

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 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information		
1a	Name of plan <u>PROHEALTH CORP 401(K) PLAN</u>	1b	Three-digit plan number (PN) ▶ <u>001</u>
		1c	Effective date of plan <u>01/01/1998</u>
2a	Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>PROHEALTH CORP.</u> <u>2800 MARCUS AVE.</u> <u>LAKE SUCCESS, NY 11042</u>	2b	Employer Identification Number (EIN) <u>11-3371244</u>
		2c	Sponsor's telephone number <u>516-622-6000</u>
		2d	Business code (see instructions) <u>621111</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	GINA SCHROETER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	GINA SCHROETER
	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 1448
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 1636
b Retired or separated participants receiving benefits.....		6b 0
c Other retired or separated participants entitled to future benefits.....		6c 63
d Subtotal. Add lines 6a , 6b , and 6c		6d 1699
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....		6e 0
f Total. Add lines 6d and 6e		6f 1699
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....		6g 617
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h 0
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 2R		
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) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2012 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning **01/01/2012** and ending **12/31/2012**

A Name of plan PROHEALTH CORP 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 PROHEALTH CORP.	D Employer Identification Number (EIN) 11-3371244	

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

(a) Name of insurance carrier

AXA EQUITABLE

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
13-5570651	62944	641118		01/01/2012	12/31/2012

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
17874	0

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

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

ERIC WILSON

**AXA EQUITABLE
1266 EAST MAIN STREET 6TH FLOOR
STAMFORD, CT 06902-3546**

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
8937			3

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

EMILIO PAOLONI

**AXA EQUITABLE
1266 EAST MAIN STREET
STAMFORD, CT 06902-3546**

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
8937			3

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	2913240
5 Current value of plan's interest under this contract in separate accounts at year end	5	21304690

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

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

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

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

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

b Balance at the end of the previous year	7b	2042490
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c Additions: (1) Contributions deposited during the year	7c(1)	558925	
(2) Dividends and credits	7c(2)	0	
(3) Interest credited during the year	7c(3)	53509	
(4) Transferred from separate account	7c(4)	374985	
(5) Other (specify below)	7c(5)	2071678	

(6) Total additions	7c(6)	3059097
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d Total of balance and additions (add lines 7b and 7c(6))	7d	5101587
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	46323	
(2) Administration charge made by carrier	7e(2)	338	
(3) Transferred to separate account	7e(3)	26552	
(4) Other (specify below)	7e(4)	2115134	

(5) Total deductions	7e(5)	2188347
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	2913240
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Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

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

A Name of plan <u>PROHEALTH CORP 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>PROHEALTH CORP.</u>	D Employer Identification Number (EIN) <u>11-3371244</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

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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)

AXA EQUITABLE

13-5570651

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 58	RECORDKEEPER	5642	Yes ☒ No ☐	Yes ☒ No ☐	209995	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 ☐

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

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

<div>SCHEDULE D (Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2012</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012					
A Name of plan PROHEALTH CORP 401(K) PLAN				B Three-digit plan number (PN) ▶ 001	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 PROHEALTH CORP.				D Employer Identification Number (EIN) 11-3371244	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 65					
b Name of sponsor of entity listed in (a): AXA EQUITABLE					
c EIN-PN 13-5570651-065		d Entity code P		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 21304689	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule D (Form 5500) 2012 v. 120126

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan PROHEALTH CORP 401(K) PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 PROHEALTH CORP.		D Employer Identification Number (EIN) 11-3371244

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)		
(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)	378107	456640
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)	16476555	21304689
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	2042490	2913240
(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	18897152	24674569

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		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	18897152	24674569
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	4419068	
(C) Others (including rollovers)	2a(1)(C)	327699	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		4746767
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	13613	
(F) Other	2b(1)(F)	53509	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		67122
(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)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		
(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)		1982677
(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)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		6796566

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1013507	
(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)		1013507
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	5642	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		5642
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1019149

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		5777417
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: EICHEN & DIMEGLIO, P.C.

