

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
---	---	--

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>INTEGRACARE AND AFFILIATES 401(K) PLAN AND TRUST</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1997</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1997</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/1997</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>INTEGRACARE HOLDINGS, INC C/O KINDRED HEALTHCARE, INC.</u> <u>680 S. 4TH STREET</u> <u>LOUISVILLE, KY 40202</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>20-8781607</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>817-310-4941</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>621610</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>20-8781607</u>	2c Sponsor's telephone number <u>817-310-4941</u>	2d Business code (see instructions) <u>621610</u>	
2b Employer Identification Number (EIN) <u>20-8781607</u>					
2c Sponsor's telephone number <u>817-310-4941</u>					
2d Business code (see instructions) <u>621610</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	<u>10/14/2013</u> Date	<u>ANDREA ROMISHER</u> Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 991
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	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	0
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 2T 3D		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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 <u>INTEGRACARE AND AFFILIATES 401(K) PLAN AND TRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>INTEGRACARE HOLDINGS, INC C/O KINDRED HEALTHCARE, INC.</u>	D Employer Identification Number (EIN) <u>20-8781607</u>

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

RBC CAPITAL MARKETS CORPORATION 100 CRESENT COURT
SUITE 1500
DALLAS, TX 75201

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

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

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

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

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

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

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

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

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

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

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

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)

RBC CAPITAL MARKETS CORPORATIO

100 CRESENT COURT
SUITE 1500
DALLAS, TX 75201

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
33 63	BROKER	0	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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

ASCENSUS

11-3665754

(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?
99 15 37 60 50	RECORDKEEPER	14358	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ASCENSUS	15 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.
AMERICAN CENTURY INVESTMENTS PO BOX 419200 KANSAS CITY, MO 64141-6200	SEE THE ATTACHED FORMULA DESCRIPTION REPORT LISTING THE FORMULAS FOR SUB-TA REVENUE BY FUND.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ASCENSUS	15 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.
DWS INVESTMENTS 210 W. 10TH STREET KANSAS CITY, MO 64121	SEE THE ATTACHED FORMULA DESCRIPTION REPORT LISTING THE FORMULAS FOR SUB-TA REVENUE BY FUND.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ASCENSUS	15 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.
INVESCO AIM 1166 AVENUE OF THE AMERICAS #27 NEW YORK, NY 10036	SEE THE ATTACHED FORMULA DESCRIPTION REPORT LISTING THE FORMULAS FOR SUB-TA REVENUE BY FUND.	

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
ASCENSUS	15 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.
IVY 6300 LAMAR AVENUE SHAWNEE MISSION, KS 66202-4247	SEE THE ATTACHED FORMULA DESCRIPTION REPORT LISTING THE FORMULAS FOR SUB-TA REVENUE BY FUND.	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ASCENSUS	15 60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPPENHEIMER TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET NEW YORK, NY 10281	SEE THE ATTACHED FORMULA DESCRIPTION REPORT LISTING THE FORMULAS FOR SUB-TA REVENUE BY FUND.	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ASCENSUS	15 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 840 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660	SEE THE ATTACHED FORMULA DESCRIPTION REPORT LISTING THE FORMULAS FOR SUB-TA REVENUE BY FUND.	

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
ASCENSUS	15 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.
PRINCIPAL FINANCIAL GROUP 711 HIGH STREET DES MOINES, IA 50392	SEE THE ATTACHED FORMULA DESCRIPTION REPORT LISTING THE FORMULAS FOR SUB-TA REVENUE BY FUND.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
RBC CAPITAL MARKETS CORPORATIO	33 63	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.
AMERICAN CENTURY INVESTMENTS PO BOX 419200 KANSAS CITY, MO 64141-6200	SEE THE ATTACHED FORMULA DESCRIPTION REPORT LISTING THE FORMULAS FOR 12B-1 REVENUE BY FUND.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
RBC CAPITAL MARKETS CORPORATIO	33 63	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.
DWS INVESTMENTS 210 W. 10TH STREET KANSAS CITY, MO 64121	SEE THE ATTACHED FORMULA DESCRIPTION REPORT LISTING THE FORMULAS FOR 12B-1 REVENUE BY FUND.	

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
RBC CAPITAL MARKETS CORPORATIO	33 63	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.
INVESCO AIM	1166 AVENUE OF THE AMERICAS #27 NEW YORK, NY 10036	SEE THE ATTACHED FORMULA DESCRIPTION REPORT LISTING THE FORMULAS FOR 12B-1 REVENUE BY FUND.
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
RBC CAPITAL MARKETS CORPORATIO	33 63	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.
IVY	6300 LAMAR AVENUE SHAWNEE MISSION, KS 66202-4247	SEE THE ATTACHED FORMULA DESCRIPTION REPORT LISTING THE FORMULAS FOR 12B-1 REVENUE BY FUND.
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
RBC CAPITAL MARKETS CORPORATIO	33 63	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPPENHEIMER	TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET NEW YORK, NY 10281	SEE THE ATTACHED FORMULA DESCRIPTION REPORT LISTING THE FORMULAS FOR 12B-1 REVENUE BY FUND.

