

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>PROHEALTH PHYSICIANS, INC. 401(K) PLAN II</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1996</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>01/01/1996</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>01/01/1996</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>PROHEALTH PHYSICIANS, INC.</u> <u>4 FARM SPRINGS ROAD</u> <u>FARMINGTON, CT 06032</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>06-1446075</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>860-284-5200</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>621111</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>06-1446075</u>	2c Sponsor's telephone number <u>860-284-5200</u>	2d Business code (see instructions) <u>621111</u>	
2b Employer Identification Number (EIN) <u>06-1446075</u>					
2c Sponsor's telephone number <u>860-284-5200</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	Filed with authorized/valid electronic signature. Signature of plan administrator	10/10/2013 Date	BRUCE ELLIOTT Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 617
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	580
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	67
d Subtotal. Add lines 6a , 6b , and 6c	6d	647
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	647
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	604
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	22
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2A 2E 2F 2G 2J 2R 2T 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) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	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 PROHEALTH PHYSICIANS, INC. 401(K) PLAN II	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 PROHEALTH PHYSICIANS, INC.	D Employer Identification Number (EIN) 06-1446075	

Part I	Service Provider Information (see instructions)
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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 & CO. INC. AND AFFIL
94-1737782

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

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

Schwab Retirement Plan Services Inc

34-1479833

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 50 64	NONE	13040	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

Fiduciary Investment Advisors

20-4751585

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50	NONE	12500	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

Charles Schwab & Co., Inc.

94-1737782

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
33 50 59 62 71	NONE	1400	Yes ☒ No ☐	Yes ☒ No ☐	23	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 BANK

42-1558009

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
50 49 59 25 62 52	NONE	30	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
CHARLES SCHWAB & CO. INC. AND AFFIL	59	0

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

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>PROHEALTH PHYSICIANS, INC. 401(K) PLAN II</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>PROHEALTH PHYSICIANS, INC.</u>	D Employer Identification Number (EIN) <u>06-1446075</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SCHWAB STABLE VALUE INSTL</u>		
b Name of sponsor of entity listed in (a): <u>CHARLES SCHWAB BANK</u>		
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: <u>SCHWAB MANAGED RET INCOME II</u>		
b Name of sponsor of entity listed in (a): <u>CHARLES SCHWAB BANK</u>		
c EIN-PN <u>81-0625169-005</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>124879</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SCHWAB MANAGED RET 2010 CL II</u>		
b Name of sponsor of entity listed in (a): <u>CHARLES SCHWAB BANK</u>		
c EIN-PN <u>81-0625169-001</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>1110202</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SCHWAB MANAGED RET 2020 CL II</u>		
b Name of sponsor of entity listed in (a): <u>CHARLES SCHWAB BANK</u>		
c EIN-PN <u>81-0625169-002</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>2793299</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SCHWAB MANAGED RET 2030 CL II</u>		
b Name of sponsor of entity listed in (a): <u>CHARLES SCHWAB BANK</u>		
c EIN-PN <u>81-0625169-003</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>1275784</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SCHWAB MANAGED RET 2040 CL II</u>		
b Name of sponsor of entity listed in (a): <u>CHARLES SCHWAB BANK</u>		
c EIN-PN <u>81-0625169-004</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>892073</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SCHWAB MANAGED RET 2050 CL II</u>		
b Name of sponsor of entity listed in (a): <u>CHARLES SCHWAB BANK</u>		
c EIN-PN <u>81-0625169-010</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>352169</u>

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

b Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON

c EIN-PN 11-3152987-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5334673
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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)
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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)
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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)
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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)
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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)
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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)
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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)
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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)
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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
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

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

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan PROHEALTH PHYSICIANS, INC. 401(K) PLAN II	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 PROHEALTH PHYSICIANS, INC.	D Employer Identification Number (EIN) 06-1446075	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		83421
(2) Participant contributions	1b(2)		48324
(3) Other.....	1b(3)	11000	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	401855	429806
(9) Value of interest in common/collective trusts.....	1c(9)	10072729	11883079
(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)	18703936	21169544
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	1082241	1143778

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	30271761	34757952

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	30271761	34757952
---	-----------	----------	----------