(2) EIN: 11-3320902

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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

A Name of plan <u>PROHEALTH CORP 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>PROHEALTH CORP.</u>	D Employer Identification Number (EIN) <u>11-3371244</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>13-5570651</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- a** Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

PROHEALTH CORP. 401(k) SAVINGS PLAN

Statements of Net Assets Available for Benefits
as of December 31, 2012 and 2011, Statement of
Changes in Net Assets Available for Benefits for
the Year Ended December 31, 2012, Supplemental
Schedule for the Year Ended December 31, 2012
and Independent Auditors' Report



INDEPENDENT AUDITORS' REPORT

To the management of ProHEALTH Corp. 401(k) Savings Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of ProHEALTH Corp. 401(k) Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our 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 4, which was certified by AXA Equitable Life Insurance Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the custodian as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

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) – December 31, 2012, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is 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 schedule 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 schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Eichen & DiMeglio, P.C.

Plainview, New York
October 2, 2013

PROHEALTH CORP. 401(k) SAVINGS PLAN

**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF
DECEMBER 31, 2012 AND 2011**

	<u>2012</u>	<u>2011</u>
ASSETS:		
INVESTMENTS, participant-directed, at fair value:		
Pooled separate accounts	\$ 21,304,689	\$ 16,476,555
Value of interest in insurance company general account	<u>2,913,240</u>	<u>2,042,490</u>
Total investments	24,217,929	18,519,045
 RECEIVABLES:		
Notes receivable from participants	<u>456,640</u>	<u>378,107</u>
 NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 24,674,569</u>	<u>\$ 18,897,152</u>

See notes to financial statements.

PROHEALTH CORP. 401(k) SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2012

NET ASSETS AVAILABLE FOR BENEFITS, JANUARY 1, 2012	\$ 18,897,152
ADDITIONS TO NET ASSETS:	
Contributions from participants	4,746,767
Net investment gain on pooled separate accounts	1,982,677
Interest on investment in insurance company general account	53,509
Interest income on notes receivable from participants	13,613
Total additions	<u>6,796,566</u>
DEDUCTIONS FROM NET ASSETS:	
Benefits paid to participants	(1,013,507)
Administrative expenses	<u>(5,642)</u>
Total deductions	<u>(1,019,149)</u>
NET INCREASE IN ASSETS	<u>5,777,417</u>
NET ASSETS AVAILABLE FOR BENEFITS, DECEMBER 31, 2012	\$ <u><u>24,674,569</u></u>

See notes to financial statements.

PROHEALTH CORP. 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

1. PLAN DESCRIPTION

Background - The ProHEALTH Corp. 401(k) Savings Plan (the "Plan"), is a defined contribution plan as described in the Internal Revenue Code ("IRC") section 401(k) sponsored and administered by ProHEALTH Corp. (the "Company"). The Plan was adopted on January 1, 1998 and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The investment custodian, which also provides recordkeeping services, is AXA Equitable Life Insurance Company ("AXA Equitable") and the third-party administrator is The Heritage Group, LLC. The following description of the Plan provides only general information. Participants should refer to the Plan agreement for a complete description of the Plan's provisions.

Eligibility - The Plan is available to all employees of the Company, as well as the following related companies: ProHEALTH Care Associates, LLP, ProHEALTH Ambulatory Surgery Center, Inc., and Mobile Medical Services, P.C., excluding collective bargaining employees and leased employees, who have attained age 21 and completed six months of service. Eligibility credit may be given when an established medical practice joins the Company. An employee may elect participation in the Plan on the first day of the month following completion of such eligibility requirements.

Contributions and Vesting - Participants in the Plan may make regular 401(k) deferral contributions, specified as a percentage of their eligible compensation or a dollar amount, on a pre-tax basis. In addition, Plan participants may make Roth 401(k) deferral contributions, specified as a percentage of their eligible compensation or a dollar amount. The Plan allows for such combined contributions up to 100 percent of eligible compensation, subject to Section 401(k) maximum limitations (\$17,000 for the year ended December 31, 2012). Additionally, those participants who are age 50 or above may make catch-up contributions of up to \$5,500 annually.

An eligible employee may make a transfer to the Plan of a benefit from a qualified retirement plan of another employer, referred to as rollover contributions, with certain restrictions.

Contributions from participants consisted of the following during 2012:

Regular 401(k) contributions (including catch-up)	\$ 4,290,747
Roth 401(k) contributions	128,321
Rollover contributions	327,699
Total	<u>\$ 4,746,767</u>

1. PLAN DESCRIPTION (continued)

Participants are fully and immediately vested in their own contributions and earnings thereon.