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
RBC CAPITAL MARKETS CORPORATIO	33 63	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 840 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660	SEE THE ATTACHED FORMULA DESCRIPTION REPORT LISTING THE FORMULAS FOR 12B-1 REVENUE BY FUND.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
RBC CAPITAL MARKETS CORPORATIO	33 63	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.
PRINCIPAL FINANCIAL GROUP 711 HIGH STREET DES MOINES, IA 50392	SEE THE ATTACHED FORMULA DESCRIPTION REPORT LISTING THE FORMULAS FOR 12B-1 REVENUE BY FUND.

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>INTEGRACARE AND AFFILIATES 401(K) PLAN AND TRUST</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>INTEGRACARE HOLDINGS, INC C/O KINDRED HEALTHCARE, INC.</u>	D Employer Identification Number (EIN) <u>20-8781607</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1	Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	70000	0
	(2) Participant contributions	1b(2)	16716	0
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	291580	0
	(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)	115339	0
	(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)	2347294	0
	(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	2840929	0

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	2840929	0
---	-----------	---------	---

Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	72000	
(B) Participants	2a(1)(B)	516425	
(C) Others (including rollovers)	2a(1)(C)	3697	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		592122
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(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)	4190	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		4190
(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)	71887	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		71887
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(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)		231892
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		900091

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	219701	
(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)		219701
f Corrective distributions (see instructions)	2f		69147
g Certain deemed distributions of participant loans (see instructions).....	2g		5122
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	8449	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		8449
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		302419

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		597672
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		3438601

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: **BKD**

(2) EIN: **44-0160260**

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

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

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☒ Yes ☐ No Amount: 0

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)

KINDRED 401(K) PLAN

5b(2) EIN(s)	5b(3) PN(s)
61-1323993	001

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>INTEGRACARE AND AFFILIATES 401(K) PLAN AND TRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>INTEGRACARE HOLDINGS, INC C/O KINDRED HEALTHCARE, INC.</u>	D Employer Identification Number (EIN) <u>20-8781607</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>45-0404698</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): _____

IntegraCare & Affiliates 401(k) Plan & Trust

EIN 20-8781607 PN 001

Auditor's Report and Financial Statements

December 31, 2012 and 2011



IntegraCare & Affiliates 401(k) Plan & Trust

December 31, 2012 and 2011

Contents

Independent Auditor's Report.....	1
--	----------

Financial Statements

Statements of Net Assets Available for Benefits.....	3
Statements of Changes in Net Assets Available for Benefits.....	4
Notes to Financial Statements	5

Independent Auditor's Report

401(k) Committee
IntegraCare & Affiliates 401(k) Plan & Trust
Grapevine, Texas

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of IntegraCare & Affiliates 401(k) Plan & Trust (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 years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

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

Disclaimer of Opinion

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

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

The form and content of the information included in the financial statements, 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*.

BKD, LLP

Dallas, Texas
October 9, 2013

Federal Employer Identification Number: 44-0160260

IntegraCare & Affiliates 401(k) Plan & Trust

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

Assets

	2012	2011
Investments, At Fair Value		
Money market funds	\$ 321,364	\$ 291,580
Mutual funds	<u>2,915,197</u>	<u>2,347,293</u>
	<u>3,236,561</u>	<u>2,638,873</u>
 Receivables		
Notes receivable from participants	113,626	115,031
Employer's contribution	72,000	70,000
Participants' contributions	<u>16,414</u>	<u>16,716</u>
	<u>202,040</u>	<u>201,747</u>
 Net Assets Available for Benefits	<u><u>\$ 3,438,601</u></u>	<u><u>\$ 2,840,620</u></u>

IntegraCare & Affiliates 401(k) Plan & Trust
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2012 and 2011

	2012	2011
Investment Income (Loss)		
Net appreciation (depreciation) in fair value of investments	\$ 232,201	\$ (220,412)
Interest and dividends	<u>71,887</u>	<u>49,626</u>
Total investment income (loss)	<u>304,088</u>	<u>(170,786)</u>
Interest Income on Notes Receivable from Participants	<u>4,190</u>	<u>3,322</u>
Contributions		
Participants	516,425	480,766
Employer	72,000	70,000
Rollovers	<u>3,697</u>	<u>80,584</u>
	<u>592,122</u>	<u>631,350</u>
Total additions	<u>900,400</u>	<u>463,886</u>
Deductions		
Benefits paid to participants	293,970	230,038
Administrative fees	<u>8,449</u>	<u>11,735</u>
Total deductions	<u>302,419</u>	<u>241,773</u>
Net Increase	597,981	222,113
Net Assets Available for Benefits, Beginning of Year	<u>2,840,620</u>	<u>2,618,507</u>
Net Assets Available for Benefits, End of Year	<u><u>\$ 3,438,601</u></u>	<u><u>\$ 2,840,620</u></u>

IntegraCare & Affiliates 401(k) Plan & Trust

Notes to Financial Statements

December 31, 2012 and 2011

Note 1: Description of the Plan

The following description of IntegraCare & Affiliates 401(k) Plan & Trust (Plan) provides only general information. Participants should refer to the plan document and *Summary Plan Description*, which are available from the plan administrator, for a more complete description of the Plan's provisions.