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)	1681354	
(B) Participants	2a(1)(B)	2000161	
(C) Others (including rollovers)	2a(1)(C)	46815	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		3728330

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	17290	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		17290

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	343290	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		343290

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

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

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

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		754217
(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)		2204968
c Other income.....	2c		-45197
d Total income. Add all income amounts in column (b) and enter total.....	2d		7002898

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2489391	
(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)		2489391
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)	1776	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	12500	
(4) Other	2i(4)	13040	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		27316
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2516707

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		4486191
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: **MARCUM LLP**

(2) EIN: **11-1986323**

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		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>PROHEALTH PHYSICIANS, INC. 401(K) PLAN II</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PROHEALTH PHYSICIANS, INC.</u>	D Employer Identification Number (EIN) <u>06-1446075</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
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

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): _____

PROHEALTH PHYSICIANS, INC. 401(k) PLAN II

**FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE**

DECEMBER 31, 2012 AND 2011

PROHEALTH PHYSICIANS, INC. 401(k) PLAN II

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INDEPENDENT AUDITORS' REPORT

Plan Administrator and Participants
ProHealth Physicians, Inc. 401(k) Plan II

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the ProHealth Physicians, Inc. 401(k) Plan II, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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



Disclaimer of Opinion

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

Other Matter

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

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Marcum LLP

Hartford, CT
October 9, 2013

PROHEALTH PHYSICIANS, INC. 401(k) PLAN II

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 AND 2011

	2012	2011
Assets		
Investments - at Fair Value		
Mutual funds	\$ 21,169,544	\$ 18,703,936
Common collective trusts	11,883,079	10,037,752
Self-directed brokerage accounts	<u>1,143,778</u>	<u>1,082,241</u>
Total Investments	<u>34,196,401</u>	<u>29,823,929</u>
Receivables		
Notes receivable from participants	429,806	401,855
Employee contributions	48,324	--
Employer contributions	83,421	--
Other	<u>--</u>	<u>11,000</u>
Total Receivables	<u>561,551</u>	<u>412,855</u>
Net Assets Available for Benefits	<u><u>\$ 34,757,952</u></u>	<u><u>\$ 30,236,784</u></u>

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

PROHEALTH PHYSICIANS, INC. 401(k) PLAN II

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012	2011
Additions to Net Assets		
Investment Income (Loss)		
Net appreciation (depreciation) in fair value of investments	\$ 2,760,474	\$ (707,654)
Interest and dividends	531,797	360,487
Net Investment Income	3,292,271	(347,167)
Interest Income on Notes Receivable from Participants	17,290	13,389
Contributions		
Participant contributions	2,046,976	1,975,979
Employer contributions	1,681,354	1,516,948
Total Contributions	3,728,330	3,492,927
Total Additions	7,037,891	3,159,149
Deductions from Net Assets		
Benefits paid to participants	2,489,391	1,505,742
Administrative expenses	27,332	21,639
Total Deductions	2,516,723	1,527,381
Net Increase in Net Assets Available for Benefits	4,521,168	1,631,768
Net Assets Available for Benefits - Beginning	30,236,784	28,605,016
Net Assets Available for Benefits - Ending	\$ 34,757,952	\$ 30,236,784

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

PROHEALTH PHYSICIANS, INC. 401(k) PLAN II

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the ProHealth Physicians, Inc. 401k Plan II (the “Plan”) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

GENERAL

The Plan is a defined contribution plan covering approximately half of the employees of ProHealth Physicians, Inc. (the “Company”) and approximately half of the physicians of the ProHealth Physicians P.C. and its employees, age twenty-one or older and have at least one year and one thousand hours of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

CONTRIBUTIONS

During 2012 and 2011, participants could contribute any percentage of their pretax annual compensation, as defined, to the Plan and in accordance with the Internal Revenue Code (“IRC”), up to a maximum of \$17,000 and \$16,500, respectively for each year. Participants who were age 50 and older were allowed an additional \$5,500 contribution in both 2012 and 2011, pursuant to IRC Section 402(g). Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. The Company contributes a discretionary matching contribution equal to a uniform percentage of each such participant’s deferred compensation. Additional amounts may be contributed at the option of the Company’s Board of Directors.

INVESTMENT OPTIONS

All investment programs are fully participant directed. Participants may direct the investment of their elective deferrals into any of the Plan’s available investment options.