Distributions to Participants - Distributions to participants are available upon the following events: retirement, termination of employment, the attainment of age 59 1/2, or death. A participant's benefit, consisting of his/her entire account balance, is paid in the form of a single lump sum payment or direct rollover to an individual retirement account or another retirement plan. Payment shall be made as soon as administratively feasible following the event, provided, however, that the participant's consent is obtained for distributions of amounts in excess of \$5,000. A participant with an account balance in excess of \$5,000 may elect to defer payment until minimum distribution rules apply under the IRC. Participant account balances of less than \$1,000 will be paid automatically in a lump sum payment.

The Plan also provides for hardship withdrawals to participants meeting certain requirements as described in the Plan agreement. Upon written request, participants may withdraw all or a portion of their rollover contributions.

Notes Receivable from Participants – Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their account balance. The loans are secured by the balance in the participant's account and bear interest at rates ranging from 3.25 percent to 10.25 percent per annum, which is commensurate with local prevailing rates in effect at the times the loans commenced, as determined by the Plan administrator. Principal and interest is paid ratably through payroll deductions over periods of 1 to 5 years. The repayment period may be extended for loan proceeds used for the purchase of a primary residence.

Administrative Expenses - Certain Plan expenses are deducted from participant accounts or investment income. Administrative costs paid by the Plan in 2012 consist of benefit payment and participant loan transaction fees charged by the custodian. The Company pays the remainder of administrative costs on behalf of the Plan. In accordance with Plan provisions, the Company may, at any time, elect to have all of such expenses paid by the Plan.

Termination - The Company intends to continue the Plan indefinitely, but reserves the right to modify or discontinue it at its discretion, subject to applicable provisions of ERISA.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation - The Plan's policy is to prepare financial statements 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 in the accompanying financial statements and notes. Actual results could differ from those estimates.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investment Valuation and Income Recognition – The Plan's investments are stated 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. See Note 5 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Net investment gain (loss) on pooled separate accounts represents the earnings (loss) on the underlying investments in such accounts, in which dividends are recorded on the ex-dividend date, and net appreciation (depreciation) includes the accounts' gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants – Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent loans are reclassified as distributions based upon the terms of the Plan document.

Risks and Uncertainties - The Plan provides for various investment options, including pooled separate investment accounts with underlying investments in any combination of stocks, bonds, fixed income securities, mutual funds and other investment securities. Investment securities are exposed to interest rate, market and credit risk. As a result of the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect participant account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

Subsequent Events - The plan has evaluated subsequent events through October 2, 2013, the date the financial statements were available to be issued.

3. INCOME TAX STATUS

In March 2008, the Internal Revenue Service stated in an opinion letter that the prototype plan adopted by the Plan administrator was in compliance with the applicable requirements of the Internal Revenue Code ("IRC"). The Plan administrator and management believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and accordingly, they believe that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain tax position that would not likely be sustained upon examination by the IRS. 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 2006.

4. INVESTMENTS

The following information included in the accompanying statements of net assets available for benefits as of December 31, 2012 and 2011 and supplemental schedule as of December 31, 2012 was obtained from data that has been prepared and certified to as complete and accurate by AXA Equitable, the custodian:

Investments, participant-directed, at fair value:	December 31, 2012	December 31, 2011
<u>AXA Equitable pooled separate accounts:</u>		
AXA Aggressive Allocation Portfolio	\$ 1,297,475 *	\$ 1,061,287 *
AXA Conservative Allocation Portfolio	867,550	649,123
AXA Moderate Allocation Portfolio	2,791,973 *	692,012
EQ/Equity 500 Index Portfolio	1,940,345 *	1,213,758 *
EQ/International Core Plus	444,537	0
EQ/Money Market Portfolio	2,639,070 *	2,720,887 *
Templeton Global Bond Securities	45,862	0
Franklin Strategic Income Securities Fund	716,287	451,630
MFS Mass Investors Growth Stock A	1,444,549 *	0
Oppenheimer Developing Markets Fund A	81,718	0
Franklin High Income Fund	641,420	347,730
Franklin Small Mid Cap Growth Fund Class A	9,465	0
Templeton Foreign Fund Class A	403,853	0
EQ/Oppenheimer Global	539,829	0
Fidelity Advisor Small Cap Value T	732,182	0
Janus Triton Class S	290,448	0
Invesco V.I. International Growth	70,117	0
T Rowe Price Retirement 2015 R	407,843	0
T Rowe Price Retirement 2020 R	468,930	0
T Rowe Price Retirement 2025R	617,452	0
T Rowe Price Retirement 2030 R	12,452	0
T Rowe Price Retirement 2035 R	964,676	0
T Rowe Price Retirement 2040 R	79,110	0
T Rowe Price Retirement 2045 R	466,903	0
T Rowe Price Retirement 2050 R	11,865	0
T Rowe Price Retirement 2055 R	37,081	0
Goldman Sachs Mid Cap Value VIT	146,387	0
PIMCO VIT Total Return	79,849	0