General

The Plan was formed on January 1, 1997, and was restated and amended on December 31, 2012. The Plan is a defined contribution plan whereby eligible employees of IntegraCare Holdings, Inc. (Company) are permitted to make contributions that are tax-deferred under Section 401(k) of the Internal Revenue Code (IRC).

The Plan is designed to conform with the requirements of the *Employee Retirement Income Security Act of 1974* (ERISA). Eligible employees who are at least 21 years of age and who complete one-year of service or work 1,000 hours may enroll in the Plan on the first day following completion of eligibility requirements. Eligible employees include all employees of the Company except for those employees covered by a collective bargaining agreement and nonresident aliens. OFI Trust Company is the trustee of the Plan.

Contributions

Each year, participants may contribute up to 100% of their annual eligible compensation to the Plan on a pretax basis subject to Internal Revenue Service (IRS) limitations. Participants over 50 years of age are allowed catch-up contributions. Participants have the right to make rollover contributions into the Plan from another qualified plan.

The Plan provides for discretionary matching contributions to eligible participants as determined annually by the Company. The Company approved a discretionary matching contribution of \$72,000 and \$70,000 for the years ended December 31, 2012 and 2011, respectively.

Participant Investment Account Options

Investment account options available include various funds. Each participant has the option of directing their contributions into any of the separate investment accounts and may change the allocation daily.

IntegraCare & Affiliates 401(k) Plan & Trust

Notes to Financial Statements

December 31, 2012 and 2011

Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's discretionary matching contribution and plan earnings. Each participant's earnings are invested separately according to the individual's investment direction so that each participant's account realizes appreciation or depreciation based on related investment performance. Plan earnings are calculated and credited to each participant's account on a daily basis. The benefits to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Vesting

Participants are immediately vested in their contributions and related earnings thereon. Vesting in the Company's contribution portion of their accounts plus earnings thereon is based on years of service, participants are credited with one-year of service if they work over 1,000 hours during a year, which occurs at a rate of 20% after two years of service, 40% after three years of service, 65% after four years of service with participants being 100% vested after five years. In the event of disability, early retirement or death, the participant will immediately become fully vested.

Payment of Benefits

Benefits may be paid under the Plan, subject to limitations and conditions imposed by the IRC, upon a participant's termination of employment, retirement, disability, death or hardship due to an immediate and heavy financial need. Participants may elect to receive the value of their account in either a lump-sum, installment, annuity, direct rollover or a combination thereof. The Plan specifies lump-sum distributions or installment payments for required minimum distributions. As of December 31, 2012 and 2011, there were no accounts of participants who have elected a withdrawal from the Plan but have not yet been paid.

Forfeited Accounts

When an employee termination occurs, the nonvested portion of the participant's account, as defined by the Plan, represents a forfeiture. Forfeitures of matching contributions may be used to pay plan expenses or supplement employer discretionary matching contributions. At December 31, 2012 and 2011, there were no unallocated forfeitures.

Participant Loans

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance, reduced by the participant's highest outstanding loan balance in the previous 12 months. The loans are secured by the balance in the participant's account and bear interest at a reasonable rate as determined by the plan administrator.

IntegraCare & Affiliates 401(k) Plan & Trust

Notes to Financial Statements

December 31, 2012 and 2011

at the time the loan originates based on local prevailing rates. Loan repayments are made ratably through payroll deductions over a period not to exceed five years, unless the loans were used to purchase a primary residence in which case the loan term may not exceed 15 years. Participants may only have one loan outstanding at a time.

Plan Termination

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

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

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

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 the reported amounts of net assets and changes in net assets and disclosures of contingent assets and liabilities at the date of the financial statements. Actual results may differ from those estimates.

Valuation of Investments and Income Recognition

Quoted market prices, if available, are used to value investments. Mutual funds and money market funds are valued at the net asset value (NAV) of shares held by the Plan at year-end.

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

Notes Receivable from Participants

Notes receivable from participants are reported at amortized principal balance plus accrued but unpaid interest. Delinquent notes receivable from participants may be reclassified as distributions based upon the terms of the plan document.