PARTICIPANT ACCOUNTS

Each participant’s account is credited with the participant’s contributions and allocations of (a) the Company’s contributions and (b) Plan earnings, and is charged with an allocation of administrative expenses that were not paid by the Company. Allocations are based on participant earnings or account balances, as defined. Forfeited balances of terminated participants’ non-vested accounts may be used to reduce future Company contributions or pay Plan expenses.

PROHEALTH PHYSICIANS, INC. 401(k) PLAN II

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

VESTING

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in contributions made by the Company is determined based on the participant's number of years of service. Participants who have two or more years of service are 100 percent vested.

NOTES RECEIVABLE FROM PARTICIPANTS

Participants may borrow from their accounts up to a maximum equal to the lesser of \$50,000 or 50 percent of the present value of their non-forfeitable accrued benefit. Loan terms range from 1 to 5 years or, for a reasonable period in excess of 5 years when the loan proceeds are used for the purchase of a primary residence. Plan provisions require that loans shall be adequately secured, bear a reasonable rate of interest, and that payments of principal and interest should be made at least quarterly. Interest rates ranged from 4.25 percent to 7.00 percent on outstanding loans at December 31, 2012.

PAYMENT OF BENEFITS

Upon termination of service due to death, disability or retirement, a participant may receive a lump-sum amount equal to the vested value of the participant's account. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

FORFEITURES

Forfeitures result from non-vested Company matching contributions remaining in the Plan for terminated employees. At December 31, 2012 and 2011, forfeited accounts totaled \$25,062 and \$15,646, respectively. For the years ended December 31, 2012 and 2011, \$22,195 and \$14,187, respectively, was used to offset administrative expenses.

HARDSHIP WITHDRAWALS

The Plan allows for "hardship" withdrawals in accordance with the Internal Revenue Service regulations as specified within the Plan document.

PROHEALTH PHYSICIANS, INC. 401(k) PLAN II

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

ADMINISTRATIVE EXPENSES

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation (depreciation) of fair value of investments.

PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event of plan termination, participants will become 100 percent vested in their accounts. The assets available after the payment of any Plan expenses shall be distributed to the participants in accordance with the value of their accounts as of the date of termination.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING

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

INVESTMENT VALUATION AND INCOME RECOGNITION

The Plan's investments are reported at fair value. The Plan defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value of investments.

Dividends are recorded on the ex-dividend rate. Interest income is recorded on the accrual basis. Purchases and sales of securities are recorded on a trade-date basis. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

PROHEALTH PHYSICIANS, INC. 401(k) PLAN II

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

USE OF ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

RECLASSIFICATIONS

Certain amounts in the 2011 financial statements have been reclassified to conform to the current year presentation.

RISKS AND UNCERTAINTIES

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

NOTES RECEIVABLE FROM PARTICIPANTS

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012 or 2011. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

PAYMENT OF BENEFITS

Benefits are recorded when paid.

SUBSEQUENT EVENTS

Subsequent events were evaluated through October 9, 2013, which is the date the financial statements were available to be issued. There were no subsequent events requiring recognition or disclosure in the financial statements.

PROHEALTH PHYSICIANS, INC. 401(k) PLAN II

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

NOTE 3 - INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED)

All investment information disclosed in the accompanying financial statements and supplemental schedule, including investments held at December 31, 2012 and 2011, and net appreciation (depreciation) appreciation in fair value of investments, dividend income, and interest income for the years then ended was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by the Trustee.

The Trustee reported that the fair value of investments held by the Plan at December 31, 2012 and 2011 was \$34,196,401 and \$29,823,929, respectively. The Trustee also reported that notes receivable from participants at December 31, 2012 and 2011 totaled \$429,806 and \$401,855, respectively.

