

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>HEALTHCARE PARTNERS OF NEVADA 401(K) PLAN</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>01/01/1993</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>HEALTHCARE PARTNERS OF NEVADA</u> <u>770 E. WARMS SPRINGS ROAD STE 250</u> <u>LAS VEGAS, NV 89119</u>	2b Employer Identification Number (EIN) <u>27-0398693</u> 2c Sponsor's telephone number <u>702-932-8505</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>10/14/2013</u>	<u>ANGELA SCURRY</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 HEALTHCARE PARTNERS OF NEVADA 770 E. WARMS SPRINGS ROAD STE 250 LAS VEGAS, NV 89119		3b Administrator's EIN 27-0398693 3c Administrator's telephone number 702-932-8505
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 HEALTHCARE PARTNERS OF NEVADA		4b EIN 74-3177329 4c PN 001
5 Total number of participants at the beginning of the plan year		5 969
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 988
b Retired or separated participants receiving benefits.....		6b 2
c Other retired or separated participants entitled to future benefits.....		6c 78
d Subtotal. Add lines 6a , 6b , and 6c		6d 1068
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....		6e 1
f Total. Add lines 6d and 6e		6f 1069
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....		6g 529
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h 14
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2R 2T 3D 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

A Name of plan HEALTHCARE PARTNERS OF NEVADA 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 HEALTHCARE PARTNERS OF NEVADA	D Employer Identification Number (EIN) 27-0398693

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
FID.INV.INST.OPS.CO.

04-2647786

(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)

MAYER HOFFMAN MCCANN

43-1947695

(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	ACCOUNTANT/AUDITOR	19289	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
64 37 65 60	RECORDKEEPER	18092	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

FIDUCIARY PARTNERS I

26-1370206

(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?
16 27	INVESTMENT ADVISOR	15000	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)

FIDUCIARY PARTNERS G

59-3670142

(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?
16 27	INVESTMENT ADVISOR	5000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>COL MID CP VAL OP K - COLUMBIA MGT</p> <p>04-3156901</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.35%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>DAVIS NY VENTURE A - BOSTON FINANCI 330 W. 9TH STREET KANSAS CITY, MO 66160</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.40%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>EATON LG CAP VALUE A - BNY MELLON I P.O. BOX 9793 PROVIDENCE, RI 02940</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.50%</p>		

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
HARBOR INTL INV - HARBOR SERVICES G 34-1953399	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
JANUS FORTY S - JANUS SERVICES LLC 43-1804048	0.50%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
LD ABBETT SMCP BLD A - DST SYSTEMS, 43-1581814	0.40%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MSIF MID CAP GRTH P - MORGAN STANLE 13-3799749	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
NB GENESIS - TR CL - STATE STREET B 04-0025081	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIMCO TOT RETURN ADM - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.27%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PRU/J SMALL CO Z - PRUDENTIAL MUTUA 22-3703799	0.25%	
(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
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan HEALTHCARE PARTNERS OF NEVADA 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 HEALTHCARE PARTNERS OF NEVADA	D Employer Identification Number (EIN) 27-0398693	

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		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1295318	1393795
(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)	227327	488715
(9) Value of interest in common/collective trusts.....	1c(9)		
(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)	13179491	24175047
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	14702136	26057557

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	14702136	26057557
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	686346	
(B) Participants	2a(1)(B)	2632596	
(C) Others (including rollovers)	2a(1)(C)	78750	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		3397692

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	537	
(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)	13313	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		13850

(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)	527362	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		527362

(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)		

(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)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(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)		1828035
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		5766939

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1109824	
(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)		1109824
f Corrective distributions (see instructions)	2f		135586
g Certain deemed distributions of participant loans (see instructions).....	2g		7762
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	4332	
(4) Other	2i(4)	57591	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		61923
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1315095

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		4451844
l Transfers of assets:			
(1) To this plan.....	2l(1)		6903577
(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: **MAYER HOFFMAN MCCANN**

(2) EIN: **43-1947695**

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		1651
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.		X	

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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

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

A Name of plan <u>HEALTHCARE PARTNERS OF NEVADA 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HEALTHCARE PARTNERS OF NEVADA</u>	D Employer Identification Number (EIN) <u>27-0398693</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>04-6568107</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): _____

Form 5500 Filing Notes

Healthcare Partners of Nevada 401(k) Plan
Form 5500
FOR THE YEAR ENDING
12/31/2012

This return must be electronically filed with the Department of Labor --
Employee Benefits Security Administration (EBSA)
by: 10/15/2013

Please follow these steps to finalize your return:

Step 1 Follow special instructions

- Download the Form 5500 data file by clicking on the 'Form 5500 data file ready for download' link.
 - Save the file on your local PC.
 - Electronically file the 5500 on the Department of Labor's website: <http://www.efast.dol.gov>. Most of the data needed for the filing can be imported directly into the DOL site by using the formatted data file you downloaded from PSW ®.
 - Add required attachments to the online filing.
 - Notes on Attachments: The auditor's opinion must be a PDF document. Other attachments can be PDF or plain text (.TXT). Attachments are added electronically to the filing on the DOL website.
- ☐ Please note that a copy of the IRS Form 5558 "Application for Extension of Time to File Certain Employee Plan Returns", which was filed with the Internal Revenue Service, has been included, as a separate link on PSW ® with your Form 5500. You will be able to print a copy of the Form 5558 from Plan Sponsor Webstation(PSW ®) and maintain it in the permanent records for your plan.
 - ☐ Your company's plan was required to have an audit for the plan year ending 12/31/12, and to attach the accountants' opinion to the 5500. Please make sure that the financial information in the accountants' financial statements agrees with the Form 5500. If there is a variance, please be sure the audit report discloses the differences. Failure to attach the accountants' opinion and required schedules in EFAST2 could result in a potential Department of Labor inquiry. If applicable, attach the following schedules that were prepared by the accountant to the filing on the DOL website: Schedule of Reportable Transactions, Schedule of Assets (Held at End of Year) and/or Schedule of Assets (Acquired and Disposed of Within the Year). If the accountants' report discloses any prohibited transactions, loans in default, or non-exempt reportable transactions, please notify your Fidelity Testing and Reporting Consultant so we can change Part IV of the Schedule H and if applicable complete the Schedule G.
 - ☐ Based on information that you provided to Fidelity, it appears that the plan did not timely remit all participant contributions to the plan, within the time prescribed by Department of Labor (DOL) regulations.
 - ☐ You should consult your legal counsel to discuss this issue. If a prohibited transaction resulted from any late contributions, you may need to report it to the Internal Revenue Service by completing the IRS Form 5330 and mailing to the appropriate Internal Revenue Service Center listed in the Form 5330 instructions. In addition, you should also consult with your legal counsel and determine whether it may be appropriate to take advantage of the DOL's Voluntary Fiduciary Correction Program (VFCP) to remedy this situation. Any plan qualification defects resulting from the failure to deposit participant elective contributions in a timely manner should be corrected.
 - ☐ Due to the response on Form 5500 Schedule H/I, Line 4a, it appears that a nonexempt transaction with a party-in-interest occurred with respect to the late deposit of participant contributions. Please consult your legal counsel concerning this matter. You should consider including an attachment to the Form 5500 filing describing the actions you have taken to correct this situation. Proper labeling of the attachment is as follows: "Schedule H, Line 4a - Schedule of Delinquent Participant Contributions" or for small filers "Schedule I, Line 4a - Schedule of Delinquent Participant Contributions". Other information to include on the attachment: Plan name, Sponsor name, 3-digit plan number, and EIN. Additionally, include details of the corrective action taken.
 - ☐ Per our records, outstanding issues or inconsistency have not been resolved. As such, we have prepared

the following Form 5500 based on your response to the Form 5500 questionnaire and PYES financials. If during your review of the Form 5500 you determine that the Form 5500 is incomplete or inaccurate, please contact your Testing and Reporting Services Representative

Step 2

Electronically Sign the 5500 filing

- ❑ The plan administrator, as an authorized signer, must electronically sign the Form 5500 on the DOL website. Form 5500 Signers must first register for electronic credentials with the DOL. Refer to the instructions on the DOL's website: <http://www.efast.dol.gov> or call 1-866-GOEFAST. Note: employees who import the 5500 and associated schedules must register with the DOL for the 'Filing Author' role.
- ❑ The Form 8955-SSA replaced the Form 5500 Schedule SSA. You will need to sign, date, and file the form directly with the IRS. Do not attach Form 8955-SSA information to your form 5500 filing.

Please note: If Part III of your Form 8955-SSA report has zero participants, you are not required to file the report with the Internal Revenue Service. You should maintain a hardcopy of the report to retain as a permanent record. If you need to make changes to the report, please contact Testing and Reporting Services.

Print and Mail your Form 8955-SSA to the Department of the Treasury on or before 10/15/2013.

By certified mail:
Department of the Treasury
Internal Revenue Service Center
Ogden, UT 84201-0024

Do not make photocopies of the Form 8955-SSA for filing with the Internal Revenue Service. This may cause a rejection of the filing. Mail a copy that is directly from your printer.

Note: Verify that your printer settings are not set to greater than or less than 100%. This could cause your Form 8955-SSA to be rejected by the IRS filing system.

- ❑ Maintain a signed hardcopy of the 5500 to retain as a permanent record.

Step 3

Distribute SAR

- ❑ Copy the Summary Annual Report and distribute to all active and inactive plan participants by 12/15/2013.

HEALTHCARE PARTNERS OF NEVADA 401(K) PLAN

**Financial Statements
and
Supplemental Schedules**

**December 31, 2012 and 2011
(With Independent Auditor's Report Thereon)**

HEALTHCARE PARTNERS OF NEVADA 401(K) PLAN

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Independent Auditor's Report

To the Plan Administrator
Healthcare Partners of Nevada 401(k) Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Healthcare Partners of Nevada 401(k) Plan (the "Plan"), 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 year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the trustee as of December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

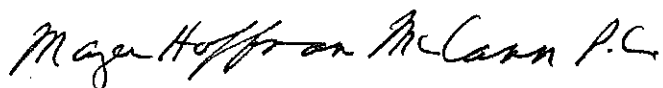
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets (Held at End of Year) and Schedule of Delinquent Participant Contributions, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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 schedules, 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.



October 4, 2013
Clearwater, Florida

HEALTHCARE PARTNERS OF NEVADA 401(K) PLAN

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets:		
Registered investment companies, at fair value	\$ <u>25,568,842</u>	<u>14,474,809</u>
Total investments	25,568,842	14,474,809
Receivables:		
Participant	174,292	103,867
Employer	39,559	19,876
Notes receivable from participants	<u>488,715</u>	<u>227,327</u>
Total assets	26,271,408	14,825,879
Liabilities:		
Excess participant contributions payable	<u>95,985</u>	<u>138,690</u>
Net assets available for benefits	\$ <u><u>26,175,423</u></u>	<u><u>14,687,189</u></u>

HEALTHCARE PARTNERS OF NEVADA 401(K) PLAN

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2012

Additions to net assets attributed to:	
Net appreciation in fair value of registered investment companies	\$ 1,828,036
Interest and dividends	527,492
Interest income from notes receivable from participants	<u>13,322</u>
Total investment income	2,368,850
Contributions:	
Participant	2,703,021
Employer	706,029
Rollover	<u>78,750</u>
Total additions to net assets	5,856,650
Deductions from net assets attributed to:	
Benefits paid to participants	1,194,944
Administrative expenses	61,923
Other expenses	<u>15,126</u>
Total deductions from net assets	<u>1,271,993</u>
Net increase	4,584,657
Transfers in	6,903,577
Net assets available for benefits:	
Beginning of year	<u>14,687,189</u>
End of year	<u><u>\$ 26,175,423</u></u>