PIMCO VIT Commodity Real Return	17,982	0
PIMCO VIT Real Return	81,759	0
Invesco Diversified Dividend Investor Class	1,608,391 *	0
DWS Real Estate Securities Fund A	97,745	0
Columbia Mid Cap Index Fund A	1,135,496 *	0
Columbia Small Cap Index Fund A	114,088	0
AXA Conservative Plus Allocation Portfolio	0	438,536
AXA Moderate Plus Allocation Portfolio	0	1,819,379 *
Multimanager Small Cap Growth Portfolio	0	173,425
EQ/GAMCO Small Company Value Portfolio	0	616,361
MFS Utility Series	0	503,977
EQ/Equity Growth Plus Portfolio	0	640,634
EQ/Equity Mid Cap Value Plus Portfolio	0	122,929
EQ/International Equity Index Portfolio	0	401,377
EQ/Global Multi-Sector Equity Portfolio	0	513,836
Multimanager Large Cap Value Portfolio	0	735,109
Multimanager Aggressive Equity Portfolio	0	230,848
Multimanager International Equity Portfolio	0	335,643
Multimanager Technology Portfolio	0	197,602
Vanguard Variable Insurance Fund Mid Cap Index	0	847,180
Target 2015 Allocation Portfolio	0	403,771
Target 2025 Allocation Portfolio	0	399,847
Target 2035 Allocation Portfolio	0	640,566
Target 2045 Allocation Portfolio	0	319,108
Total pooled separate accounts	\$ 21,304,689	\$ 16,476,555

Interest in insurance company general account:

AXA Equitable Guaranteed Interest Option	\$ 2,913,240 *	\$ 2,042,490 *
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* Such individual investments represent 5 percent or more of net assets available for benefits.

The following Plan receivable, which is classified as an investment for purposes of the Form 5500, was also obtained from data that has been prepared and certified to as complete and accurate by the custodian:

	December 31, 2012	December 31, 2011
Notes receivable from participants	\$ 456,640	\$ 378,107

4. INVESTMENTS (continued)

The following information included in the accompanying statement of net assets available for benefits was obtained from data that has been prepared and certified to as complete and accurate by the custodian:

	Year Ended December 31, 2012
Net investment gain from pooled separate accounts	\$ 1,982,677
Interest on investment in insurance company general account	\$ 53,509
<u>Other interest income:</u>	
Interest income on notes receivable from participants	\$ 13,613

AXA Equitable Guaranteed Interest Option - Contributions to the AXA Equitable Guaranteed Interest Option ("AXA GIO") become part of AXA Equitable's general account. At the beginning of each quarter, AXA Equitable will set a minimum guaranteed interest rate for that quarter. The Guaranteed Interest Option rate as of December 31, 2012 was 2.5 percent and the contract minimum rate in effect was 2.5 percent. The AXA GIO is not considered fully benefit-responsive and accordingly, fair value, as reported to the Plan by AXA Equitable, is the relevant measurement attribute for that portion of the net assets available for benefits attributable to this investment. Transfer restrictions apply, such that the maximum amount that participants may transfer from the AXA GIO during a calendar quarter to AXA Equitable pooled separate accounts is the greater of 25 percent of their investment in the AXA GIO or the total amount they transferred out of the AXA GIO during the preceding 12 months.

5. FAIR VALUE MEASUREMENTS

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

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

5. FAIR VALUE MEASUREMENTS (continued)

Level 2 – Inputs to the valuation methodology include:

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

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

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

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

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

Pooled separate accounts - Investments in pooled separate accounts are stated at fair value, which have been determined based on the unit values of the accounts. Unit values are determined by AXA by dividing the account's net assets at fair value by its units outstanding at the valuation date. When taking a distribution or a loan in accordance with Plan provisions, or when making fund transfers, participants may redeem their interest in the pooled separate accounts at unit value with no waiting period or other redemption restrictions. Level 2 is appropriate for pooled separate accounts because the valuations are based primarily on quoted prices for similar assets in active markets.

