

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

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

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM</u>	1b Three-digit plan number (PN) ▶ <u>002</u> 1c Effective date of plan <u>01/01/1995</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>WESTCARE HEALTH SYSTEM</u> <u>68 HOSPITAL ROAD</u> <u>SYLVA, NC 28779</u>	2b Employer Identification Number (EIN) <u>56-0714394</u> 2c Sponsor's telephone number <u>828-586-7409</u> 2d Business code (see instructions) <u>622000</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/15/2013</u>	<u>JO ANN PALMER</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
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:		4b EIN
a Sponsor's name		4c PN
5 Total number of participants at the beginning of the plan year		<div style="display: flex; justify-content: space-between;"> 5 1214 </div>
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.....		<div style="display: flex; justify-content: space-between;"> 6a 1186 </div>
b Retired or separated participants receiving benefits.....		<div style="display: flex; justify-content: space-between;"> 6b 0 </div>
c Other retired or separated participants entitled to future benefits.....		<div style="display: flex; justify-content: space-between;"> 6c 39 </div>
d Subtotal. Add lines 6a , 6b , and 6c		<div style="display: flex; justify-content: space-between;"> 6d 1225 </div>
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....		<div style="display: flex; justify-content: space-between;"> 6e 0 </div>
f Total. Add lines 6d and 6e		<div style="display: flex; justify-content: space-between;"> 6f 1225 </div>
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....		<div style="display: flex; justify-content: space-between;"> 6g 156 </div>
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		<div style="display: flex; justify-content: space-between;"> 6h 4 </div>
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		<div style="display: flex; justify-content: space-between;"> 7 </div>
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2F 2G 2M 2T 3D 3F		
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)		9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance	
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts	
(3) ☒ Trust	(3) ☒ Trust	
(4) ☐ General assets of the sponsor	(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		b General Schedules
(1) ☒ R (Retirement Plan Information)	(1) ☒ H (Financial Information)	
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) ☐ I (Financial Information – Small Plan)	
(3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(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 WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 WESTCARE HEALTH SYSTEM	D Employer Identification Number (EIN) 56-0714394

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
MERRILL LYNCH,PIERCE,FENNER & SMITH
13-5674085

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
VALIC
74-1625348

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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)

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?
37 99 15 60 50	RECORDKEEPER	925	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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

VALIC

74-1625348

(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?
23 26 37 38 50 64	RECORD KEEPER	77347	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.
MERRILL LYNCH,PIERCE,FENNER & SMITH 13-5674085		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
VALIC	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 INFL-ADJ BOND INV 4500 MAIN STREET 9TH FLOOR KANSAS CITY, MO 64111		CODE 60: 25 BPS * AVG DAILY MKT VALUE
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
VALIC	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 REAL ESTATE INV 4500 MAIN STREET 9TH FLOOR KANSAS CITY, MO 64111		CODE 60: 35 BPS * AVG DAILY MKT VALUE

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
VALIC	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 VISTA INV 4500 MAIN STREET 9TH FLOOR KANSAS CITY, MO 64111	CODE 60: 35 BPS * AVG DAILY MKT VALUE	
(a) Enter service provider name as it appears on line 2		(b) Service Codes (see instructions)
VALIC	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.
AMER FUNDS AMERICAN BALANCED R4 4500 MAIN STREET 9TH FLOOR KANSAS CITY, MO 64111	CODE 63: 25 BPS * AVG DAILY MKT VALUE CODE 60: 10 BPS * AVG DAILY MKT VALUE	
(a) Enter service provider name as it appears on line 2		(b) Service Codes (see instructions)
VALIC	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.
AMER FUNDS AMERICAN HI INC TR R4 4500 MAIN STREET 9TH FLOOR KANSAS CITY, MO 64111	CODE 63: 25 BPS * AVG DAILY MKT VALUE CODE 60: 10 BPS * AVG DAILY MKT VALUE	

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
VALIC	63 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.
AMER FUNDS AMERICAN MUTUAL R4	3500 WISEMAN BLVD SAN ANTONIO, TX 78251-4321	CODE 63: 25 BPS * AVG DAILY MKT VALUE CODE 60: 10 BPS * AVG DAILY MKT VALUE
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
VALIC	63 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.
AMER FUNDS CAPITAL WORLD G/I R5	3500 WISEMAN BLVD SAN ANTONIO, TX 78251-4321	CODE 63: 25 BPS * AVG DAILY MKT VALUE CODE 60: 10 BPS * AVG DAILY MKT VALUE
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
VALIC	63 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.
AMER FUNDS EUROPACIFIC GROWTH R4	3500 WISEMAN BLVD SAN ANTONIO, TX 78251-4321	CODE 63: 25 BPS * AVG DAILY MKT VALUE CODE 60: 10 BPS * AVG DAILY MKT VALUE

