u>\$ 63,141,420</u>	<u>\$ 304,001,043</u>

The December 31, 2011, fair value hierarchy has been recast to disclose investments previously reported as Level 3 as Level 2 investments based on the Plan's ability to redeem these investments at net asset value quarterly with notifications between 30 and 90 days.

The following table discloses the summary of changes in the fair value of the Plan's Level 3 investment assets:

	Limited Partnerships	Hedge Funds	Real Property	Total
Balance, beginning of year	\$ 19,984,549	\$ 27,556,871	\$ 15,600,000	\$ 63,141,420
Realized gains	117,583	367,846	-	485,429
Unrealized gains (losses)	1,038,347	(591,808)	900,000	1,346,539
Purchases	2,510,200	1,000,000	-	3,510,200
Sales	(1,300,000)	(6,277,366)	-	(7,577,366)
Transfers in to level 3		4,043,014	-	4,043,014
Balance, end of year	<u>\$ 22,350,679</u>	<u>\$ 26,098,557</u>	<u>\$ 16,500,000</u>	<u>\$ 64,949,236</u>

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net appreciation in fair value of investments in the statement of changes in net assets available for benefits.

**THE EVERETT CLINIC PROFIT SHARING AND 401(k)
EMPLOYEE SAVINGS PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS**

Note 4 - Fair Value Measurements (continued)

Quantitative information about significant unobservable inputs used in Level 3 fair value measurements:

Name	Fair Value	Valuation Technique	Unobservable Inputs	Range of Input Values (Weighted Average)
Real Estate	\$ 16,500,000	Market Comparable	Adjustment to appraisal value	0%

The following tables show the fair value, unfunded commitments, and redemption restrictions for investments reported at the net asset value at December 31, 2012:

	Fair Value at December 31, 2012	Unfunded Commitments	Redemption Frequency	Redemption Notice Period	Strategies and Other Restrictions
Certified					
Berens Global Value Fund LP	\$ 10,867,373	None	Annually	90 days	(4)
Caduceus Capital LTD	5,998,746	None	Monthly	30 days	(11)
Common Sense Long-Biased BPI LTD	2,754,858	None	Quarterly	100 days	(6)
Common Sense Partners BPI LTD	9,341,833	None	Quarterly	100 days	(12)
Common Sense Special Opportunity BPI LTD	3,143,678	None	Annually	100 days	(13)
Oak Hill Credit Alpha (Offshore) LTD	4,304,020	None	Quarterly	60 days	(7)
Rimrock Low Volatility Fund Cayman Fund LTD	6,667,681	None	Quarterly	45 days	(10)
Stratos Non-Directional Fund LTD	72,935	None	Quarterly	75 days	(14)
	Fair Value at December 31, 2012	Unfunded Commitments	Redemption Frequency	Redemption Notice Period	Strategies and Other Restrictions
Uncertified					
AWJ Offshore Fund LTD	\$ 4,043,014	None	In Liquidation	N/A	(2)
AWJ Global Sustainable Offshore Fund LTD	6,980,552	None	Quarterly	60 days	(1)
Beach Point Distressed Offshore LTD	2,803,941	None	Quarterly	60 days	(3)
Berens Global Value Fund LP	4,846,316	None	Annually	90 days	(4)
Castine Partners II LP	5,097,164	None	Semi-Annually	45 days	(5)
Common Sense Long-Biased BPI LTD	2,283,456	None	Quarterly	100 days	(6)
Common Sense Special Opportunity BPI LTD	533,673	None	Annually	100 days	(13)
Graham Global Investment Fund II LTD	4,636,550	None	Quarterly	30 days	(9)
Oak Hill Credit Alpha (Offshore) LTD	1,804,400	None	Quarterly	60 days	(7)
OHA European Strategic Fund (Offshore) LP	1,539,827	\$ 4,500,000	3-Year Investment	N/A	(15)
Palo Alto Healthcare Offshore II LTD	3,998,044	None	Semi-Annually	30 days	(8)
Rimrock Low Volatility (QP) Fund Cayman Fund LTD	8,558,927	None	Quarterly	45 days	(10)
TRF Feeder Fund (Cayman) LP	2,096,022	None	Quarterly	45 days	(16)

**THE EVERETT CLINIC PROFIT SHARING AND 401(k)
EMPLOYEE SAVINGS PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS**

Note 4 - Fair Value Measurements (continued)

Investment strategies

- (1) The Fund is registered with the Cayman Islands Monetary Authority and implements a strategy by causing all or substantially all of its assets to be invested in AWJ Global Sustainable Fund LTD (the Master Fund). The Master Fund is a “fund of funds” whose investment objective is to generate superior, risk-adjusted returns over time. To achieve this objective, the Master Fund intends to allocate its assets to investment vehicles that primarily invest in long- and short-term publicly traded equity securities of companies that they believe will be positively or negatively affected by “sustainable themes.”
- (2) The Fund implements a strategy by causing all or substantially all of its assets to be invested in shares of AWJ Master Fund LTD (the Master Fund), a Cayman Island exempted company. The Master Fund is a “fund of funds” whose investment objective is to generate superior, risk-adjusted returns over time. To achieve this objective, the Master Fund intends to allocate its assets to investment vehicles that primarily employ fundamental, long/short equity based strategies.
- (3) The Fund’s investment objective, through an investment in the Master Fund, is to achieve a high annual rate of return by a combination of current income and capital gains through a diversified portfolio of special opportunity stressed and distressed corporate bonds, convertible bonds, preferred stocks, common stocks, bank debts, and other financial instruments.
- (4) This Partnership is a Delaware limited partnership organized for the primary objective of achieving capital appreciation (net of fees) while attempting to reduce risk and volatility. By allocating its assets primarily among a selected group of Portfolio Funds, managed by portfolio managers, who invest in a variety of financial markets.
- (5) This Partnership is a Delaware limited partnership organized for the primary purpose of investing and trading in securities of financial institutions. The partnership invests a portion of its assets in securities on non-U.S. issuers and in other financial instruments denominated in various currencies. In addition, in order to hedge foreign currency exchange rate risks that may arise from the purchase of such securities or other reasons incidental to the Partnership’s business, the Partnership may invest in foreign currencies and foreign currency related products.
- (6) Common Sense Long-Biased BPI, LTD is an exempted company incorporated in the Cayman Islands (the Fund). The Fund is registered as a mutual fund under the Cayman Islands Mutual Funds Law. The Fund was organized for the purpose of investing through a “master feeder” structure into Common Sense Long-Biased, LP (CSL), a Delaware limited partnership, and Common Sense Long-Biased II, LP (CSL II), a Delaware limited partnership (collectively, the Partnerships). Each Partnership is a fund of hedge funds. The objective of the Partnerships is to generate superior, long-term return with less risk than United States (U.S.) equity markets.
- (7) This Cayman Island based Fund seeks to achieve superior, risk-adjusted total returns for its investors by investing primarily in the non-investment-grade corporate debt markets.