Value of interest in insurance company general account - The fair value of the AXA GIO, which is a general obligation of AXA Equitable, is equal to the contributions and any transfers in, plus interest, less any transfers out, withdrawals, and any applicable withdrawal fees. The Plan's investment in the AXA GIO is classified as Level 2 in the fair value hierarchy, based on inputs other than quoted prices that are observable for the asset. As per information provided by AXA Equitable, the account values as of December 31, 2012 and 2011 of \$2,913,240 and \$2,042,490, respectively, were also equal to the contract cash surrender values as of such dates.

5. FAIR VALUE MEASUREMENTS (continued)

The investment strategies of each significant class of pooled separate accounts are summarized as follows:

<u>Class</u>	<u>Investment Strategy</u>
Domestic and international stock	Pooled separate accounts investing primarily in domestic and international stocks seek to achieve long-term capital appreciation and outperform the related market benchmarks for the classification of stocks held.
Balanced	Pooled separate accounts classified as balanced seek to achieve long-term growth of capital with an emphasis on risk-adjusted returns and lower volatility relative to traditional equity funds and equity market indexes.
Bond	Pooled separate accounts investing primarily in bonds seek to earn high current income, with long-term capital appreciation as a secondary objective.
Conservative	The pooled separate account classified as conservative is the EQ/ Money Market Portfolio, which seeks to obtain a high level of current income, preserve its assets, and maintain liquidity.
Specialty	The pooled separate accounts classified as specialty include the DWS Real Estate Securities Fund which emphasizes both long term capital appreciation and current income through investments in real estate investment trusts (REITs).

5. FAIR VALUE MEASUREMENTS (continued)

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

Assets at Fair Value as of December 31, 2012				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Pooled separate accounts:				
Domestic stock	\$ 0	\$ 7,421,351	\$ 0	\$ 7,421,351
International stock	0	1,136,201	0	1,136,201
Balanced	0	8,023,310	0	8,023,310
Bond	0	1,987,012	0	1,987,012
Conservative	0	2,639,070	0	2,639,070
Specialty	0	97,745	0	97,745
Total pooled separate accounts	<u>0</u>	<u>21,304,689</u>	<u>0</u>	<u>21,304,689</u>
Value of interest in insurance company general account:				
Guaranteed interest option	<u>0</u>	<u>2,913,240</u>	<u>0</u>	<u>2,913,240</u>
Total	<u>\$ 0</u>	<u>\$ 24,217,929</u>	<u>\$ 0</u>	<u>\$ 24,217,929</u>

Assets at Fair Value as of December 31, 2011				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Pooled separate accounts:				
Domestic stock	\$ 0	\$ 4,580,244	\$ 0	\$ 4,580,244
International stock	0	1,250,856	0	1,250,856
Balanced	0	6,423,629	0	6,423,629
Bond	0	799,360	0	799,360
Conservative	0	2,720,887	0	2,720,887
Specialty	0	701,579	0	701,579
Total pooled separate accounts	<u>0</u>	<u>16,476,555</u>	<u>0</u>	<u>16,476,555</u>
Value of interest in insurance company general account:				
Guaranteed interest option	<u>0</u>	<u>2,042,490</u>	<u>0</u>	<u>2,042,490</u>
Total	<u>\$ 0</u>	<u>\$ 18,519,045</u>	<u>\$ 0</u>	<u>\$ 18,519,045</u>

6. RELATED-PARTY TRANSACTIONS

The Plan's investments consist of pooled separate accounts managed by AXA Equitable Life Insurance Company, the custodian of the Plan, and an interest in the insurance company general account. AXA Equitable also provides recordkeeping services to the Plan. Transactions with the custodian qualify as party-in-interest transactions; however, they are exempt from prohibited transaction rules under ERISA. Fees paid by the Plan as indirect compensation to AXA Equitable are included as a reduction of the investment return on pooled separate accounts.