HEALTHCARE PARTNERS OF NEVADA 401(K) PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(1) Plan Description

The following is a brief description of the Healthcare Partners of Nevada 401(k) Plan (Plan) and is provided for general information purposes only. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

(a) General

The Plan is a multiple employer defined-contribution plan covering certain related entities of Healthcare Partners of Nevada (Company). The entities that have adopted the Plan include JSA P5 Nevada, LLC (P5 Nevada), JSA Professional Association (PA), Resource Advisors Corporation (RAC), and Healthcare Partners Medical Group Bacchus LTD. During August 2012, Cardiovascular Consultants of Nevada 401(k) Retirement Plan (CCN) was merged into the Plan. Assets of \$6,903,577 were transferred into the Plan. Employees become eligible to participate in the Plan in the month following completion of nine months of service and attaining the age of 18. Employees may enter the Plan on the first day of the month after completion of the required service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan is administered by the Company's Investment Committee, which is a committee of certain employees and senior managers of the Company. The Committee has overall responsibility for the operation and administration of the Plan. The Committee determines the appropriateness of the Plan's investment offerings and monitors investment performance.

(b) Contributions

Participants may elect to contribute up to 75% of their pre-tax compensation up to a maximum of \$17,000 for the year ended December 31, 2012. The Plan also provides for "catch-up" contributions subject to IRS limitations. The Plan also allows for Roth contributions.

Effective November 1, 2010, the Plan adopted the Fidelity Volume Submitter Plan (Fidelity Plan). Under the Fidelity Plan, the Company may make discretionary contributions. During 2012, the Company made discretionary contributions of approximately \$706,000.

The Company, at its discretion, may also make discretionary profit sharing contributions. Participants must be employed on the last day of the Plan year and have completed 1,000 hours of service in order to receive their contribution. No such contributions were made for the year ended December 31, 2012.

The Plan also accepts rollovers and direct transfers from other tax-qualified plans.

HEALTHCARE PARTNERS OF NEVADA 401(K) PLAN

Notes to Financial Statements - Continued

(1) Plan Description - Continued

(c) Participant Accounts

Each participant's account is credited with the participant's contribution and an allocation of (a) the Company's contribution and (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. A separate account is maintained for each investment option selected by the participant. Earnings and losses of the Plan are allocated to each participant based upon the ratio of their account to the total of all participants' accounts. Participants may purchase shares of mutual funds not offered by the Plan through the brokerage account. All allocations are made on a daily basis.

(d) Vesting

Participants are immediately vested in their own salary deferral and rollover contributions, plus actual earnings thereon. Participants who were employed by the Company at any time after December 31, 2008, become 100% vested in the Company matching contributions and Company discretionary profit sharing contributions after four years of credited service based on the following table:

Years of Service

Less than one year	0%
One year but less than two	25%
Two years but less than three	50%
Three years but less than four	75%
Four years or more	100%

Participants who are not employed by the Company at any time after December 31, 2008, and employees of MDS, and participants of the Fremont plan who terminated employment prior to November 1, 2010 become 100% vested in the Company matching and Company discretionary profit sharing contributions after six years of credited service based on the following table:

Years of Service

Less than two years	0%
Two years but less than three	20%
Three years but less than four	40%
Four years but less than five	60%
Five years but less than six	80%
Six years or more	100%

Participants also become fully vested upon reaching their normal retirement age (age 65) or when they satisfy the conditions of early retirement age, death or retirement due to disability.

HEALTHCARE PARTNERS OF NEVADA 401(K) PLAN

Notes to Financial Statements - Continued

(1) Plan Description - Continued

(e) Notes Receivable from Participants

Participants may borrow from their account a minimum of \$1,000 with the maximum equal to the lesser of \$50,000 or 50% of their vested account balance. A participant may not have more than two loans outstanding from the Plan at any time. Loan terms range from one to five years and are collateralized by the respective participant's account and are evidenced by a note which bears interest at prevailing interest rates. Principal and interest are paid ratably through payroll deductions. All loans shall be repaid within five years, unless the loan qualifies as a home loan in which the loan term shall not exceed 15 years.

(f) Withdrawals

The Plan allows participants to withdraw a portion of their vested account balance in the event of immediate and heavy financial need. Any hardship withdrawal is limited to the amount needed to meet the financial need but shall be for no less than \$500, and must qualify with respect to Plan provisions. The Plan also allows for in service withdrawals from vested accounts by participants who have reached age 59 ½.

(g) Benefit Payments

In the event of termination of employment with the Company, a participant shall be entitled to benefits equal to a lump-sum amount equal to the value of the participant's vested interest in his or her account, maintain their account with the Plan, or a combination of both. If the value of a terminated participant's vested benefit does not exceed \$5,000, the entire amount shall be paid to the participant in a single lump sum or combined within another qualified plan within 90 days.

(h) Forfeitures

Forfeitures from the Plan are used to reduce future employer contributions or to reduce administrative expenses. Forfeitures available for reduction of future employer contributions were approximately \$77,000 and \$81,000 at December 31, 2012 and 2011, respectively. For the year ended December 31, 2012, the Company used approximately \$39,000 of forfeited non-vested account balances to offset administrative expenses.

HEALTHCARE PARTNERS OF NEVADA 401(K) PLAN

Notes to Financial Statements - Continued

(2) Summary of Accounting Policies

(a) Basis of Accounting

The financial statements of the Plan are prepared under the accrual basis of accounting.

(b) 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 reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. Estimates also affect reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

(c) Notes Receivable from Participants

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest. No allowance for credit losses has been recorded as of December 31, 2012 or 2011. If a participant ceases to make loan repayments and the Plan Administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

(d) Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date based on quoted market prices. Realized and unrealized gains and losses represent the change in market value of the investments during the year. Purchases and sales of investments are recorded on a trade-date basis. Interest income is accrued when earned.

(e) Administrative Expenses

Plan expenses may be paid out of Plan assets unless paid by the Company. Company personnel also perform various administrative services for the Plan, including limited assistance with the maintenance of participant records. The amount of payroll and related overhead costs associated with these services is not included in the accompanying financial statements.