**THE EVERETT CLINIC PROFIT SHARING AND 401(k)
EMPLOYEE SAVINGS PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS**

Note 4 - Fair Value Measurements (continued)

- (8) This Fund operates as a feeder fund in a master trust feeder structure and invests substantially all of its assets in Palo Alto Healthcare Master Fund II, LP, a Cayman Island exempted limited partnership. It was designed to permit the pooling of assets with other investors with similar investment objectives in an effort to achieve economies of scale and efficiencies in portfolio management. It was formed for the purpose of investing in securities, as broadly defined, but is not a complete investment program and is intended only for sophisticated investors who are able to bear the economic risk of the loss of their investment and who have limited need for liquidity.
- (9) The Fund is incorporated under the laws of the British Virgin Islands as an open-end limited liability investment company. The investment objective of the fund is to achieve long-term capital appreciation through professionally managed trading in various financial markets using derivative contracts and other financial instruments.
- (10) This investment company was formed as an offshore feeder fund for offshore investments in the master trust feeder structure and invests substantially all of its assets in Rimrock Low Volatility (QP) (Master) Fund LTD. This Master Fund is considered a multi-strategy fixed income fund that seeks to generate returns through the exploitation of structural and technical inefficiencies in the market, especially in the short term of the yield curve, and, through careful security selection, modest leverage, active hedging, and select opportunities for capital appreciation.
- (11) This open-ended investment company formed under the laws of the British Virgin Islands invests substantially all of its assets through a master feeder structure in the Caduceus Capital Master Fund Limited (Master Trust). The Master Trust trades and invests in all aspects of the health science industry.
- (12) Common Sense Partners BPI, LTD is an exempted company registered as a mutual fund under the Cayman Islands Mutual Funds Law. The Fund was organized for the purpose of investing through a “master feeder” structure into Common Sense Partners, LP, and Common Sense Partners II, LP Each Partnership is a fund of hedge funds. The objective of the Partnerships is to generate a superior, long-term return with less risk than the United States.
- (13) Common Sense Special Opportunity BPI, LTD is an exempted company registered as a mutual fund under the Cayman Islands Mutual Funds Law organized for the purpose of investing through a “master feeder” structure into Common Sense Special Opportunity, LP, whose objective is to generate a superior, long-term return by investing in unique opportunities. The Partnership is a fund of hedge funds.
- (14) The Stratos Non-Directional Fund LTD is an absolute-return hedge fund.
- (15) The Fund is a Cayman Island exempted limited partnership for the purpose of investing in distressed, stressed, and undervalued loans, bonds, equities, and other investments, predominantly in Western Europe.

**THE EVERETT CLINIC PROFIT SHARING AND 401(k)
EMPLOYEE SAVINGS PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS**

Note 4 - Fair Value Measurements (continued)

- (16) This Fund is an exempted limited partnership under the laws of the Cayman Islands and has been organized as a private equity investment vehicle to take advantage of investment opportunities in water, wastewater, and water-related companies, as well as various water resource assets.

Note 5 - Nonparticipant-Directed Investments

Information about the net assets and the significant components of the changes in net assets relating to the nonparticipant-directed investments at December 31 is as follows:

	<u>2012</u>	<u>2011</u>
Net assets		
Mutual funds	\$ 59,235,649	\$ 47,520,099
Stocks and bonds	11,559,699	14,019,300
Limited partnerships	19,365,769	16,287,526
Hedge funds	53,808,699	58,321,448
Real property	13,070,687	12,714,093
Money market funds	2,901,405	2,260,938
	<u>\$ 159,941,908</u>	<u>\$ 151,123,404</u>

Components of changes in net assets during the year ended December 31, 2012, are as follows:

Net appreciation in fair value of assets	\$ 10,096,465
Interest	670
Dividends	2,204,001
Rent	1,104,894
Contributions	1,974,643
Net transfers	2,472,005
Investment and administrative expenses	(429,946)
Distributions to participants	<u>(8,604,228)</u>
	<u>\$ 8,818,504</u>

THE EVERETT CLINIC PROFIT SHARING AND 401(k) EMPLOYEE SAVINGS PLAN AND TRUST NOTES TO FINANCIAL STATEMENTS

Note 6 - Investments Certified by Plan Custodian

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, as permitted under such election, the following information was certified by Charles Schwab, the Plan custodian, as of December 31, 2012 and 2011, and for the year ended December 31, 2012, and was not subjected to any auditing procedures performed by the independent public accountants:

Total investments and notes receivable reported in the accompanying statements of net assets available for benefits of \$290,361,523 and \$4,503,744, respectively, as of December 31, 2012, and \$260,541,899 and \$4,204,347, respectively, as of December 31, 2011.