The Trustee reported that the Plan's investments (including gains and losses on investments bought and sold, as well as held during each period) appreciated (depreciated) in value as follows for the years ended December 31:

	2012	2011
Net appreciation (depreciation) in fair value:		
Mutual funds	\$ 2,069,006	\$ (784,231)
Common collective trusts	736,665	127,932
Self-directed brokerage accounts	(45,197)	(51,355)
	<u>\$ 2,760,474</u>	<u>\$ (707,654)</u>

The Trustee also reported interest and dividends and interest income on notes receivable from participants as follows for the years ended December 31:

	2012	2011
Interest and dividends on mutual funds, common collective trusts, and self-directed brokerage accounts	<u>\$ 531,797</u>	<u>\$ 360,487</u>
Interest income on notes receivable from participants	<u>\$ 17,290</u>	<u>\$ 13,389</u>

The following table represents investments at December 31, 2012 and 2011 that represent 5 percent or more of the Plan's net assets available for benefits.

PROHEALTH PHYSICIANS, INC. 401(k) PLAN II

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

NOTE 3 - INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED) (CONTINUED)

	2012	2011
Mutual Funds:		
MainStay Large Cap Growth R1	\$ 3,997,117	\$ 3,458,876
PIMCO Total Return Fund Class D	3,779,889	3,648,174
Schwab S&P 500 Index	5,142,823	3,724,238
Thornburg International Value Fund Class I	2,493,753	1,982,355
Common Collective Trusts:		
The Schwab Managed Retirement Trust Fund 2020	2,793,299	2,092,226
Bank of New York Mellon Stable Value Fund CL J	5,334,673	--
The Charles Schwab Stable Value Fund	--	5,069,071

On April 30, 2012 the Charles Schwab Stable Value Fund was terminated and liquidated with all assets transferred into the Bank of New York Mellon Stable Value Fund.

NOTE 4 - FAIR VALUE MEASUREMENTS

The Plan establishes a framework for measuring fair value. That framework provides a three-level 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 are described as follows:

LEVEL 1

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

LEVEL 2

Inputs to the valuation methodology include

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

PROHEALTH PHYSICIANS, INC. 401(k) PLAN II

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

NOTE 4 - FAIR VALUE MEASUREMENTS (CONTINUED)

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. Unobservable inputs reflect the Plan's best estimate of what hypothetical market participants would use to determine a transaction price for the asset at the reporting date.

In determining fair value, the Plan utilizes valuation techniques that maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The Plan also considers non-performance risk in the overall assessment of fair value.

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

MUTUAL FUNDS AND SELF-DIRECTED BROKERAGE ACCOUNTS

Mutual funds are valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end funds. Mutual funds and the investments held in self-directed brokerage accounts are registered with the Securities and Exchange Commission and are actively traded. The investments held in self-directed brokerage accounts include cash equivalents, common stocks, mutual funds, and exchange traded funds. The mutual funds are required to publish their daily net asset value (NAV) and to transact at that price.

COMMON COLLECTIVE TRUSTS

Valued at the net asset value of units of a bank collective trust. The NAV, as provided by the Trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

PROHEALTH PHYSICIANS, INC. 401(k) PLAN II

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

NOTE 4 - FAIR VALUE MEASUREMENTS (CONTINUED)

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

	Level 1	Level 2	Level 3	Total
December 31, 2012				
Mutual funds				
Small cap	\$ 307,038	\$ --	\$ --	\$ 307,038
Mid cap	469,119	--	--	469,119
Large blend	5,142,823	--	--	5,142,823
Large cap	799,090	--	--	799,090
Foreign large blend	224,993	--	--	224,993
Growth	5,376,120	--	--	5,376,120
Bond	4,818,511	--	--	4,818,511
Foreign large growth	2,493,753	--	--	2,493,753
Small growth	1,538,097	--	--	1,538,097
Total mutual funds	<u>21,169,544</u>	<u>--</u>	<u>--</u>	<u>21,169,544</u>
Common collective trusts				
Target retirement date	--	6,548,406	--	6,548,406
Stable value fund	--	5,334,673	--	5,334,673
Total common collective trusts	<u>--</u>	<u>11,883,079</u>	<u>--</u>	<u>11,883,079</u>
Self-directed brokerage accounts	<u>1,143,778</u>	<u>--</u>	<u>--</u>	<u>1,143,778</u>
Total investments	<u>\$ 22,313,322</u>	<u>\$ 11,883,079</u>	<u>\$ --</u>	<u>\$ 34,196,401</u>

PROHEALTH PHYSICIANS, INC. 401(k) PLAN II

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

NOTE 4 - FAIR VALUE MEASUREMENTS (CONTINUED)