IntegraCare & Affiliates 401(k) Plan & Trust

Notes to Financial Statements

December 31, 2012 and 2011

Plan Tax Status

The Plan operates under a nonstandardized adoption agreement in connection with a volume submitter prototype profit-sharing plan and trust document sponsored by OppenheimerFunds Distributor, Inc. This prototype plan document has been filed with the appropriate agency. The Plan has not obtained or requested a determination letter. However, the plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and that the Plan was qualified and the related trust was tax exempt as of the financial statement date.

With few exceptions, the Plan is no longer subject to U.S. federal, state and local or non-U.S. income tax examinations by tax authorities for years before 2009.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Administrative expenses may be paid by the Company or the Plan, at the Company's discretion.

Transfers Between Fair Value Hierarchy Levels

Transfers in and out of Level 1 (quoted market prices), Level 2 (other significant observable inputs) and Level 3 (significant unobservable inputs) are recognized on the actual transfer date.

Note 3: Investments

The fair value of the Plan's investments at the end of the year is as follows:

	2012	2011
Money market funds	\$ 321,364	\$ 291,580
Mutal funds	<u>2,915,197</u>	<u>2,347,293</u>
	<u><u>\$ 3,236,561</u></u>	<u><u>\$ 2,638,873</u></u>

IntegraCare & Affiliates 401(k) Plan & Trust

Notes to Financial Statements

December 31, 2012 and 2011

The Plan's investments (including investments bought, sold and held during the year) appreciated (depreciated) in fair value as follows:

	<u>2012</u>	<u>2011</u>
Mutal funds	\$ 232,201	\$ (220,412)

The fair value of individual investments that represented 5% or more of the Plan's net assets available for benefits were as follows:

	<u>2012</u>	<u>2011</u>
American Century LVESTRA 2015 Port A	\$ 599,228	N/A
American Century LVESTRA 2040 Port A	\$ 457,138	N/A
Oppenheimer Cash Reserves A	\$ 291,950	\$ 257,552
American Century LVESTRA 2025 Port A	\$ 287,973	N/A
American Century LVESTRA 2030 Port A	\$ 282,303	N/A
Oppenheimer Transition 2015 Fund A	N/A	\$ 552,399
Oppenheimer Transition 2040 Fund A	N/A	\$ 473,555
Oppenheimer Transition 2030 Fund A	N/A	\$ 248,430
Oppenheimer Transition 2025 Fund A	N/A	\$ 198,438
Oppenheimer Transition 2050 Fund A	N/A	\$ 152,389

Interest and dividends realized on the Plan's investments for the years ended December 31, 2012 and 2011, was \$71,887 and \$49,626, respectively.

Note 4: Disclosure About Fair Value of Plan Assets

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. Fair value measurement must maximize the use of observable inputs and minimize unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets or liabilities
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities
- Level 3** Unobservable inputs supported by little or no market activity and are significant to the fair value of the assets or liabilities

IntegraCare & Affiliates 401(k) Plan & Trust

Notes to Financial Statements

December 31, 2012 and 2011

Recurring Measurements

The following table presents the fair value measurements of assets recognized in the accompanying statements of net assets available for benefits measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2012 and 2011:

		Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	Fair Value			
December 31, 2012				
Mutual funds				
Blended funds	\$ 282,701	\$ 282,701	\$ -	\$ -
Value funds	59,117	59,117	-	-
Lifecycle funds	1,864,367	1,864,367	-	-
Bond funds	180,043	180,043	-	-
Growth funds	16,792	16,792	-	-
International funds	220,623	220,623	-	-
Other funds	291,554	291,554	-	-
Money market funds	321,364	321,364	-	-
December 31, 2011				
Mutual funds				
Blended funds	\$ 211,956	\$ 211,956	\$ -	\$ -
Value funds	32,034	32,034	-	-
Lifecycle funds	1,692,484	1,692,484	-	-
Bond funds	135,081	135,081	-	-
Growth funds	12,065	12,065	-	-
International funds	99,973	99,973	-	-
Other funds	163,700	163,700	-	-
Money market funds	291,580	291,580	-	-

IntegraCare & Affiliates 401(k) Plan & Trust

Notes to Financial Statements

December 31, 2012 and 2011

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying statements of net assets available for benefits, as well as the general classification of such assets pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the year ended December 31, 2012. The Plan had no liabilities measured at fair value on a recurring basis. In addition, the Plan had no assets or liabilities measured at fair value on a nonrecurring basis.

Investments

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. If quoted market prices are not available, then fair values are estimated by using quoted prices of securities with similar characteristics or independent asset pricing services and pricing models, the inputs of which are market-based or independently sourced market parameters, including, but not limited to, yield curves, interest rates, volatilities, prepayments, defaults, cumulative loss projections and cash flows. Such securities are classified in Level 2 of the valuation hierarchy. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy.