Investment income reported in the accompanying statement of changes in net assets available for benefits for the year ended December 31, 2012, as follows:

Net appreciation in fair value of investments	\$ 22,677,854
Interest income	849
Dividend income	5,629,022
Rent income	1,399,542
Interest income on notes receivable from participants	190,149
Other income	176,333

Investments totaling \$294,865,267 are reflected in the supplemental schedule as of December 31, 2012.

During 2012 and 2011, the Plan held alternative investments outside of The Charles Schwab Trust Company. These amounts were not certified by The Charles Schwab Trust Company.

Note 7- Tax Status

The Internal Revenue Service (IRS) issued its latest determination letter dated January 11, 2012, which stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes is included in the Plan's financial statements.

In accordance with guidance on accounting for uncertainty in income taxes, management has evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

**THE EVERETT CLINIC PROFIT SHARING AND 401(k)
EMPLOYEE SAVINGS PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS**

Note 8 - Related Party Transactions

The Plan leases a medical office complex located at 3901-3909 Hoyt Avenue in Everett, Washington (Property) to the Clinic under a prohibited transaction exemption granted by the Department of Labor (DOL), as published in the Federal Register. The lease agreement requires minimum monthly rental payments and the payment of all taxes, insurance, maintenance, and related expenses. The Everett Clinic extended the lease terms on June 14, 2010, for an additional five-year period, beginning July 1, 2011, and expiring July 30, 2016. The rental rate was \$115,331 per month January through June and \$117,926 per month July through December in 2012 and \$119,044 per month January through June and \$115,331 per month July through December in 2011. The lease contains provisions for consecutive five-year renewal options and requires that the minimum monthly rent upon the commencement of any option period be the market rent determined by a rent study of the Property performed by an independent qualified appraiser; however, the minimum monthly rent shall not be less than the initial minimum monthly rent at the beginning of the lease on July 1, 1996 (i.e., \$78,942). On the first and second anniversary of the option commencement date, the minimum monthly rent shall be increased by 2.25% over the minimum monthly rent from the previous year. At the mid-point of the five-year option period, the minimum monthly rent shall be adjusted to the greater of the minimum monthly rent at the time of the adjustment or the market rent determined by a rent study of the Property performed by an independent qualified appraiser. Then, on each subsequent anniversary of the minimum monthly rent adjustment date, the minimum monthly rent shall be increased by 2.25% over the rent from the previous year until the option period expires. The lease contains a purchase option whereby the Clinic may purchase the Property from the Plan at any time during the lease term or extension term. The purchase price upon exercise of the purchase option will be the greater of (a) the Plan's original acquisition cost (\$7.2 million) of the Property or (b) the fair market value of the Property at the date of sale as established by an independent appraiser.

Note 9 - Party-in-Interest Transactions

Plan investments include shares of registered investment company funds managed by The Charles Schwab Trust Company, which is the custodian of the Plan and an affiliate of Charles Schwab Bank; therefore, transactions with these entities qualify as exempt party-in-interest transactions. Fees paid by the Plan for custodial services were \$74,073 for the year ended December 31, 2012.

Note 10 - Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market volatility, 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 statements of net assets available for benefits.

**THE EVERETT CLINIC PROFIT SHARING AND 401(k)
EMPLOYEE SAVINGS PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS**

Note 11 - Plan Termination

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

SUPPLEMENTAL SCHEDULE REQUIRED BY THE DEPARTMENT OF LABOR

**THE EVERETT CLINIC PROFIT SHARING AND 401(k)
EMPLOYEE SAVINGS PLAN AND TRUST
E.I.N. 91-0214500, PLAN NUMBER 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012**

(a) *	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
	3D SYS CORP	Common Stock	\$ 36,974	\$ 50,362
	ALEXION PHARMA INC	Common Stock	149,960	156,077
	ALLERGAN INC	Common Stock	221,292	217,859
	AMAZON COM INC	Common Stock	203,973	536,862
	AMC NETWORKS INC CL A	Common Stock	39,357	36,878
	AMERICAN TOWER CORP REIT	Common Stock	155,542	252,673
	AMERICAN WOODMARK CORP	Common Stock	20,039	24,482
	ANALOGIC CORP	Common Stock	20,912	19,987
	APPLE INC	Common Stock	306,115	710,451
	ARCTIC CAT INC	Common Stock	46,127	38,532
	ARM HLDGS PLC ADR	Common Stock	200,661	314,746
	ARTISAN EMERGING MARKETS ADV	Registered Investment Company	2,838,634	2,845,180
	ARTISAN INTERNATIONAL VALUE INSTL	Registered Investment Company	9,348,793	9,746,290
	ARTISAN MID CAP VALUE FD INST	Registered Investment Company	4,555,292	4,383,447
	ARTISAN VALUE FUND INST	Registered Investment Company	17,829,353	17,784,210
	ATWOOD OCEANICS INC	Common Stock	60,324	59,023
	AWJ GLOBAL SUSTAINABLE OFFSHORE FUND LTD	Hedge Fund	7,500,000	6,980,552
	AWJ OFFSHORE FUND LTD	Hedge Fund	4,400,000	4,043,014
	B/E AEROSPACE INC	Common Stock	154,350	415,207
	BAIDU COM INC ADR	Common Stock	148,362	173,000
	BEACH POINT DISTRESSED OFFSHORE LTD	Hedge Fund	1,919,110	2,803,941
	BERENS GLOBAL VALUE FUND LP	Limited partnership interest	12,566,007	15,713,689
	BONANZA CREEK ENERGY	Common Stock	42,421	51,439
	BROOKDALE SENIOR LIVING	Common Stock	41,083	42,031
	BUFFALO WILD WINGS INC	Common Stock	39,013	39,250
	CABELAS INC	Common Stock	38,582	33,859
	CADENCE DESIGN SYSTEM	Common Stock	39,951	49,136
	CADUCEUS CAPITAL LTD CLASS A1/02	Hedge Fund	2,958,068	5,998,746
	CAMBIAR SMALL CAP FD INV	Registered Investment Company	2,967,590	3,054,026
	CARDTRONICS INC	Common Stock	37,056	33,687
	CASTINE PARTNERS LP	Limited partnership interest	5,179,893	5,097,164
	CATERPILLAR INC	Common Stock	241,363	239,703
	CAVIUM INC	Common Stock	20,301	19,194
	CEPHEID INC	Common Stock	40,173	34,842
	CHAMPLAIN SMALL COMPANY FD ADV CL	Registered Investment Company	3,806,718	3,977,862
	CHICOS FAS INC	Common Stock	58,090	70,794
	CHIPOTLE MEXICAN GRILL	Common Stock	183,269	147,243
	CIENA CORP NEW	Common Stock	38,315	37,193
	COACH INC	Common Stock	251,874	367,754
	COHEN & STEERS INSTL GLOBAL REALTY	Registered Investment Company	2,148,668	2,422,656
	COMMON SENSE LONG-BIASED BPI, LTD	Hedge Fund	4,369,346	5,038,314
	COMMON SENSE PARTNERS BPI, LTD. CL-A	Hedge Fund	11,015,084	9,341,833
	COMMON SENSE SPECIAL OPPORTUNITY BPI	Hedge Fund	3,600,000	3,677,351
	CONNS INC	Common Stock	40,351	50,894
	CORNERSTONE ONDEMAND INC	Common Stock	16,887	18,102
	CUMMINS ENGINE INC	Common Stock	304,589	296,337
	CYBERONICS INC	Common Stock	40,293	56,943
	D S W INC	Common Stock	33,165	47,428
	DEALERTRACK TECHNOLOGIES INC	Common Stock	40,622	41,673