HEALTHCARE PARTNERS OF NEVADA 401(K) PLAN

Notes to Financial Statements - Continued

(2) Summary of Accounting Policies - Continued

(f) Risks and Uncertainties

The Plan provides for various investment options in any combination of investment securities offered by the Plan. Investment securities are exposed to various risks, such as interest rate, market and credit. 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 plan benefits.

(g) New Pronouncements

In May 2011, FASB issued Accounting Standards Update No. 2011-04 Fair Value Measurement (Topic 820), *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in US GAAP and IFRS* (ASU 2011-04). ASU 2011-04 amendments result in common fair value measurement and disclosure requirements in U.S. GAAP and IFRSs. The amendments in ASU 2011-04 change the wording used to describe many of the requirements in U.S. GAAP for measuring fair value and disclosing information about fair value measurements. However, ASU 2011-04 does not require additional fair value measurements and is not intended to establish valuation standards or affect valuation practices outside of financial reporting. This guidance is effective for annual periods beginning after December 15, 2011. Adoption of this guidance did not have a material impact on the Plan's financial statements.

(3) Plan Termination

Although the Company has not expressed any intent to do so, it 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 become 100% vested in their accounts.

(4) Tax Status

The Plan has adopted the Fidelity Plan which obtained its latest opinion letter on March 31, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with applicable requirements of the IRC. Although the Plan has been amended since receiving the determination and opinion letters, the Plan Administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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. The Plan has recognized no interest or penalties related to uncertain tax positions. 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.

HEALTHCARE PARTNERS OF NEVADA 401(K) PLAN

Notes to Financial Statements - Continued

(5) Information Prepared and Certified by the Trustee (Unaudited)

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company (Fidelity), the trustee, has certified that the following data included in the accompanying financial statements and supplemental schedules is complete and accurate:

- Total investments at fair value and notes receivable from participants as shown in the statements of net assets available for benefits;
- Total investment income together with related investment activity as shown in the statement of changes in net assets available for benefits;
- The Schedule of Assets (Held at End of Year), as shown in the supplemental schedule.

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

(6) Investments

The fair value of investments which individually comprise greater than 5% of net assets available for plan benefits as of December 31, 2012 and 2011 is as follows:

	<u>2012</u>	<u>2011</u>
Registered investment companies, at fair value:		
Fidelity Balanced Fund	\$ 2,091,432	1,513,825
Fidelity Freedom 2005 Fund	1,502,806	1,381,830
Fidelity Freedom 2015 Fund	*	824,860
Fidelity Freedom 2020 Fund	*	856,213
Fidelity Freedom 2030 Fund	1,683,907	1,181,420
Fidelity Retirement Money Market Portfolio	*	1,295,318
Harbor International Fund	2,981,229	1,086,531
Janus Forty Fund Class S	2,858,126	776,350
PIMCO Total Return Fund	1,602,180	*

* Investment did not represent 5% or more of the Plan's net assets.

HEALTHCARE PARTNERS OF NEVADA 401(K) PLAN

Notes to Financial Statements - Continued

(7) Parties-in-Interest

Certain Plan investments are shares of mutual funds managed by Fidelity. Fidelity is the trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. Fees incurred by the Plan for the investment management services are included in net appreciation in fair value of the investments, as they are paid through revenue sharing, rather than a direct payment. During 2012, the Plan paid Fidelity approximately \$18,000 for recordkeeping services. Additionally, the Plan paid \$19,000 to Mayer Hoffman McCann P.C. for professional services related to the auditing of the financial statements and approximately \$24,000 to Fiduciary Advisors and Strategic Advisors for investment advisory services. These transactions qualify as party-in-interest transactions, as defined in Section 3(14) of ERISA. They are, however, expressly exempted from the prohibited transaction rule. The Company pays other fees related to the Plan's operations.

(8) Excess Contributions Payable

The Plan's statement of net assets available for benefits at December 31, 2012 and 2011 include \$95,985 and \$138,690, respectively, of excess contributions payable to certain active participants to return to them excess deferrals required to satisfy the relevant nondiscrimination provisions of the Plan.

(9) Fair Value Measurements

The Plan applies the provisions of ASC 820 in measuring fair value. ASC 820 established a three tier fair value hierarchy which prioritized the inputs used in measuring fair value as follows:

Level 1: Observable inputs such as quoted prices in active markets;

Level 2: Inputs, other than quoted prices in active markets, that are observable either directly or indirectly;

Level 3: Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The asset'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. Following is a description of the valuation methodologies used for investments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

Registered Investment Companies

Registered investment companies are valued at quoted market prices, which represent net asset values of shares held by the Plan at year end and are classified as Level 1 investments.

HEALTHCARE PARTNERS OF NEVADA 401(K) PLAN

Notes to Financial Statements - Continued

(9) Fair Value Measurements - Continued

As of December 31, 2012 and 2011, the Plan's investments measured at fair value on a recurring basis were as follows:

Description	Assets Measured at Fair Value at 12/31/2012	Fair Value Measurements at 12/31/2012 Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Registered investment companies:				
Large Cap	\$ 6,069,454	6,069,454	-	-
Mid Cap	1,996,195	1,996,195	-	-
Small Cap	696,673	696,673	-	-
International	3,221,134	3,221,134	-	-
Blended	10,166,659	10,166,659	-	-
Bond	2,024,932	2,024,932	-	-
Short-term	1,233,387	1,233,387	-	-
Self directed brokerage accounts	160,408	160,408	-	-
	<u>\$ 25,568,842</u>	<u>25,568,842</u>	<u>-</u>	<u>-</u>
Description	Assets Measured at Fair Value at 12/31/2011	Fair Value Measurements at 12/31/2011 Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Registered investment companies:				
Large Cap	\$ 2,184,732	2,184,732	-	-
Mid Cap	1,117,668	1,117,668	-	-
Small Cap	658,289	658,289	-	-
International	1,086,531	1,086,531	-	-
Blended	7,065,722	7,065,722	-	-
Bond	1,066,549	1,066,549	-	-
Short-term	1,295,318	1,295,318	-	-
	<u>\$ 14,474,809</u>	<u>14,474,809</u>	<u>-</u>	<u>-</u>