Note 5: Reconciliation of Financial Statements to Form 5500

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

	2012	2011
Net assets available for benefits per the financial statements	\$ 3,438,601	\$ 2,840,620
Less: Transfer-out	(3,438,601)	-
Rounding	-	309
Net assets available for benefits per Form 5500	<u>\$ -</u>	<u>\$ 2,840,929</u>

The financial statements reflect the net assets of the Plan considering that the merger occurred as of the effective date of January 1, 2013. The related Form 5500 reflects the merger as if it occurred December 31, 2012.

The following is a reconciliation of net increase per the financial statements for the years ended December 31, 2012 and 2011, to Form 5500:

	2012	2011
Net increase per the financial statements	\$ 597,981	\$ 222,113
Rounding	(309)	308
Net increase per Form 5500	<u>\$ 597,672</u>	<u>\$ 222,421</u>

IntegraCare & Affiliates 401(k) Plan & Trust

EIN 20-8781607 PN 001

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

December 31, 2012

Note 6: Risks and Uncertainties

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

Note 7: Party-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50% or more of such an employer association or relatives of such persons.

The Plan invests in certain funds of the Plan trustee. The Company provides certain administrative services at no cost to the Plan.

Certain plan investments are shares of mutual funds managed by the plan trustee as defined by the Plan. Therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services are included in net appreciation (depreciation) in fair value of investments.

Note 8: Subsequent Events

Subsequent events have been evaluated through October 9, 2013, which is the date the financial statements were available to be issued.

Transfer of Plan Assets

On August 31, 2012, IntegraCare Holdings, LLC was acquired by another entity. As of December 31, 2012, the Plan was merged into the Kindred 401(k) Plan. Effective January 2, 2013, all Plan assets were transferred into the new retirement benefit plan under the acquiring entity.

Schedule C, Part I, line 2(h) Formula Description and Schedule C, Part I, line 3(e)

Formula Description

Plan Name: INTEGRACARE & AFFILIATES 401(K) PLAN & TRUST

Plan Number: 210178

Broker Dealer: RBC Capital Markets Corporatio

Ticker Symbol	Investment Name	Formula used to determine Sub-TA Compensation paid to Ascensus	Formula used to determine 12b-1 Compensation to Broker Dealer
ARCMX	AC Asset Alloc Ports LVSTR 2030 Port A	25 basis points	25 basis points
PTTAX	PIMCO Total Return Fund A	20 basis points	25 basis points
MSIGX	Oppenheimer Main Street Fund A	25 basis points	49 basis points
WASAX	Ivy Asset Strategy Fund A	25 basis points	25 basis points
OSVAX	Oppenheimer Select Value Fund A	25 basis points	25 basis points
KDSAX	DWS Dreman Small Cap Value Fund A	25 basis points	25 basis points
IARAX	Invesco Real Estate Fund A	25 basis points	25 basis points
GTAGX	Invesco Mid Cap Core Equity Fund A	25 basis points	25 basis points
CPHYX	Principal High Yield Fund A	25 basis points	25 basis points
ARWAX	American Century LVESTr 2025 Port A	25 basis points	25 basis points
ARFMX	Amercn Cent Asset Aloc LVSTR 2050 Port A	25 basis points	25 basis points
ODMAX	Oppenheimer Developing Markets Fund A	25 basis points	50 basis points
ARDMX	AC Asset Alloc Ports LVSTR 2040 Port A	25 basis points	25 basis points
OEGAX	Oppenheimer Small & Mid Cap Growth A	25 basis points	50 basis points
ARBMX	AC Asset Alloc Ports LVSTR 2020 Port A	25 basis points	25 basis points
OTDAX	Oppenheimer Transition 2025 Fund A	25 basis points	24 basis points
OPTFX	Oppenheimer Capital Appreciation Fund A	25 basis points	24 basis points
OTKAX	Oppenheimer Transition 2050 Fund A	25 basis points	23 basis points
OPPEX	Oppenheimer Capital Income Fund A	25 basis points	23 basis points
QRAAX	Oppenheimer Commodity Strat Total RtrnA	25 basis points	20 basis points
OREAX	Oppenheimer Real Estate Fund A	25 basis points	15 basis points
QVSCX	Oppenheimer Small & Mid Cap Value Fund A	25 basis points	100 basis points
OAEIX	Oppenheimer Equity Income Fund A	25 basis points	100 basis points

Schedule C, Part I, line 2(h) Formula Description and Schedule C, Part I, line 3(e)