**THE EVERETT CLINIC PROFIT SHARING AND 401(k)
EMPLOYEE SAVINGS PLAN AND TRUST
E.I.N. 91-0214500, PLAN NUMBER 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (continued)
DECEMBER 31, 2012**

(a) *	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
	DEL FRISCOS RESTAURANT GROUP	Common Stock	38,482	44,463
	DELAWARE LTD TERM DIVERS	Registered Investment Company	3,999,314	3,968,855
	DELAWARE U.S. GROWTH FD INSTL CL	Registered Investment Company	6,342,671	6,354,295
	DEMANDWARE INC	Common Stock	19,761	18,304
	DEXCOM INC	Common Stock	39,184	42,442
	E2OPEN INC	Common Stock	38,403	34,041
	ECHO GLOBAL LOGISTIC	Common Stock	29,471	29,615
	ELOQUA INC	Common Stock	20,320	39,136
*	EVERETT CLINIC MAIN CAMPUS REAL PROP	Real Estate	7,222,391	16,500,000
	EXACT SCIENCES CORP	Common Stock	39,491	41,788
	EXAMWORKS GROUP INC	Common Stock	42,621	48,755
	EXLSERVICE HLDGS INC	Common Stock	39,811	38,266
	F5 NETWORKS INC	Common Stock	162,704	219,559
	FINANCIAL ENGINES INC	Common Stock	16,711	23,468
	FLEETMATICS GROUP PLC	Common Stock	42,912	48,785
	FORTINET INC	Common Stock	38,803	42,439
	FORTUNE BRANDS HOME & SEC IN	Common Stock	37,349	43,976
	FRESH MARKET INC	Common Stock	78,204	73,770
	GENESCO INC	Common Stock	39,582	35,585
	GNC HOLDINGS INC	Common Stock	28,460	34,644
	GRAHAM GLOBAL INVESTMENT FUND II LTD	Hedge Fund	4,500,000	4,636,550
	GRAND CANYON ED INC	Common Stock	38,146	45,485
	GRANDEUR PEAK INTL OPPTY INST	Registered Investment Company	5,379,899	5,713,638
	GROUP 1 AUTOMOTIVE INC	Common Stock	41,236	40,851
	GUESS INC	Common Stock	39,949	37,104
	HEALTHSTREAM INC	Common Stock	19,518	20,615
	HEXCEL CORP	Common Stock	40,077	43,163
	HOTCHKIS & WILEY HIG	Registered Investment Company	11,606,076	12,061,728
	HOTCHKIS & WILEY MID-CAP VALUE CL I	Registered Investment Company	3,282,239	4,465,750
	HUB GROUP INC CL A	Common Stock	42,466	38,338
	ICON PLC SPON ADR	Common Stock	39,879	52,272
	IMAX CORP	Common Stock	41,230	43,701
	INTUITIVE SURGICAL NEW	Common Stock	193,749	421,718
	IPG PHOTONICS CORP	Common Stock	14,301	16,396
	JAZZ PHARMACEUTICALS PLCF	Common Stock	42,275	39,192
	JO HAMBRO INTL SELECT FUND CL I	Registered Investment Company	11,628,846	12,423,892
	LAREDO PETE HLDGS IN	Common Stock	38,575	38,372
	LAS VEGAS SANDS CORP	Common Stock	212,430	198,719
	LA-Z-BOY INC	Common Stock	37,659	39,662
	LEGG MASON BW GLOBAL OPPS BD I	Registered Investment Company	18,166,259	18,826,097
	LIFELOCK INC	Common Stock	39,513	40,382
	LIFEPOINT HOSPITALS, INC.	Common Stock	38,595	38,128
	LIFETIME FITNESS	Common Stock	38,751	37,695
	LINKEDIN CORP	Common Stock	370,482	450,094
	LITHIA MTRS INC	Common Stock	40,459	43,183
	MADDEN STEVEN LTD	Common Stock	42,719	41,467
	MAIDENFORM BRANDS INC	Common Stock	41,897	37,109
	MANAGERS AMG TIME SQ M/C GWTH INSTL	Registered Investment Company	6,297,659	7,952,254
	MANHATTAN ASSOCS INC	Common Stock	38,765	39,643