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

	Level 1	Level 2	Level 3	Total
December 31, 2011				
Mutual funds				
Small cap	\$ 330,795	\$ --	\$ --	\$ 330,795
Mid cap	390,662	--	--	390,662
Large blend	4,845,430	--	--	4,845,430
Large cap	621,823	--	--	621,823
Foreign large blend	147,250	--	--	147,250
Growth	4,850,225	--	--	4,850,225
Bond	4,188,694	--	--	4,188,694
Foreign large growth	1,982,355	--	--	1,982,355
Small growth	1,346,702	--	--	1,346,702
Total mutual funds	18,703,936	--	--	18,703,936
Common collective trusts				
Target retirement date	--	4,968,681	--	4,968,681
Stable value fund	--	5,069,071	--	5,069,071
Total common collective trusts	--	10,037,752	--	10,037,752
Self-directed brokerage accounts	1,082,241	--	--	1,082,241
Total investments	\$ 19,786,177	\$ 10,037,752	\$ --	\$ 29,823,929

The Schwab Managed Retirement Common Collective Trust Funds seek to provide total return for investors at or near particular target dates that are diversified through exposure to a variety of asset classes that may include, but not limited to, domestic and international equity, global real estate, commodities, intermediate-term bond, inflation-protected bonds, short-term bonds, and capital preservation. There are no unfunded commitments. The fair value of these funds was \$6,548,406 and \$4,968,681 at December 31, 2012 and 2011, respectively. The common collective trust funds may be redeemed on a daily basis with no redemption restrictions, and investments in any class can be transferred once every 30 days at the current net asset value per share based on the fair value of the underlying assets.

PROHEALTH PHYSICIANS, INC. 401(k) PLAN II

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

NOTE 4 - FAIR VALUE MEASUREMENTS (CONTINUED)

The Bank of New York Mellon Stable Value Fund seeks to earn current income while maintaining stability of invested principal. The fund will be invested and reinvested primarily in a diversified portfolio of fixed-income instruments which may include traditional and separate account guaranteed investment contracts, corporate investment contracts, synthetic guaranteed investment contracts (GICs), variable rate GICs, repurchase agreements, US treasury and agency securities, and cash and cash equivalents, including certificates of deposit and money market instruments. There are no unfunded commitments. The fair value of this fund was \$5,334,673 at December 31, 2012. This fund may be redeemed on a daily basis with no redemption restrictions, and investments in any class can be transferred once every 90 days at the current net asset value per share based on the fair value of the underlying assets. The fund is valued at contract value, which approximates fair value.

Prior to its termination, the Charles Schwab Stable Value Fund invested in a diversified portfolio of investment contracts issued by high quality financial institutions. The primary asset classes included asset-backed securities, mortgage-backed securities, and low-risk bonds. The fair value of this fund was \$5,069,071 at December 31, 2011.

NOTE 5 - TAX STATUS

The Plan has received a determination letter from the Internal Revenue Service dated August 24, 2010, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the "Code") and therefore the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. It is intended that the Plan be a qualified plan, and in that regard, the plan administrator will take all reasonable and necessary steps, if any, to maintain the Plan's qualified status.

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

PROHEALTH PHYSICIANS, INC. 401(k) PLAN II

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

NOTE 6 - PARTY-IN-INTEREST TRANSACTIONS

During the years ended December 31, 2012 and 2011, there were transactions involving the investment of Plan assets in common collective trusts, mutual funds, and self-directed brokerage accounts managed by the Trustee, a party-in-interest as defined in section 3(14) of ERISA. The Plan allows participants to take loans against their account balances, which also qualify as exempt party-in-interest transactions.