Formula Description

Plan Name: INTEGRACARE & AFFILIATES 401(K) PLAN & TRUST

Plan Number: 210178

Broker Dealer: RBC Capital Markets Corporatio

Ticker Symbol	Investment Name	Formula used to determine Sub-TA Compensation paid to Ascensus	Formula used to determine 12b-1 Compensation to Broker Dealer
CRSXX	Oppenheimer Cash Reserves A	25 basis points	100 basis points
CGRWX	Oppenheimer Value Fund A	25 basis points	100 basis points
ARFAX	AC Asset Alloc Ports LVSTR 2015 Port A	25 basis points	25 basis points
OAMIX	Oppenheimer Port Series Mod Investor A	25 basis points	N/A
OTTAX	Oppenheimer Transition 2010 Fund A	N/A	24 basis points
OTIAX	Oppenheimer Transition 2040 Fund A	N/A	24 basis points
OTFAX	Oppenheimer Transition 2015 Fund A	N/A	24 basis points
OTWAX	Oppenheimer Transition 2020 Fund A	N/A	23 basis points
OTHAX	Oppenheimer Transition 2030 Fund A	N/A	23 basis points
OTBFX	Oppenheimer Transition 2015 Fund B	N/A	100 basis points
QVGIX	Oppenheimer Global Allocation Fund A	25 basis points	N/A
OUSGX	Oppenheimer U.S. Government Trust Fund A	25 basis points	N/A
OPGSX	Oppenheimer Gold And Spec Minerals A	25 basis points	N/A
OPGIX	Oppenheimer Global Opportunities Fund A	25 basis points	N/A
OPMSX	Oppenheimer Main Street Small & Mid CapA	25 basis points	49 basis points
OARDX	OPPENHEIMER Rising Dividends Fund A	25 basis points	N/A
OPCHX	Oppenheimer Champion Income Fund A	N/A	25 basis points
MIGCX	Oppenheimer Main Street Fund C	25 basis points	N/A
QVOPX	Oppenheimer Flexible Strategies Fund A	25 basis points	50 basis points
QIVAX	Oppenheimer Quest Intl Val A	25 basis points	50 basis points
OPSIX	Oppenheimer Global Strategic Income A	25 basis points	50 basis points
OPPAX	Oppenheimer Global Fund A	25 basis points	50 basis points
OPOCX	Oppenheimer Discovery Fund A	25 basis points	50 basis points

Schedule C, Part I, line 2(h) Formula Description and Schedule C, Part I, line 3(e)

Formula Description

Plan Name: INTEGRACARE & AFFILIATES 401(K) PLAN & TRUST

Plan Number: 210178

Broker Dealer: RBC Capital Markets Corporatio

Ticker Symbol	Investment Name	Formula used to determine Sub-TA Compensation paid to Ascensus	Formula used to determine 12b-1 Compensation to Broker Dealer
OPIGX	Oppenheimer Core Bond Fund A	25 basis points	50 basis points
OIGAX	Oppenheimer International Growth Fund A	25 basis points	50 basis points
OIDAX	Oppenheimer Intl Diversified A	25 basis points	50 basis points
OIBAX	Oppenheimer International Bond Fund A	25 basis points	50 basis points
OEQAX	Oppenheimer Equity Fund A	25 basis points	50 basis points
OMBXX	Oppenheimer Money Market Fund A	25 basis points	N/A

Schedule C, Part I, line 2(h) Formula Description and Schedule C, Part I, line 3(e)

Formula Description - Additional Fee Notes

Plan Name: INTEGRACARE & AFFILIATES 401(K) PLAN & TRUST

Plan Number: 210178

Broker Dealer: RBC Capital Markets Corporatio

Oppenheimer Funds

OppenheimerFunds payments to the Broker Dealer:

-Flex A NAV and Flex A Turnkey: 25bps upfront, 25bps trail on all purchases

-Large Case A shares: 25bps upfront for 1st 6 months, 25bps trail on all purchases

-A at NAV: 25 bps trail on all purchases

Schedule C, Part I, line 2(h) Formula Description and Schedule C, Part I, line 3(e)

Formula Description

Plan Name: INTEGRACARE & AFFILIATES 401(K) PLAN & TRUST

Plan Number: 210178

Broker Dealer: RBC Capital Markets Corporatio

Ticker Symbol	Investment Name	Formula used to determine Sub-TA Compensation paid to Ascensus	Formula used to determine 12b-1 Compensation to Broker Dealer
ARCMX	AC Asset Alloc Ports LVSTR 2030 Port A	25 basis points	25 basis points
PTTAX	PIMCO Total Return Fund A	20 basis points	25 basis points
MSIGX	Oppenheimer Main Street Fund A	25 basis points	49 basis points
WASAX	Ivy Asset Strategy Fund A	25 basis points	25 basis points
OSVAX	Oppenheimer Select Value Fund A	25 basis points	25 basis points
KDSAX	DWS Dreman Small Cap Value Fund A	25 basis points	25 basis points
IARAX	Invesco Real Estate Fund A	25 basis points	25 basis points
GTAGX	Invesco Mid Cap Core Equity Fund A	25 basis points	25 basis points
CPHYX	Principal High Yield Fund A	25 basis points	25 basis points
ARWAX	American Century LVESTr 2025 Port A	25 basis points	25 basis points
ARFMX	Amercn Cent Asset Aloc LVSTR 2050 Port A	25 basis points	25 basis points
ODMAX	Oppenheimer Developing Markets Fund A	25 basis points	50 basis points
ARDMX	AC Asset Alloc Ports LVSTR 2040 Port A	25 basis points	25 basis points
OEGAX	Oppenheimer Small & Mid Cap Growth A	25 basis points	50 basis points
ARBMX	AC Asset Alloc Ports LVSTR 2020 Port A	25 basis points	25 basis points
OTDAX	Oppenheimer Transition 2025 Fund A	25 basis points	24 basis points
OPTFX	Oppenheimer Capital Appreciation Fund A	25 basis points	24 basis points
OTKAX	Oppenheimer Transition 2050 Fund A	25 basis points	23 basis points
OPPEX	Oppenheimer Capital Income Fund A	25 basis points	23 basis points
QRAAX	Oppenheimer Commodity Strat Total RtrnA	25 basis points	20 basis points
OREAX	Oppenheimer Real Estate Fund A	25 basis points	15 basis points
QVSCX	Oppenheimer Small & Mid Cap Value Fund A	25 basis points	100 basis points
OAEIX	Oppenheimer Equity Income Fund A	25 basis points	100 basis points