**THE EVERETT CLINIC PROFIT SHARING AND 401(k)
EMPLOYEE SAVINGS PLAN AND TRUST
E.I.N. 91-0214500, PLAN NUMBER 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (continued)
DECEMBER 31, 2012**

(a) *	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
	MASTERCARD INC	Common Stock	315,270	744,289
	MAXIMUS INC	Common Stock	63,970	92,554
	MEDIADATA SOLUTIONS INC	Common Stock	40,689	58,535
	MEDNAX INC	Common Stock	39,787	41,430
	MELLANOX TECHNOLOGIES LTD	Common Stock	34,447	33,312
	MENS WEARHOUSE INC	Common Stock	32,094	28,511
	MERCADOLIBRE INC	Common Stock	155,417	177,523
	MICHAEL KORS HLDGS LTD	Common Stock	221,375	200,038
	MORLEY STABLE VALUE FD	Common Collective Trust	13,011,264	13,105,108
	NATIONAL-OILWELL INC	Common Stock	262,637	365,331
	NATURAL GROCERS BY V	Common Stock	40,206	34,477
	NETSCOUT SYSTEMS INC	Common Stock	37,986	40,622
	NU SKIN ENTERPRISES CL A	Common Stock	37,736	30,603
	OAK HILL CREDIT ALPHA FD CL A-SR1/04	Hedge Fund	4,659,225	6,108,420
	OASIS PETROLEUM INC	Common Stock	40,576	41,467
	OHA EUROPEAN STRATEGIC FUND (OFFSHORE) LP	Limited partnership interest	1,510,200	1,539,827
	OLD DOMINION FREIGHT LNS	Common Stock	39,451	49,089
	ON ASSIGNMENT INC	Common Stock	28,826	40,296
	OREXIGEN THERAPEUTICS	Common Stock	18,895	18,727
	OXFORD INDUSTRIES INC	Common Stock	38,892	41,956
	PALO ALTO HEATHCARE OFFSHORE II LTD	Hedge Fund	2,691,910	3,998,044
	PAREXEL INTL CORP	Common Stock	38,440	45,598
	PIMCO COMMODITY REAL RETURN INSTL	Registered Investment Company	9,621,165	8,348,779
	PORTFOLIO RECOVERY ASSOC	Common Stock	32,465	52,148
	PRECISION CASTPARTS CORP	Common Stock	204,335	371,263
	PRICELINE.COM INC NEW	Common Stock	145,950	424,967
	QLIK TECHNOLOGIES IN	Common Stock	38,768	39,031
	QUALCOMM INC	Common Stock	339,488	426,213
	R P C INC	Common Stock	38,770	38,691
	REALPAGE INC	Common Stock	35,970	37,553
	REDHAT INC	Common Stock	204,220	204,426
	REGENERON PHARMACEUTICALS INC	Common Stock	147,425	167,649
	RIMROCK LOW VOLATILTY (QP) FUND LTD	Hedge Fund	14,226,823	15,226,608
	ROADRUNNER TRANSPORT	Common Stock	37,348	41,559
	RYLAND GROUP	Common Stock	39,985	55,188
	SALESFORCE COM	Common Stock	229,454	409,324
	SCHLUMBERGER LTD	Common Stock	191,804	205,817
	SCIQUEST INC	Common Stock	39,511	40,919
	SCOUT CORE PLUS BD FD I	Registered Investment Company	4,490,403	4,641,841
	SIGNATURE BANK	Common Stock	28,585	39,808
	SIRONA DENTAL SYSTEM	Common Stock	41,476	48,667
	SODASTREAM INTL	Common Stock	43,755	59,345
	SPIRIT AEROSYSTEMS HLDGS	Common Stock	36,136	27,135
	SPIRIT AIRLINES	Common Stock	67,195	62,855
	SPLUNK INC	Common Stock	61,976	59,984
	SPS COMM INC	Common Stock	19,839	28,027
	STARBUCKS CORP	Common Stock	352,267	398,203
	STRATOS NON-DIRECTIONAL FD CL S SR 1	Hedge Fund	38,120	72,935
	TAYLOR CAPITAL GROUP INC	Common Stock	39,889	39,475

**THE EVERETT CLINIC PROFIT SHARING AND 401(k)
EMPLOYEE SAVINGS PLAN AND TRUST
E.I.N. 91-0214500, PLAN NUMBER 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (continued)
DECEMBER 31, 2012**