NOTE 7 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2012 and 2011:

	2012	2011
Net assets available for benefits per the financial statements	\$ 34,757,952	\$ 30,236,784
Stable value adjustment	--	34,977
Net assets available for benefits per the Form 5500	<u>\$ 34,757,952</u>	<u>\$ 30,271,761</u>

The following is a reconciliation of total additions per the statements of changes in net assets available for benefits to the Form 5500 for the years ended December 31, 2012 and 2011:

	2012	2011
Additions per the statements of changes in net assets available for benefits	\$ 7,037,891	\$ 3,159,149
Prior year stable value adjustments	(34,977)	(128,916)
Current year stable value adjustment	--	34,977
Additions per the Form 5500	<u>\$ 7,002,914</u>	<u>\$ 3,065,210</u>

PROHEALTH PHYSICIANS, INC. 401(k) PLAN II

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

DECEMBER 31, 2012

EIN: 06-1446075

Plan # 002

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor or Similar Party	Units or Shares Held	Cost	Current Value
Mutual Funds				
	American Beacon Lg Cap Value	38,904 shares	** \$	799,090
	Columbia Small Cap Value II Fund Class Z	20,690 shares	**	307,038
	Fidelity Spartan Extended Market Fund	6,383 shares	**	254,740
	Fidelity Spartan International Index	6,563 shares	**	224,993
	MainStay Large Cap Growth R1	505,964 shares	**	3,997,117
	Munder Mid-Cap Core Growth Fund Class Y	42,107 shares	**	1,379,003
	Perkins Mid Cap Value T	10,046 shares	**	214,379
	PIMCO Total Return Fund Class D	336,289 shares	**	3,779,889
*	Schwab S&P 500 Index	231,763 shares	**	5,142,823
	Thornburg International Value Fund Class I	88,777 shares	**	2,493,753
	Vanguard Small Cap Growth Index Fund	49,140 shares	**	1,538,097
	Vanguard Total Bond Market Index	93,654 shares	**	<u>1,038,622</u>
	Total Mutual Funds			<u>21,169,544</u>
Common Collective Trusts				
*	Schwab Managed Retirement Trust Fund 2010	60,174 shares	**	1,110,202
*	Schwab Managed Retirement Trust Fund 2020	143,026 shares	**	2,793,299
*	Schwab Managed Retirement Trust Fund 2030	63,064 shares	**	1,275,784
*	Schwab Managed Retirement Trust Fund 2040	43,751 shares	**	892,073
*	Schwab Managed Retirement Trust Fund 2050	32,518 shares	**	352,169
*	Schwab Managed Retirement Trust Fund - Income	8,589 shares	**	124,879
	Bank of New York Mellon Stable Value Fund CL J	5,334,673 shares	**	<u>5,334,673</u>
	Total Common Collective Trusts			<u>11,883,079</u>

See independent auditors' report.

PROHEALTH PHYSICIANS, INC. 401(k) PLAN II

**SCHEDULE H – LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
(CONTINUED)**

DECEMBER 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor or Similar Party	Units or Shares Held	Cost	Current Value
	Self-Directed Brokerage Accounts			
* Participants		Various	**	\$ 1,143,778
	Notes Receivable From Participants			
* Participants		Note balances with interest rates from 4.25% to 7.00% with varying maturity dates through 2026		<u>429,806</u>
	Total			<u>\$ 34,626,207</u>

* Party-in-interest

** Due to the fact that the Plan allows participant directed investments, cost information is not required.

See independent auditors' report.

ProHealth Physicians, Inc. 401(k) Plan II
Schedule C, Part I, Line 3 - Service Provider Indirect Compensation Information
December 31, 2012

EIN: 06-1446075

Plan Number: 002

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

Fund Family/Provider	EIN	Formula
Allianz Funds	33-0457728	Rate of 0.37% of average daily balance of asset(s)
American Beacon	75-2401150	Rate of 0.37% of average daily balance of asset(s)
Columbia	93-0577450	Rate of 0.37% of average daily balance of asset(s)
Janus	43-1804048	Rate of 0.32% of average daily balance of asset(s)
MainStay	52-2206685	Rate of 0.32% of average daily balance of asset(s)
Munder	Not Available	Rate of 0.23% of average daily balance of asset(s)
Schwab Funds	94-3106735	Rate of 0.02% of average daily balance of asset(s)
Thornburg	85-0301299	Rate of 0.37% of average daily balance of asset(s)

Received by Charles Schwab Bank (EIN#42-1558009)

Fund Family/Provider	EIN	Formula
BNY Mellon Funds	Not Available	Rate of 0.14% of average daily balance of asset(s)
Schwab Funds	94-3106735	Rate of 0.22% of average daily balance of asset(s)