Schedule C, Part I, line 2(h) Formula Description and Schedule C, Part I, line 3(e)

Formula Description

Plan Name: INTEGRACARE & AFFILIATES 401(K) PLAN & TRUST

Plan Number: 210178

Broker Dealer: RBC Capital Markets Corporatio

Ticker Symbol	Investment Name	Formula used to determine Sub-TA Compensation paid to Ascensus	Formula used to determine 12b-1 Compensation to Broker Dealer
CRSXX	Oppenheimer Cash Reserves A	25 basis points	100 basis points
CGRWX	Oppenheimer Value Fund A	25 basis points	100 basis points
ARFAX	AC Asset Alloc Ports LVSTR 2015 Port A	25 basis points	25 basis points
OAMIX	Oppenheimer Port Series Mod Investor A	25 basis points	N/A
OTTAX	Oppenheimer Transition 2010 Fund A	N/A	24 basis points
OTIAX	Oppenheimer Transition 2040 Fund A	N/A	24 basis points
OTFAX	Oppenheimer Transition 2015 Fund A	N/A	24 basis points
OTWAX	Oppenheimer Transition 2020 Fund A	N/A	23 basis points
OTHAX	Oppenheimer Transition 2030 Fund A	N/A	23 basis points
OTBFX	Oppenheimer Transition 2015 Fund B	N/A	100 basis points
QVGIX	Oppenheimer Global Allocation Fund A	25 basis points	N/A
OUSGX	Oppenheimer U.S. Government Trust Fund A	25 basis points	N/A
OPGSX	Oppenheimer Gold And Spec Minerals A	25 basis points	N/A
OPGIX	Oppenheimer Global Opportunities Fund A	25 basis points	N/A
OPMSX	Oppenheimer Main Street Small & Mid CapA	25 basis points	49 basis points
OARDX	OPPENHEIMER Rising Dividends Fund A	25 basis points	N/A
OPCHX	Oppenheimer Champion Income Fund A	N/A	25 basis points
MIGCX	Oppenheimer Main Street Fund C	25 basis points	N/A
QVOPX	Oppenheimer Flexible Strategies Fund A	25 basis points	50 basis points
QIVAX	Oppenheimer Quest Intl Val A	25 basis points	50 basis points
OPSIX	Oppenheimer Global Strategic Income A	25 basis points	50 basis points
OPPAX	Oppenheimer Global Fund A	25 basis points	50 basis points
OPOCX	Oppenheimer Discovery Fund A	25 basis points	50 basis points

Schedule C, Part I, line 2(h) Formula Description and Schedule C, Part I, line 3(e)

Formula Description

Plan Name: INTEGRACARE & AFFILIATES 401(K) PLAN & TRUST

Plan Number: 210178

Broker Dealer: RBC Capital Markets Corporatio

Ticker Symbol	Investment Name	Formula used to determine Sub-TA Compensation paid to Ascensus	Formula used to determine 12b-1 Compensation to Broker Dealer
OPIGX	Oppenheimer Core Bond Fund A	25 basis points	50 basis points
OIGAX	Oppenheimer International Growth Fund A	25 basis points	50 basis points
OIDAX	Oppenheimer Intl Diversified A	25 basis points	50 basis points
OIBAX	Oppenheimer International Bond Fund A	25 basis points	50 basis points
OEQAX	Oppenheimer Equity Fund A	25 basis points	50 basis points
OMBXX	Oppenheimer Money Market Fund A	25 basis points	N/A

Schedule C, Part I, line 2(h) Formula Description and Schedule C, Part I, line 3(e)

Formula Description - Additional Fee Notes

Plan Name: INTEGRACARE & AFFILIATES 401(K) PLAN & TRUST

Plan Number: 210178

Broker Dealer: RBC Capital Markets Corporatio

Oppenheimer Funds

OppenheimerFunds payments to the Broker Dealer:

-Flex A NAV and Flex A Turnkey: 25bps upfront, 25bps trail on all purchases

-Large Case A shares: 25bps upfront for 1st 6 months, 25bps trail on all purchases

-A at NAV: 25 bps trail on all purchases

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name INTEGRACARE AND AFFILIATES 401(K) PLAN AND TRUST

EIN: 20-8781607

Plan Sponsor's Name INTEGRACARE HOLDINGS, INC

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Oppenheimer	Oppenheimer Intl Diversified A	0	0
	Oppenheimer	Oppenheimer Developing Markets Fund A	0	0
	Oppenheimer	OPPENHEIMER Rising Dividends Fund A	0	0
	Oppenheimer	Oppenheimer Flexible Strategies Fund A	0	0
	Oppenheimer	Oppenheimer Gold And Spec Minerals A	0	0
	Oppenheimer	Oppenheimer International Bond Fund A	0	0
	Oppenheimer	Oppenheimer Cash Reserves A	0	0

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name INTEGRACARE AND AFFILIATES 401(K) PLAN AND TRUST

EIN: 20-8781607

Plan Sponsor's Name INTEGRACARE HOLDINGS, INC

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Principal	Principal High Yield Fund A	0	0
	PIMCO	PIMCO Total Return Fund A	0	0
	Invesco	Invesco Mid Cap Core Equity Fund A	0	0
	Invesco	Invesco Real Estate Fund A	0	0
	DWS	DWS Dreman Small Cap Value Fund A	0	0
	Ivy	Ivy Asset Strategy Fund A	0	0
	Oppenheimer	Oppenheimer Money Market Fund A	0	0

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name INTEGRACARE AND AFFILIATES 401(K) PLAN AND TRUST

EIN: 20-8781607

Plan Sponsor's Name INTEGRACARE HOLDINGS, INC

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Oppenheimer	Oppenheimer Global Opportunities Fund A	0	0
	Oppenheimer	Oppenheimer Small & Mid Cap Value Fund A	0	0
	Oppenheimer	Oppenheimer Quest Intl Val A	0	0
	Oppenheimer	Oppenheimer Global Allocation Fund A	0	0
	Oppenheimer	Oppenheimer Capital Income Fund A	0	0
	Oppenheimer	Oppenheimer Capital Appreciation Fund A	0	0
	Oppenheimer	Oppenheimer Global Fund A	0	0

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name INTEGRACARE AND AFFILIATES 401(K) PLAN AND TRUST

EIN: 20-8781607

Plan Sponsor's Name INTEGRACARE HOLDINGS, INC

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Oppenheimer	Oppenheimer Value Fund A	0	0
	Oppenheimer	Oppenheimer Equity Fund A	0	0
	Oppenheimer	Oppenheimer Discovery Fund A	0	0
	Oppenheimer	Oppenheimer Port Series Mod Investor A	0	0
	Oppenheimer	Oppenheimer Select Value Fund A	0	0
	Oppenheimer	Oppenheimer Main Street Fund A	0	0
	Oppenheimer	Oppenheimer Main Street Fund C	0	0

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name INTEGRACARE AND AFFILIATES 401(K) PLAN AND TRUST

EIN: 20-8781607

Plan Sponsor's Name INTEGRACARE HOLDINGS, INC

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Oppenheimer	Oppenheimer Small & Mid Cap Growth A	0	0
	Oppenheimer	Oppenheimer Commodity Strat Total RtrnA	0	0
	Oppenheimer	Oppenheimer International Growth Fund A	0	0
	Oppenheimer	Oppenheimer Equity Income Fund A	0	0
	Oppenheimer	Oppenheimer Main Street Small & Mid CapA	0	0
	Oppenheimer	Oppenheimer U.S. Government Trust Fund A	0	0
	Oppenheimer	Oppenheimer Core Bond Fund A	0	0

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name INTEGRACARE AND AFFILIATES 401(K) PLAN AND TRUST

EIN: 20-8781607

Plan Sponsor's Name INTEGRACARE HOLDINGS, INC

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Oppenheimer	Oppenheimer Global Strategic Income A	0	0
	American Century	AC Asset Alloc Ports LVSTR 2015 Port A	0	0
	American Century	AC Asset Alloc Ports LVSTR 2020 Port A	0	0
	American Century	American Century LVEST 2025 Port A	0	0
	American Century	AC Asset Alloc Ports LVSTR 2030 Port A	0	0
	American Century	AC Asset Alloc Ports LVSTR 2040 Port A	0	0
	American Century	Amercn Cent Asset Alloc LVSTR 2050 Port A	0	0

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

Plan Name	INTEGRACARE AND AFFILIATES 401(K) PLAN AND TRUST
------------------	--

EIN: 20-8781607

Plan Sponsor's Name	INTEGRACARE HOLDINGS, INC
----------------------------	---------------------------

PN: 001

[illegible]