(a) *	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
	TEAM HEALTH HOLDINGS	Common Stock	38,978	41,084
	TIBCO SOFTWARE INC	Common Stock	38,449	39,960
	TRANSDIGM GROUP INC	Common Stock	153,118	227,039
	TRF FEEDER FUND (CAYMAN) LP	Hedge Fund	2,000,000	2,096,022
	TRUEBLUE INC	Common Stock	39,580	37,643
	ULTA SALON COSM & FRAG	Common Stock	188,271	262,846
	UNDER ARMOUR INC CL A	Common Stock	183,120	219,113
	UNITED NATURAL FOODS INC	Common Stock	35,017	44,212
	UNITED RENTALS INC	Common Stock	38,475	45,338
	VANGUARD INFLATION PROT. SEC ADM	Registered Investment Company	1,643,782	1,768,419
	VANGUARD INSTITUTIONAL INDEX FUND	Registered Investment Company	15,215,567	17,801,939
	VANGUARD MID CAP INDEX SIGNAL	Registered Investment Company	3,022,670	3,551,915
	VANGUARD SHORT-TERM INVST GRADE ADM	Registered Investment Company	231,906	233,074
	VANGUARD SMALL-CAP INDEX INSTL	Registered Investment Company	9,459,969	11,772,702
	VANGUARD TOTAL BD MKT INDEX INSTL SH	Registered Investment Company	11,505,946	12,054,208
	VANGUARD TOTAL INTL STK INDEX SIGNAL	Registered Investment Company	4,876,428	4,773,188
	VERA BRADLEY INC	Common Stock	19,358	20,682
	VERIFONE HLDGS INC	Common Stock	39,684	37,278
	VIROPHARMA INC	Common Stock	38,242	33,639
	VISA INC CL A	Common Stock	205,791	414,571
	VITAMIN SHOPPE INC	Common Stock	40,529	54,205
	VMWARE INC CL A	Common Stock	251,371	279,596
	VULCAN VALUE PARTNERS SMALL CAP FD	Registered Investment Company	3,854,140	3,907,601
	WALTER INVSTMNT MGMT	Common Stock	41,693	43,450
	WCM FOCUSED INTERNATIONAL GROWTH INS	Registered Investment Company	5,084,150	5,237,988
	WHG INCOME OPPTY FD INSTL	Registered Investment Company	2,027,706	2,086,817
	WHG SMALLCAP VALUE INSTL	Registered Investment Company	3,913,654	4,163,599
	WHOLE FOODS MKT INC	Common Stock	259,185	298,093
	WILLIAM BLAIR INTL SMCAP GROWTH CL I	Registered Investment Company	2,408,836	2,775,150
	ZILLOW INC CL A	Common Stock	54,879	37,932
*	SCHWAB RETIREMENT ADVANTAGE MNY FD (SWAXX)		3,000,224	3,000,224
*	SCHWAB U S TREASURY MONEY FUND (SWIXX)		662,414	662,414
*	Participant loans	Interest rate: 4.25% - 8.25%	4,503,744	4,503,744
			<u>\$ 310,213,527</u>	<u>\$ 344,087,152</u>

* Party-in-interest as defined by ERISA

**THE EVERETT CLINIC PROFIT SHARING AND 401(k)
EMPLOYEE SAVINGS PLAN AND TRUST
E.I.N. 91-0214500, PLAN NUMBER 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012**

(a) *	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
	3D SYS CORP	Common Stock	\$ 36,974	\$ 50,362
	ALEXION PHARMA INC	Common Stock	149,960	156,077
	ALLERGAN INC	Common Stock	221,292	217,859
	AMAZON COM INC	Common Stock	203,973	536,862
	AMC NETWORKS INC CL A	Common Stock	39,357	36,878
	AMERICAN TOWER CORP REIT	Common Stock	155,542	252,673
	AMERICAN WOODMARK CORP	Common Stock	20,039	24,482
	ANALOGIC CORP	Common Stock	20,912	19,987
	APPLE INC	Common Stock	306,115	710,451
	ARCTIC CAT INC	Common Stock	46,127	38,532
	ARM HLDGS PLC ADR	Common Stock	200,661	314,746
	ARTISAN EMERGING MARKETS ADV	Registered Investment Company	2,838,634	2,845,180
	ARTISAN INTERNATIONAL VALUE INSTL	Registered Investment Company	9,348,793	9,746,290
	ARTISAN MID CAP VALUE FD INST	Registered Investment Company	4,555,292	4,383,447
	ARTISAN VALUE FUND INST	Registered Investment Company	17,829,353	17,784,210
	ATWOOD OCEANICS INC	Common Stock	60,324	59,023
	AWJ GLOBAL SUSTAINABLE OFFSHORE FUND LTD	Hedge Fund	7,500,000	6,980,552
	AWJ OFFSHORE FUND LTD	Hedge Fund	4,400,000	4,043,014
	B/E AEROSPACE INC	Common Stock	154,350	415,207
	BAIDU COM INC ADR	Common Stock	148,362	173,000
	BEACH POINT DISTRESSED OFFSHORE LTD	Hedge Fund	1,919,110	2,803,941
	BERENS GLOBAL VALUE FUND LP	Limited partnership interest	12,566,007	15,713,689
	BONANZA CREEK ENERGY	Common Stock	42,421	51,439
	BROOKDALE SENIOR LIVING	Common Stock	41,083	42,031
	BUFFALO WILD WINGS INC	Common Stock	39,013	39,250
	CABELAS INC	Common Stock	38,582	33,859
	CADENCE DESIGN SYSTEM	Common Stock	39,951	49,136
	CADUCEUS CAPITAL LTD CLASS A1/02	Hedge Fund	2,958,068	5,998,746
	CAMBIAR SMALL CAP FD INV	Registered Investment Company	2,967,590	3,054,026
	CARDTRONICS INC	Common Stock	37,056	33,687
	CASTINE PARTNERS LP	Limited partnership interest	5,179,893	5,097,164
	CATERPILLAR INC	Common Stock	241,363	239,703
	CAVIUM INC	Common Stock	20,301	19,194
	CEPHEID INC	Common Stock	40,173	34,842
	CHAMPLAIN SMALL COMPANY FD ADV CL	Registered Investment Company	3,806,718	3,977,862
	CHICOS FAS INC	Common Stock	58,090	70,794
	CHIPOTLE MEXICAN GRILL	Common Stock	183,269	147,243
	CIENA CORP NEW	Common Stock	38,315	37,193
	COACH INC	Common Stock	251,874	367,754
	COHEN & STEERS INSTL GLOBAL REALTY	Registered Investment Company	2,148,668	2,422,656
	COMMON SENSE LONG-BIASED BPI, LTD	Hedge Fund	4,369,346	5,038,314
	COMMON SENSE PARTNERS BPI, LTD. CL-A	Hedge Fund	11,015,084	9,341,833
	COMMON SENSE SPECIAL OPPORTUNITY BPI	Hedge Fund	3,600,000	3,677,351
	CONNS INC	Common Stock	40,351	50,894
	CORNERSTONE ONDEMAND INC	Common Stock	16,887	18,102
	CUMMINS ENGINE INC	Common Stock	304,589	296,337
	CYBERONICS INC	Common Stock	40,293	56,943
	D S W INC	Common Stock	33,165	47,428
	DEALERTRACK TECHNOLOGIES INC	Common Stock	40,622	41,673