PROHEALTH CORP. 401(k) SAVINGS PLAN**SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) -
DECEMBER 31, 2012**EIN - 11-3371244 PLAN NO.-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
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Pooled separate accounts:

* AXA Equitable	AXA Aggressive Allocation Portfolio	\$	N/A	\$ 1,297,475
* AXA Equitable	AXA Conservative Allocation Portfolio		N/A	867,550
* AXA Equitable	AXA Moderate Allocation Portfolio		N/A	2,791,973
* AXA Equitable	EQ/Equity 500 Index Portfolio		N/A	1,940,345
* AXA Equitable	EQ/International Core Plus		N/A	444,537
* AXA Equitable	EQ/Money Market Portfolio		N/A	2,639,070
* AXA Equitable	Templeton Global Bond Securities		N/A	45,862
* AXA Equitable	Franklin Strategic Income Securities Fund		N/A	716,287
* AXA Equitable	MFS Mass Investors Growth Stock A		N/A	1,444,549
* AXA Equitable	Oppenheimer Developing Markets Fund A		N/A	81,718
* AXA Equitable	Franklin High Income Fund		N/A	641,420
* AXA Equitable	Franklin Small Mid Cap Growth Fund A		N/A	9,465
* AXA Equitable	Templeton Foreign Fund Class A		N/A	403,853
* AXA Equitable	EQ/Oppenheimer Global		N/A	539,829
* AXA Equitable	Fidelity Advisor Small Cap Value T		N/A	732,182
* AXA Equitable	Janus Triton Class C		N/A	290,448
* AXA Equitable	Invesco V.I. International Growth		N/A	70,117
* AXA Equitable	T Rowe Price Retirement 2015 R		N/A	407,843
* AXA Equitable	T Rowe Price Retirement 2020 R		N/A	468,930
* AXA Equitable	T Rowe Price Retirement 2025R		N/A	617,452
* AXA Equitable	T Rowe Price Retirement 2030 R		N/A	12,452
* AXA Equitable	T Rowe Price Retirement 2035 R		N/A	964,676
* AXA Equitable	T Rowe Price Retirement 2040 R		N/A	79,110
* AXA Equitable	T Rowe Price Retirement 2045 R		N/A	466,903
* AXA Equitable	T Rowe Price Retirement 2050 R		N/A	11,865
* AXA Equitable	T Rowe Price Retirement 2055 R		N/A	37,081

PROHEALTH CORP. 401(k) SAVINGS PLAN**SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) -
DECEMBER 31, 2012 (continued)**

EIN - 11-3371244 PLAN NO.-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
-----	--	--	----------	----------------------

Pooled separate accounts (continued):

* AXA Equitable	Goldman Sachs Mid Cap Value VIT	N/A	146,387
* AXA Equitable	PIMCO VIT Total Return	N/A	79,849
* AXA Equitable	PIMCO VIT Commodity Real Return	N/A	17,982
* AXA Equitable	PIMCO VIT Real Return	N/A	81,759
* AXA Equitable	Invesco Diversified Dividend Investor Class	N/A	1,608,391
* AXA Equitable	DWS Real Estate Securities Fund A	N/A	97,745
* AXA Equitable	Columbia Mid Cap Index Fund A	N/A	1,135,496
* AXA Equitable	Columbia Small Cap Index Fund A	N/A	114,088
Total pooled separate accounts			<u>21,304,689</u>

Interest in insurance company general account:

* AXA Equitable	Guaranteed Interest Option, 2.5 percent	N/A	<u>2,913,240</u>
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Participant loans:

Notes receivable from participants, 3.25 to 10.25 percent	\$0	<u>456,640</u>
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Total \$ 24,674,569

*An asterisk indicates a party-in-interest. AXA Equitable, the investment custodian, provides recordkeeping services to the Plan.

Form 5500

Annual Return/Report of Employee Benefit Plan

OMB Nos. 1210-0110
1210-0088Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security
Administration

This form is required to be filed for employee benefit plans under sections 104 and 4085 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.

2012

This Form is Open to Public
Inspection

Part I Annual Report Identification Information

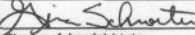
For calendar plan year 2012 or fiscal plan year beginning		01/01/2012	and ending	12/31/2012
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or		
	☒ a single-employer plan;	☐ a DFE (specify) _____		
B This return/report is:	☐ the first return/report;	☐ the final return/report;		
	☐ 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 ProRealth Corp 401(k) Plan		1b Three-digit plan number (PN) ▶ 001
		1c Effective date of plan 01/01/1998
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) ProRealth Corp. 2800 Marcus Ave. US Lake Success NY 11042		2b Employer Identification Number (EIN) 11-3371244
		2c Sponsor's telephone number (516) 622-6000
		2d Business code (see instructions) 621111