HEALTHCARE PARTNERS OF NEVADA 401(K) PLAN

Notes to Financial Statements - Continued

(10) Reconciliation to Form 5500

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

	<u>2012</u>	<u>2011</u>
Net assets available for benefits for financial reporting purposes	\$ 26,175,423	14,687,189
Participant and employer contributions receivable	(213,851)	(123,743)
Excess employee contributions payable	<u>95,985</u>	<u>138,690</u>
Net assets available for benefits for Form 5500 purposes	<u>\$ 26,057,557</u>	<u>14,702,136</u>

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

Net increase for financial reporting purposes	\$ 4,584,657
Participant and employer contributions receivable as of December 31, 2012	(213,851)
Participant and employer contributions receivable as of December 31, 2011	123,743
Excess contributions payable as of December 31, 2012	95,985
Excess contributions payable as of December 31, 2011	<u>(138,690)</u>
Net increase for Form 5500 purposes	<u>\$ 4,451,844</u>

(11) Subsequent Events

In accordance with ASC 855, *Subsequent Events*, plan management has evaluated events that have occurred subsequent to the year ended December 31, 2012 through October 4, 2013, the date which the financial statements were available to be issued.

HEALTHCARE PARTNERS OF NEVADA 401(K) PLAN

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

Employer Identification Number (EIN): 27-0398693

Plan Number (PN): 001

December 31, 2012

(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	(e) Current value
	PIMCO Total Return Fund	Registered Investment Company	\$ 1,602,180
	Morgan Stanley Institutional Fund		
	Mid Cap Growth Portfolio	Registered Investment Company	747,512
	Neuberger Berman Genesis Fund Trust Class	Registered Investment Company	402,719
	Davis New York Venture Fund, Inc. - Class A	Registered Investment Company	1,131,099
	Janus Forty Fund Class S	Registered Investment Company	2,858,126
	Columbia Mid-Cap Value Opportunity K	Registered Investment Company	690,847
	Harbor International Fund	Registered Investment Company	2,981,229
	DFA Emerging Markets Core Equity Portfolio		
	Institutional Class	Registered Investment Company	239,905
	Prudential Jennison Small Company Fund Class Z	Registered Investment Company	299,585
	Vanguard Mid-Cap Index Fund Signal Shares	Registered Investment Company	155,117
	Vanguard Small-Cap Index Fund Signal Shares	Registered Investment Company	397,088
	Vanguard Equity-Income Fund Admiral Shares	Registered Investment Company	1,259,817
*	Fidelity Brokerage Link	Self-Directed Brokerage Account	160,408
*	Fidelity Government Income Fund	Registered Investment Company	422,752
*	Fidelity Balanced Fund	Registered Investment Company	2,091,432
*	Fidelity Freedom Income Fund	Registered Investment Company	227,910
*	Fidelity Freedom 2000 Fund	Registered Investment Company	96,334
*	Fidelity Freedom 2010 Fund	Registered Investment Company	43,564
*	Fidelity Freedom 2020 Fund	Registered Investment Company	1,172,423
*	Fidelity Freedom 2030 Fund	Registered Investment Company	1,683,907
*	Fidelity Retirement Money Market Portfolio	Registered Investment Company	1,233,387
*	Fidelity Freedom 2040 Fund	Registered Investment Company	860,841
*	Fidelity Freedom 2005 Fund	Registered Investment Company	1,502,806
*	Fidelity Freedom 2015 Fund	Registered Investment Company	809,276
*	Fidelity Freedom 2025 Fund	Registered Investment Company	737,753
	Spartan 500 Index Fund Investor Class	Registered Investment Company	820,412
*	Fidelity Freedom 2035 Fund	Registered Investment Company	648,644
*	Fidelity Freedom 2045 Fund	Registered Investment Company	164,898
*	Fidelity Freedom 2050 Fund	Registered Investment Company	119,043
*	Fidelity Freedom 2055 Fund	Registered Investment Company	7,828
			<hr/> 25,568,842
*	Participant loans	4.25% to 6%	<hr/> 488,715
			<hr/> <hr/> \$ 26,057,557

* Party-in-interest as defined by ERISA

HEALTHCARE PARTNERS OF NEVADA 401(K) PLAN

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions

Employer Identification Number (EIN): 27-0398693

Plan Number (PN): 001

December 31, 2012

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check Here if Late Participant Loan Repayments are included: ☐	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
\$ 10,804	\$ 1,721	\$ 9,083	\$ -	\$ -

HEALTHCARE PARTNERS OF NEVADA 401(K) PLAN

**Financial Statements
and
Supplemental Schedules**

**December 31, 2012 and 2011
(With Independent Auditor's Report Thereon)**

HEALTHCARE PARTNERS OF NEVADA 401(K) PLAN

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Independent Auditor's Report

To the Plan Administrator
Healthcare Partners of Nevada 401(k) Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Healthcare Partners of Nevada 401(k) Plan (the "Plan"), 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 year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the trustee as of December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

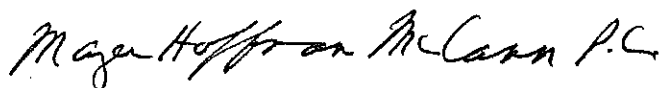
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets (Held at End of Year) and Schedule of Delinquent Participant Contributions, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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 schedules, 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.