**THE EVERETT CLINIC PROFIT SHARING AND 401(k)
EMPLOYEE SAVINGS PLAN AND TRUST
E.I.N. 91-0214500, PLAN NUMBER 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (continued)
DECEMBER 31, 2012**

(a) *	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
	DEL FRISCOS RESTAURANT GROUP	Common Stock	38,482	44,463
	DELAWARE LTD TERM DIVERS	Registered Investment Company	3,999,314	3,968,855
	DELAWARE U.S. GROWTH FD INSTL CL	Registered Investment Company	6,342,671	6,354,295
	DEMANDWARE INC	Common Stock	19,761	18,304
	DEXCOM INC	Common Stock	39,184	42,442
	E2OPEN INC	Common Stock	38,403	34,041
	ECHO GLOBAL LOGISTIC	Common Stock	29,471	29,615
	ELOQUA INC	Common Stock	20,320	39,136
*	EVERETT CLINIC MAIN CAMPUS REAL PROP	Real Estate	7,222,391	16,500,000
	EXACT SCIENCES CORP	Common Stock	39,491	41,788
	EXAMWORKS GROUP INC	Common Stock	42,621	48,755
	EXLSERVICE HLDGS INC	Common Stock	39,811	38,266
	F5 NETWORKS INC	Common Stock	162,704	219,559
	FINANCIAL ENGINES INC	Common Stock	16,711	23,468
	FLEETMATICS GROUP PLC	Common Stock	42,912	48,785
	FORTINET INC	Common Stock	38,803	42,439
	FORTUNE BRANDS HOME & SEC IN	Common Stock	37,349	43,976
	FRESH MARKET INC	Common Stock	78,204	73,770
	GENESCO INC	Common Stock	39,582	35,585
	GNC HOLDINGS INC	Common Stock	28,460	34,644
	GRAHAM GLOBAL INVESTMENT FUND II LTD	Hedge Fund	4,500,000	4,636,550
	GRAND CANYON ED INC	Common Stock	38,146	45,485
	GRANDEUR PEAK INTL OPPTY INST	Registered Investment Company	5,379,899	5,713,638
	GROUP 1 AUTOMOTIVE INC	Common Stock	41,236	40,851
	GUESS INC	Common Stock	39,949	37,104
	HEALTHSTREAM INC	Common Stock	19,518	20,615
	HEXCEL CORP	Common Stock	40,077	43,163
	HOTCHKIS & WILEY HIG	Registered Investment Company	11,606,076	12,061,728
	HOTCHKIS & WILEY MID-CAP VALUE CL I	Registered Investment Company	3,282,239	4,465,750
	HUB GROUP INC CL A	Common Stock	42,466	38,338
	ICON PLC SPON ADR	Common Stock	39,879	52,272
	IMAX CORP	Common Stock	41,230	43,701
	INTUITIVE SURGICAL NEW	Common Stock	193,749	421,718
	IPG PHOTONICS CORP	Common Stock	14,301	16,396
	JAZZ PHARMACEUTICALS PLCF	Common Stock	42,275	39,192
	JO HAMBRO INTL SELECT FUND CL I	Registered Investment Company	11,628,846	12,423,892
	LAREDO PETE HLDGS IN	Common Stock	38,575	38,372
	LAS VEGAS SANDS CORP	Common Stock	212,430	198,719
	LA-Z-BOY INC	Common Stock	37,659	39,662
	LEGG MASON BW GLOBAL OPPS BD I	Registered Investment Company	18,166,259	18,826,097
	LIFELOCK INC	Common Stock	39,513	40,382
	LIFEPOINT HOSPITALS, INC.	Common Stock	38,595	38,128
	LIFETIME FITNESS	Common Stock	38,751	37,695
	LINKEDIN CORP	Common Stock	370,482	450,094
	LITHIA MTRS INC	Common Stock	40,459	43,183
	MADDEN STEVEN LTD	Common Stock	42,719	41,467
	MAIDENFORM BRANDS INC	Common Stock	41,897	37,109
	MANAGERS AMG TIME SQ M/C GWTH INSTL	Registered Investment Company	6,297,659	7,952,254
	MANHATTAN ASSOCS INC	Common Stock	38,765	39,643

**THE EVERETT CLINIC PROFIT SHARING AND 401(k)
EMPLOYEE SAVINGS PLAN AND TRUST
E.I.N. 91-0214500, PLAN NUMBER 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (continued)
DECEMBER 31, 2012**