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

Fund Family/Provider	EIN	Formula
Allianz Funds	33-0457728	Rate of 0.40% of average daily balance of asset(s)
AlphaOne Investment Services, LLC	Not Available	Rate of 0.40% of average daily balance of asset(s)
ALPS	84-0996383	Rate of 0.40% of average daily balance of asset(s)
AQR Funds	Not Available	Rate of 0.10% of average daily balance of asset(s)
Artisan	39-1811840	Rate of 0.40% of average daily balance of asset(s)
Columbia	93-0577450	Rate of 0.40% of average daily balance of asset(s)
DoubleLine	Not Available	Rate of 0.10% of average daily balance of asset(s)
Eaton Vance	04-2718215	Rate of 0.40% of average daily balance of asset(s)
Fidelity Investments	06-1194217	Range of 0.15 - 0.40% of average daily balance of assets
First Eagle	13-3392291	Rate of 0.40% of average daily balance of asset(s)
FX Strategy Fund	Not Available	Rate of 0.10% of average daily balance of asset(s)
Gabelli	13-3340139	Rate of 0.35% of average daily balance of asset(s)
Goldman Sachs	Not Available	Rate of 0.50% of average daily balance of asset(s)
Ivy Funds	04-6006759	Rate of 0.40% of average daily balance of asset(s)
JPMorgan	13-2624428	Rate of 0.03% of average daily balance of asset(s)
MFS	Not Available	Rate of 0.40% of average daily balance of asset(s)
Oakmark	04-3276558	Rate of 0.35% of average daily balance of asset(s)
Pear Tree Funds	Not Available	Rate of 0.40% of average daily balance of asset(s)
Principal Funds	42-1520346	Rate of 0.40% of average daily balance of asset(s)
Schwab Funds	94-3106735	Rate of 0.25% of average daily balance of asset(s)
T. Rowe Price	52-2264646	Rate of 0.03% of average daily balance of asset(s)
Third Avenue	01-0690900	Rate of 0.40% of average daily balance of asset(s)
Walthausen Funds	Not Available	Rate of 0.40% of average daily balance of asset(s)

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

NAME OF PLAN SPONSOR:	ProHealth Physicians, Inc.
NAME OF PLAN:	ProHealth Physicians, Inc. 401(k) Plan II
EIN:	06-1446075
PLAN NUMBER:	002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	PARTICIPANT LOANS	Loans (4.25% - 10.00%)		429,806
	MELLON STABLE VALUE FUND CL J	Common Collective Trust Fund		5,334,673
*	SCHWAB MANAGED RET 2010 CL II	Common Collective Trust Fund		1,110,202
*	SCHWAB MANAGED RET 2020 CL II	Common Collective Trust Fund		2,793,299
*	SCHWAB MANAGED RET 2030 CL II	Common Collective Trust Fund		1,275,784
*	SCHWAB MANAGED RET 2040 CL II	Common Collective Trust Fund		892,073
*	SCHWAB MANAGED RET 2050 CL II	Common Collective Trust Fund		352,169
*	SCHWAB MANAGED RET INCOME II	Common Collective Trust Fund		124,879
	PCRA	Self-Directed Brokerage Account		1,143,779
	AMERICAN BEACON LGCAP VAL INV	Registered Investment Company		799,090
	COLUMBIA SMALL CAP VALUE II Z	Registered Investment Company		307,037
	FIDELITY SPARTAN EXTMKT IDXINV	Registered Investment Company		254,740
	FIDELITY SPARTAN INTL IDX INV	Registered Investment Company		224,993
	MAINSTAY LARGE CAP GROWTH R1	Registered Investment Company		3,997,118
	MUNDER MIDCAP CORE GROWTH Y	Registered Investment Company		1,379,003
	PERKINS MID CAP VALUE T	Registered Investment Company		214,379
	PIMCO TOTAL RETURN D	Registered Investment Company		3,779,889
*	SCHWAB S&P 500 INDEX FUND	Registered Investment Company		5,142,823
	THORNBURG INTL VALUE I	Registered Investment Company		2,493,753
	VANGUARD SMALL CAP GRTH INDEX	Registered Investment Company		1,538,097
	VANGUARD TOTAL BND MKT IDX SIG	Registered Investment Company		1,038,622