October 4, 2013
Clearwater, Florida

HEALTHCARE PARTNERS OF NEVADA 401(K) PLAN

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets:		
Registered investment companies, at fair value	\$ <u>25,568,842</u>	<u>14,474,809</u>
Total investments	25,568,842	14,474,809
Receivables:		
Participant	174,292	103,867
Employer	39,559	19,876
Notes receivable from participants	<u>488,715</u>	<u>227,327</u>
Total assets	26,271,408	14,825,879
Liabilities:		
Excess participant contributions payable	<u>95,985</u>	<u>138,690</u>
Net assets available for benefits	\$ <u><u>26,175,423</u></u>	<u><u>14,687,189</u></u>

HEALTHCARE PARTNERS OF NEVADA 401(K) PLAN

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2012

Additions to net assets attributed to:	
Net appreciation in fair value of registered investment companies	\$ 1,828,036
Interest and dividends	527,492
Interest income from notes receivable from participants	<u>13,322</u>
Total investment income	2,368,850
Contributions:	
Participant	2,703,021
Employer	706,029
Rollover	<u>78,750</u>
Total additions to net assets	5,856,650
Deductions from net assets attributed to:	
Benefits paid to participants	1,194,944
Administrative expenses	61,923
Other expenses	<u>15,126</u>
Total deductions from net assets	<u>1,271,993</u>
Net increase	4,584,657
Transfers in	6,903,577
Net assets available for benefits:	
Beginning of year	<u>14,687,189</u>
End of year	<u><u>\$ 26,175,423</u></u>

HEALTHCARE PARTNERS OF NEVADA 401(K) PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(1) Plan Description

The following is a brief description of the Healthcare Partners of Nevada 401(k) Plan (Plan) and is provided for general information purposes only. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

(a) General

The Plan is a multiple employer defined-contribution plan covering certain related entities of Healthcare Partners of Nevada (Company). The entities that have adopted the Plan include JSA P5 Nevada, LLC (P5 Nevada), JSA Professional Association (PA), Resource Advisors Corporation (RAC), and Healthcare Partners Medical Group Bacchus LTD. During August 2012, Cardiovascular Consultants of Nevada 401(k) Retirement Plan (CCN) was merged into the Plan. Assets of \$6,903,577 were transferred into the Plan. Employees become eligible to participate in the Plan in the month following completion of nine months of service and attaining the age of 18. Employees may enter the Plan on the first day of the month after completion of the required service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan is administered by the Company's Investment Committee, which is a committee of certain employees and senior managers of the Company. The Committee has overall responsibility for the operation and administration of the Plan. The Committee determines the appropriateness of the Plan's investment offerings and monitors investment performance.

(b) Contributions

Participants may elect to contribute up to 75% of their pre-tax compensation up to a maximum of \$17,000 for the year ended December 31, 2012. The Plan also provides for "catch-up" contributions subject to IRS limitations. The Plan also allows for Roth contributions.

Effective November 1, 2010, the Plan adopted the Fidelity Volume Submitter Plan (Fidelity Plan). Under the Fidelity Plan, the Company may make discretionary contributions. During 2012, the Company made discretionary contributions of approximately \$706,000.

The Company, at its discretion, may also make discretionary profit sharing contributions. Participants must be employed on the last day of the Plan year and have completed 1,000 hours of service in order to receive their contribution. No such contributions were made for the year ended December 31, 2012.

The Plan also accepts rollovers and direct transfers from other tax-qualified plans.

HEALTHCARE PARTNERS OF NEVADA 401(K) PLAN

Notes to Financial Statements - Continued

(1) Plan Description - Continued

(c) Participant Accounts

Each participant's account is credited with the participant's contribution and an allocation of (a) the Company's contribution and (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. A separate account is maintained for each investment option selected by the participant. Earnings and losses of the Plan are allocated to each participant based upon the ratio of their account to the total of all participants' accounts. Participants may purchase shares of mutual funds not offered by the Plan through the brokerage account. All allocations are made on a daily basis.

(d) Vesting

Participants are immediately vested in their own salary deferral and rollover contributions, plus actual earnings thereon. Participants who were employed by the Company at any time after December 31, 2008, become 100% vested in the Company matching contributions and Company discretionary profit sharing contributions after four years of credited service based on the following table:

Years of Service

Less than one year	0%
One year but less than two	25%
Two years but less than three	50%
Three years but less than four	75%
Four years or more	100%

Participants who are not employed by the Company at any time after December 31, 2008, and employees of MDS, and participants of the Fremont plan who terminated employment prior to November 1, 2010 become 100% vested in the Company matching and Company discretionary profit sharing contributions after six years of credited service based on the following table:

Years of Service

Less than two years	0%
Two years but less than three	20%
Three years but less than four	40%
Four years but less than five	60%
Five years but less than six	80%
Six years or more	100%

Participants also become fully vested upon reaching their normal retirement age (age 65) or when they satisfy the conditions of early retirement age, death or retirement due to disability.

HEALTHCARE PARTNERS OF NEVADA 401(K) PLAN

Notes to Financial Statements - Continued

(1) Plan Description - Continued

(e) Notes Receivable from Participants

Participants may borrow from their account a minimum of \$1,000 with the maximum equal to the lesser of \$50,000 or 50% of their vested account balance. A participant may not have more than two loans outstanding from the Plan at any time. Loan terms range from one to five years and are collateralized by the respective participant's account and are evidenced by a note which bears interest at prevailing interest rates. Principal and interest are paid ratably through payroll deductions. All loans shall be repaid within five years, unless the loan qualifies as a home loan in which the loan term shall not exceed 15 years.

(f) Withdrawals

The Plan allows participants to withdraw a portion of their vested account balance in the event of immediate and heavy financial need. Any hardship withdrawal is limited to the amount needed to meet the financial need but shall be for no less than \$500, and must qualify with respect to Plan provisions. The Plan also allows for in service withdrawals from vested accounts by participants who have reached age 59 ½.

(g) Benefit Payments

In the event of termination of employment with the Company, a participant shall be entitled to benefits equal to a lump-sum amount equal to the value of the participant's vested interest in his or her account, maintain their account with the Plan, or a combination of both. If the value of a terminated participant's vested benefit does not exceed \$5,000, the entire amount shall be paid to the participant in a single lump sum or combined within another qualified plan within 90 days.