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 	10/15/13	Gina Schroeter
Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE 	10/15/13	Gary Tighe
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
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5 Total number of participants at the beginning of the plan year	5 1,448
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a, 6b, 6c, and 6d).	
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a Active participants	6a 1,636
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b Retired or separated participants receiving benefits	6b 0
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c Other retired or separated participants entitled to future benefits	6c 63
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d Subtotal. Add lines 6a, 6b, and 6c	6d 1,699
---	-----------------

e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e 0
--	-------------

f Total. Add lines 6d and 6e	6f 1,699
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g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 617
---	---------------

h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 0
---	-------------

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 2R

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
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules (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)
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PROHEALTH CORP. 401(k) SAVINGS PLAN**SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) -
DECEMBER 31, 2012**EIN - 11-3371244PLAN NO.-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
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Pooled separate accounts:

* AXA Equitable	AXA Aggressive Allocation Portfolio	\$	N/A	\$ 1,297,475
* AXA Equitable	AXA Conservative Allocation Portfolio		N/A	867,550
* AXA Equitable	AXA Moderate Allocation Portfolio		N/A	2,791,973
* AXA Equitable	EQ/Equity 500 Index Portfolio		N/A	1,940,345
* AXA Equitable	EQ/International Core Plus		N/A	444,537
* AXA Equitable	EQ/Money Market Portfolio		N/A	2,639,070
* AXA Equitable	Templeton Global Bond Securities		N/A	45,862
* AXA Equitable	Franklin Strategic Income Securities Fund		N/A	716,287
* AXA Equitable	MFS Mass Investors Growth Stock A		N/A	1,444,549
* AXA Equitable	Oppenheimer Developing Markets Fund A		N/A	81,718
* AXA Equitable	Franklin High Income Fund		N/A	641,420
* AXA Equitable	Franklin Small Mid Cap Growth Fund A		N/A	9,465
* AXA Equitable	Templeton Foreign Fund Class A		N/A	403,853
* AXA Equitable	EQ/Oppenheimer Global		N/A	539,829
* AXA Equitable	Fidelity Advisor Small Cap Value T		N/A	732,182
* AXA Equitable	Janus Triton Class C		N/A	290,448
* AXA Equitable	Invesco V.I. International Growth		N/A	70,117
* AXA Equitable	T Rowe Price Retirement 2015 R		N/A	407,843
* AXA Equitable	T Rowe Price Retirement 2020 R		N/A	468,930
* AXA Equitable	T Rowe Price Retirement 2025R		N/A	617,452
* AXA Equitable	T Rowe Price Retirement 2030 R		N/A	12,452
* AXA Equitable	T Rowe Price Retirement 2035 R		N/A	964,676
* AXA Equitable	T Rowe Price Retirement 2040 R		N/A	79,110
* AXA Equitable	T Rowe Price Retirement 2045 R		N/A	466,903
* AXA Equitable	T Rowe Price Retirement 2050 R		N/A	11,865
* AXA Equitable	T Rowe Price Retirement 2055 R		N/A	37,081

PROHEALTH CORP. 401(k) SAVINGS PLAN**SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) -
DECEMBER 31, 2012 (continued)**

EIN - 11-3371244 PLAN NO.-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
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Pooled separate accounts (continued):

*	AXA Equitable	Goldman Sachs Mid Cap Value VIT	N/A	146,387
*	AXA Equitable	PIMCO VIT Total Return	N/A	79,849
*	AXA Equitable	PIMCO VIT Commodity Real Return	N/A	17,982
*	AXA Equitable	PIMCO VIT Real Return	N/A	81,759
*	AXA Equitable	Invesco Diversified Dividend Investor Class	N/A	1,608,391
*	AXA Equitable	DWS Real Estate Securities Fund A	N/A	97,745
*	AXA Equitable	Columbia Mid Cap Index Fund A	N/A	1,135,496
*	AXA Equitable	Columbia Small Cap Index Fund A	N/A	114,088
Total pooled separate accounts				<u>21,304,689</u>

Interest in insurance company general account:

*	AXA Equitable	Guaranteed Interest Option, 2.5 percent	N/A	<u>2,913,240</u>
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Participant loans:

	Notes receivable from participants, 3.25 to 10.25 percent	\$0	<u>456,640</u>
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Total			<u><u>\$ 24,674,569</u></u>
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*An asterisk indicates a party-in-interest. AXA Equitable, the investment custodian, provides recordkeeping services to the Plan.