(a) *	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
	MASTERCARD INC	Common Stock	315,270	744,289
	MAXIMUS INC	Common Stock	63,970	92,554
	MEDIADATA SOLUTIONS INC	Common Stock	40,689	58,535
	MEDNAX INC	Common Stock	39,787	41,430
	MELLANOX TECHNOLOGIES LTD	Common Stock	34,447	33,312
	MENS WEARHOUSE INC	Common Stock	32,094	28,511
	MERCADOLIBRE INC	Common Stock	155,417	177,523
	MICHAEL KORS HLDGS LTD	Common Stock	221,375	200,038
	MORLEY STABLE VALUE FD	Common Collective Trust	13,011,264	13,105,108
	NATIONAL-OILWELL INC	Common Stock	262,637	365,331
	NATURAL GROCERS BY V	Common Stock	40,206	34,477
	NETSCOUT SYSTEMS INC	Common Stock	37,986	40,622
	NU SKIN ENTERPRISES CL A	Common Stock	37,736	30,603
	OAK HILL CREDIT ALPHA FD CL A-SR1/04	Hedge Fund	4,659,225	6,108,420
	OASIS PETROLEUM INC	Common Stock	40,576	41,467
	OHA EUROPEAN STRATEGIC FUND (OFFSHORE) LP	Limited partnership interest	1,510,200	1,539,827
	OLD DOMINION FREIGHT LNS	Common Stock	39,451	49,089
	ON ASSIGNMENT INC	Common Stock	28,826	40,296
	OREXIGEN THERAPEUTICS	Common Stock	18,895	18,727
	OXFORD INDUSTRIES INC	Common Stock	38,892	41,956
	PALO ALTO HEATHCARE OFFSHORE II LTD	Hedge Fund	2,691,910	3,998,044
	PAREXEL INTL CORP	Common Stock	38,440	45,598
	PIMCO COMMODITY REAL RETURN INSTL	Registered Investment Company	9,621,165	8,348,779
	PORTFOLIO RECOVERY ASSOC	Common Stock	32,465	52,148
	PRECISION CASTPARTS CORP	Common Stock	204,335	371,263
	PRICELINE.COM INC NEW	Common Stock	145,950	424,967
	QLIK TECHNOLOGIES IN	Common Stock	38,768	39,031
	QUALCOMM INC	Common Stock	339,488	426,213
	R P C INC	Common Stock	38,770	38,691
	REALPAGE INC	Common Stock	35,970	37,553
	REDHAT INC	Common Stock	204,220	204,426
	REGENERON PHARMACEUTICALS INC	Common Stock	147,425	167,649
	RIMROCK LOW VOLATILTY (QP) FUND LTD	Hedge Fund	14,226,823	15,226,608
	ROADRUNNER TRANSPORT	Common Stock	37,348	41,559
	RYLAND GROUP	Common Stock	39,985	55,188
	SALESFORCE COM	Common Stock	229,454	409,324
	SCHLUMBERGER LTD	Common Stock	191,804	205,817
	SCIQUEST INC	Common Stock	39,511	40,919
	SCOUT CORE PLUS BD FD I	Registered Investment Company	4,490,403	4,641,841
	SIGNATURE BANK	Common Stock	28,585	39,808
	SIRONA DENTAL SYSTEM	Common Stock	41,476	48,667
	SODASTREAM INTL	Common Stock	43,755	59,345
	SPIRIT AEROSYSTEMS HLDGS	Common Stock	36,136	27,135
	SPIRIT AIRLINES	Common Stock	67,195	62,855
	SPLUNK INC	Common Stock	61,976	59,984
	SPS COMM INC	Common Stock	19,839	28,027
	STARBUCKS CORP	Common Stock	352,267	398,203
	STRATOS NON-DIRECTIONAL FD CL S SR 1	Hedge Fund	38,120	72,935
	TAYLOR CAPITAL GROUP INC	Common Stock	39,889	39,475

**THE EVERETT CLINIC PROFIT SHARING AND 401(k)
EMPLOYEE SAVINGS PLAN AND TRUST
E.I.N. 91-0214500, PLAN NUMBER 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (continued)
DECEMBER 31, 2012**

(a) *	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
	TEAM HEALTH HOLDINGS	Common Stock	38,978	41,084
	TIBCO SOFTWARE INC	Common Stock	38,449	39,960
	TRANSDIGM GROUP INC	Common Stock	153,118	227,039
	TRF FEEDER FUND (CAYMAN) LP	Hedge Fund	2,000,000	2,096,022
	TRUEBLUE INC	Common Stock	39,580	37,643
	ULTA SALON COSM & FRAG	Common Stock	188,271	262,846
	UNDER ARMOUR INC CL A	Common Stock	183,120	219,113
	UNITED NATURAL FOODS INC	Common Stock	35,017	44,212
	UNITED RENTALS INC	Common Stock	38,475	45,338
	VANGUARD INFLATION PROT. SEC ADM	Registered Investment Company	1,643,782	1,768,419
	VANGUARD INSTITUTIONAL INDEX FUND	Registered Investment Company	15,215,567	17,801,939
	VANGUARD MID CAP INDEX SIGNAL	Registered Investment Company	3,022,670	3,551,915
	VANGUARD SHORT-TERM INVST GRADE ADM	Registered Investment Company	231,906	233,074
	VANGUARD SMALL-CAP INDEX INSTL	Registered Investment Company	9,459,969	11,772,702
	VANGUARD TOTAL BD MKT INDEX INSTL SH	Registered Investment Company	11,505,946	12,054,208
	VANGUARD TOTAL INTL STK INDEX SIGNAL	Registered Investment Company	4,876,428	4,773,188
	VERA BRADLEY INC	Common Stock	19,358	20,682
	VERIFONE HLDGS INC	Common Stock	39,684	37,278
	VIROPHARMA INC	Common Stock	38,242	33,639
	VISA INC CL A	Common Stock	205,791	414,571
	VITAMIN SHOPPE INC	Common Stock	40,529	54,205
	VMWARE INC CL A	Common Stock	251,371	279,596
	VULCAN VALUE PARTNERS SMALL CAP FD	Registered Investment Company	3,854,140	3,907,601
	WALTER INVSTMNT MGMT	Common Stock	41,693	43,450
	WCM FOCUSED INTERNATIONAL GROWTH INS	Registered Investment Company	5,084,150	5,237,988
	WHG INCOME OPPTY FD INSTL	Registered Investment Company	2,027,706	2,086,817
	WHG SMALLCAP VALUE INSTL	Registered Investment Company	3,913,654	4,163,599
	WHOLE FOODS MKT INC	Common Stock	259,185	298,093
	WILLIAM BLAIR INTL SMCAP GROWTH CL I	Registered Investment Company	2,408,836	2,775,150
	ZILLOW INC CL A	Common Stock	54,879	37,932
*	SCHWAB RETIREMENT ADVANTAGE MNY FD (SWAXX)		3,000,224	3,000,224
*	SCHWAB U S TREASURY MONEY FUND (SWIXX)		662,414	662,414
*	Participant loans	Interest rate: 4.25% - 8.25%	4,503,744	4,503,744
			<u>\$ 310,213,527</u>	<u>\$ 344,087,152</u>

* Party-in-interest as defined by ERISA