(h) Forfeitures

Forfeitures from the Plan are used to reduce future employer contributions or to reduce administrative expenses. Forfeitures available for reduction of future employer contributions were approximately \$77,000 and \$81,000 at December 31, 2012 and 2011, respectively. For the year ended December 31, 2012, the Company used approximately \$39,000 of forfeited non-vested account balances to offset administrative expenses.

HEALTHCARE PARTNERS OF NEVADA 401(K) PLAN

Notes to Financial Statements - Continued

(2) Summary of Accounting Policies

(a) Basis of Accounting

The financial statements of the Plan are prepared under the accrual basis of accounting.

(b) 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 reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. Estimates also affect reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

(c) Notes Receivable from Participants

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest. No allowance for credit losses has been recorded as of December 31, 2012 or 2011. If a participant ceases to make loan repayments and the Plan Administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

(d) Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date based on quoted market prices. Realized and unrealized gains and losses represent the change in market value of the investments during the year. Purchases and sales of investments are recorded on a trade-date basis. Interest income is accrued when earned.

(e) Administrative Expenses

Plan expenses may be paid out of Plan assets unless paid by the Company. Company personnel also perform various administrative services for the Plan, including limited assistance with the maintenance of participant records. The amount of payroll and related overhead costs associated with these services is not included in the accompanying financial statements.

HEALTHCARE PARTNERS OF NEVADA 401(K) PLAN

Notes to Financial Statements - Continued

(2) Summary of Accounting Policies - Continued

(f) Risks and Uncertainties

The Plan provides for various investment options in any combination of investment securities offered by the Plan. Investment securities are exposed to various risks, such as interest rate, market and credit. 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 plan benefits.

(g) New Pronouncements

In May 2011, FASB issued Accounting Standards Update No. 2011-04 Fair Value Measurement (Topic 820), *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in US GAAP and IFRS* (ASU 2011-04). ASU 2011-04 amendments result in common fair value measurement and disclosure requirements in U.S. GAAP and IFRSs. The amendments in ASU 2011-04 change the wording used to describe many of the requirements in U.S. GAAP for measuring fair value and disclosing information about fair value measurements. However, ASU 2011-04 does not require additional fair value measurements and is not intended to establish valuation standards or affect valuation practices outside of financial reporting. This guidance is effective for annual periods beginning after December 15, 2011. Adoption of this guidance did not have a material impact on the Plan's financial statements.

(3) Plan Termination

Although the Company has not expressed any intent to do so, it 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 become 100% vested in their accounts.

(4) Tax Status

The Plan has adopted the Fidelity Plan which obtained its latest opinion letter on March 31, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with applicable requirements of the IRC. Although the Plan has been amended since receiving the determination and opinion letters, the Plan Administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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. The Plan has recognized no interest or penalties related to uncertain tax positions. 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.

HEALTHCARE PARTNERS OF NEVADA 401(K) PLAN

Notes to Financial Statements - Continued

(5) Information Prepared and Certified by the Trustee (Unaudited)

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company (Fidelity), the trustee, has certified that the following data included in the accompanying financial statements and supplemental schedules is complete and accurate:

- Total investments at fair value and notes receivable from participants as shown in the statements of net assets available for benefits;
- Total investment income together with related investment activity as shown in the statement of changes in net assets available for benefits;
- The Schedule of Assets (Held at End of Year), as shown in the supplemental schedule.

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

(6) Investments

The fair value of investments which individually comprise greater than 5% of net assets available for plan benefits as of December 31, 2012 and 2011 is as follows:

	<u>2012</u>	<u>2011</u>
Registered investment companies, at fair value:		
Fidelity Balanced Fund	\$ 2,091,432	1,513,825
Fidelity Freedom 2005 Fund	1,502,806	1,381,830
Fidelity Freedom 2015 Fund	*	824,860
Fidelity Freedom 2020 Fund	*	856,213
Fidelity Freedom 2030 Fund	1,683,907	1,181,420
Fidelity Retirement Money Market Portfolio	*	1,295,318
Harbor International Fund	2,981,229	1,086,531
Janus Forty Fund Class S	2,858,126	776,350
PIMCO Total Return Fund	1,602,180	*

* Investment did not represent 5% or more of the Plan's net assets.

HEALTHCARE PARTNERS OF NEVADA 401(K) PLAN

Notes to Financial Statements - Continued

(7) Parties-in-Interest

Certain Plan investments are shares of mutual funds managed by Fidelity. Fidelity is the trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. Fees incurred by the Plan for the investment management services are included in net appreciation in fair value of the investments, as they are paid through revenue sharing, rather than a direct payment. During 2012, the Plan paid Fidelity approximately \$18,000 for recordkeeping services. Additionally, the Plan paid \$19,000 to Mayer Hoffman McCann P.C. for professional services related to the auditing of the financial statements and approximately \$24,000 to Fiduciary Advisors and Strategic Advisors for investment advisory services. These transactions qualify as party-in-interest transactions, as defined in Section 3(14) of ERISA. They are, however, expressly exempted from the prohibited transaction rule. The Company pays other fees related to the Plan's operations.

(8) Excess Contributions Payable

The Plan's statement of net assets available for benefits at December 31, 2012 and 2011 include \$95,985 and \$138,690, respectively, of excess contributions payable to certain active participants to return to them excess deferrals required to satisfy the relevant nondiscrimination provisions of the Plan.

(9) Fair Value Measurements

The Plan applies the provisions of ASC 820 in measuring fair value. ASC 820 established a three tier fair value hierarchy which prioritized the inputs used in measuring fair value as follows:

Level 1: Observable inputs such as quoted prices in active markets;

Level 2: Inputs, other than quoted prices in active markets, that are observable either directly or indirectly;

Level 3: Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The asset'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. Following is a description of the valuation methodologies used for investments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

Registered Investment Companies

Registered investment companies are valued at quoted market prices, which represent net asset values of shares held by the Plan at year end and are classified as Level 1 investments.

HEALTHCARE PARTNERS OF NEVADA 401(K) PLAN

Notes to Financial Statements - Continued

(9) Fair Value Measurements - Continued

As of December 31, 2012 and 2011, the Plan's investments measured at fair value on a recurring basis were as follows:

Description	Assets Measured at Fair Value at 12/31/2012	Fair Value Measurements at 12/31/2012 Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Registered investment companies:				
Large Cap	\$ 6,069,454	6,069,454	-	-
Mid Cap	1,996,195	1,996,195	-	-
Small Cap	696,673	696,673	-	-
International	3,221,134	3,221,134	-	-
Blended	10,166,659	10,166,659	-	-
Bond	2,024,932	2,024,932	-	-
Short-term	1,233,387	1,233,387	-	-
Self directed brokerage accounts	160,408	160,408	-	-
	<u>\$ 25,568,842</u>	<u>25,568,842</u>	<u>-</u>	<u>-</u>
Description	Assets Measured at Fair Value at 12/31/2011	Fair Value Measurements at 12/31/2011 Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Registered investment companies:				
Large Cap	\$ 2,184,732	2,184,732	-	-
Mid Cap	1,117,668	1,117,668	-	-
Small Cap	658,289	658,289	-	-
International	1,086,531	1,086,531	-	-
Blended	7,065,722	7,065,722	-	-
Bond	1,066,549	1,066,549	-	-
Short-term	1,295,318	1,295,318	-	-
	<u>\$ 14,474,809</u>	<u>14,474,809</u>	<u>-</u>	<u>-</u>

HEALTHCARE PARTNERS OF NEVADA 401(K) PLAN

Notes to Financial Statements - Continued

(10) Reconciliation to Form 5500

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

	<u>2012</u>	<u>2011</u>
Net assets available for benefits for financial reporting purposes	\$ 26,175,423	14,687,189
Participant and employer contributions receivable	(213,851)	(123,743)
Excess employee contributions payable	<u>95,985</u>	<u>138,690</u>
Net assets available for benefits for Form 5500 purposes	<u>\$ 26,057,557</u>	<u>14,702,136</u>

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

Net increase for financial reporting purposes	\$ 4,584,657
Participant and employer contributions receivable as of December 31, 2012	(213,851)
Participant and employer contributions receivable as of December 31, 2011	123,743
Excess contributions payable as of December 31, 2012	95,985
Excess contributions payable as of December 31, 2011	<u>(138,690)</u>
Net increase for Form 5500 purposes	<u>\$ 4,451,844</u>

(11) Subsequent Events

In accordance with ASC 855, *Subsequent Events*, plan management has evaluated events that have occurred subsequent to the year ended December 31, 2012 through October 4, 2013, the date which the financial statements were available to be issued.

HEALTHCARE PARTNERS OF NEVADA 401(K) PLAN

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

Employer Identification Number (EIN): 27-0398693

Plan Number (PN): 001

December 31, 2012

(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	(e) Current value
	PIMCO Total Return Fund	Registered Investment Company	\$ 1,602,180
	Morgan Stanley Institutional Fund		
	Mid Cap Growth Portfolio	Registered Investment Company	747,512
	Neuberger Berman Genesis Fund Trust Class	Registered Investment Company	402,719
	Davis New York Venture Fund, Inc. - Class A	Registered Investment Company	1,131,099
	Janus Forty Fund Class S	Registered Investment Company	2,858,126
	Columbia Mid-Cap Value Opportunity K	Registered Investment Company	690,847
	Harbor International Fund	Registered Investment Company	2,981,229
	DFA Emerging Markets Core Equity Portfolio		
	Institutional Class	Registered Investment Company	239,905
	Prudential Jennison Small Company Fund Class Z	Registered Investment Company	299,585
	Vanguard Mid-Cap Index Fund Signal Shares	Registered Investment Company	155,117
	Vanguard Small-Cap Index Fund Signal Shares	Registered Investment Company	397,088
	Vanguard Equity-Income Fund Admiral Shares	Registered Investment Company	1,259,817
*	Fidelity Brokerage Link	Self-Directed Brokerage Account	160,408
*	Fidelity Government Income Fund	Registered Investment Company	422,752
*	Fidelity Balanced Fund	Registered Investment Company	2,091,432
*	Fidelity Freedom Income Fund	Registered Investment Company	227,910
*	Fidelity Freedom 2000 Fund	Registered Investment Company	96,334
*	Fidelity Freedom 2010 Fund	Registered Investment Company	43,564
*	Fidelity Freedom 2020 Fund	Registered Investment Company	1,172,423
*	Fidelity Freedom 2030 Fund	Registered Investment Company	1,683,907
*	Fidelity Retirement Money Market Portfolio	Registered Investment Company	1,233,387
*	Fidelity Freedom 2040 Fund	Registered Investment Company	860,841
*	Fidelity Freedom 2005 Fund	Registered Investment Company	1,502,806
*	Fidelity Freedom 2015 Fund	Registered Investment Company	809,276
*	Fidelity Freedom 2025 Fund	Registered Investment Company	737,753
	Spartan 500 Index Fund Investor Class	Registered Investment Company	820,412
*	Fidelity Freedom 2035 Fund	Registered Investment Company	648,644
*	Fidelity Freedom 2045 Fund	Registered Investment Company	164,898
*	Fidelity Freedom 2050 Fund	Registered Investment Company	119,043
*	Fidelity Freedom 2055 Fund	Registered Investment Company	7,828
			<hr/> 25,568,842
*	Participant loans	4.25% to 6%	<hr/> 488,715
			<hr/> <hr/> \$ 26,057,557

* Party-in-interest as defined by ERISA

HEALTHCARE PARTNERS OF NEVADA 401(K) PLAN

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions

Employer Identification Number (EIN): 27-0398693

Plan Number (PN): 001

December 31, 2012

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check Here if Late Participant Loan Repayments are included: ☐	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
\$ 10,804	\$ 1,721	\$ 9,083	\$ -	\$ -