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
VALIC	63 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.
AMER FUNDS GROWTH FUND OF AMER R4 3500 WISEMAN BLVD SAN ANTONIO, TX 78251-4321	CODE 63: 25 BPS * AVG DAILY MKT VALUE CODE 60: 10 BPS * AVG DAILY MKT VALUE	
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(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
VALIC	63 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.
DAVIS NY VENTURE A 2949 E. ELVIRA ROAD SUITE 101 TUCSON, AZ 85756	CODE 63: 25 BPS * AVG DAILY MKT VALUE CODE 60: 25 BPS * AVG DAILY MKT VALUE	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
VALIC	63 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.
DREYFUS BOND MARKET INDEX INV 200 PARK AVENUE NEW YORK, NY 10166	CODE 63: 25 BPS * AVG DAILY MKT VALUE CODE 60: 10 BPS * AVG DAILY MKT VALUE	

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
VALIC	63 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.
DREYFUS INTL STOCK INDEX	200 PARK AVENUE NEW YORK, NY 10166	CODE 63: 25 BPS * AVG DAILY MKT VALUE CODE 60: 15 BPS * AVG DAILY MKT VALUE
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
VALIC	63 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.
DREYFUS MIDCAP INDEX	200 PARK AVENUE NEW YORK, NY 10166	CODE 63: 25 BPS * AVG DAILY MKT VALUE CODE 60: 15 BPS * AVG DAILY MKT VALUE
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
VALIC	63 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.
DREYFUS S & P 500 INDEX	200 PARK AVENUE NEW YORK, NY 10166	CODE 63: 25 BPS * AVG DAILY MKT VALUE CODE 60: 15 BPS * AVG DAILY MKT VALUE

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
VALIC	63 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.
DREYFUS SMALL CAP STOCK INDEX 200 PARK AVENUE NEW YORK, NY 10166	CODE 63: 25 BPS * AVG DAILY MKT VALUE CODE 60: 15 BPS * AVG DAILY MKT VALUE	
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(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
LEGG MASON CLEARBRIDGE SM CAP GR A	63 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.
VALIC 55 WATER STREET 32ND FLOOR NEW YORK, NY 10041	CODE 63: 25 BPS * AVG DAILY MKT VALUE CODE 60: 25 BPS * AVG DAILY MKT VALUE	
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(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
PIMCO TOTAL RETURN A	63 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.
VALIC 1345 AVENUE OF THE AMERICAS 3RD FL NEW YORK, NY 10105	CODE 63: 25 BPS * AVG DAILY MKT VALUE CODE 60: 10 BPS * AVG DAILY MKT VALUE	

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
VALIC	63 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.
PIONEER MID-CAP VALUE A 60 STATE STREET, 13TH FL BOSTON, MA 02109-1820	CODE 63: 25 BPS * AVG DAILY MKT VALUE CODE 60: 30 BPS * AVG DAILY MKT VALUE	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
VALIC	63 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.
T ROWE PRICE RETIREMENT 2015 ADV 4515 PAINTERS MILL ROAD OWINGS MILLS, MD 21117	CODE 63: 25 BPS * AVG DAILY MKT VALUE CODE 60: 15 BPS * AVG DAILY MKT VALUE	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
VALIC	63 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.
T ROWE PRICE RETIREMENT 2025 ADV 4515 PAINTERS MILL ROAD OWINGS MILLS, MD 21117	CODE 63: 25 BPS * AVG DAILY MKT VALUE CODE 60: 15 BPS * AVG DAILY MKT VALUE	

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
VALIC	63 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.
T ROWE PRICE RETIREMENT 2035 ADV 4515 PAINTERS MILL ROAD OWINGS MILL, MD 21117		CODE 63: 25 BPS * AVG DAILY MKT VALUE CODE 60: 15 BPS * AVG DAILY MKT VALUE
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
VALIC	63 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.
T ROWE PRICE RETIREMENT 2045 ADV 4515 PAINTERS MILL ROAD OWINGS MILL, MD 21117		CODE 63: 25 BPS * AVG DAILY MKT VALUE CODE 60: 15 BPS * AVG DAILY MKT VALUE
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
VALIC	63 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.
T ROWE PRICE RETIREMENT 2055 ADV 4515 PAINTERS MILL ROAD OWINGS MILL, MD 21117		CODE 63: 25 BPS * AVG DAILY MKT VALUE CODE 60: 15 BPS * AVG DAILY MKT VALUE

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
VALIC	63 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.	
4515 PAINTERS MILL ROAD OWINGS MILL, MD 21117	CODE 63: 25 BPS * AVG DAILY MKT VALUE CODE 60: 15 BPS * AVG DAILY MKT VALUE	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
VALIC	63 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.	
VALIC FIXED INTEREST OPTION 2929 ALLEN PARKWAY HOUSTON, TX 77019	CODE 63: 65 BPS* EXPECTED VAL OF PART ALLOCATIONS	
(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 01/01/2012 and ending 12/31/2012		
A Name of plan WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 WESTCARE HEALTH SYSTEM	D Employer Identification Number (EIN) 56-0714394	

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)	357	
	(2) Participant contributions	1b(2)	1605	
	(3) Other	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	4423840	3329821
	(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)	1087223	871325
	(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)	16616447	16829401
	(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	22129472	21030547

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	22129472	21030547
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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)	678711	
(B) Participants	2a(1)(B)	1224159	
(C) Others (including rollovers)	2a(1)(C)	46957	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1949827
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)	42411	
(F) Other	2b(1)(F)	149219	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		191630
(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)	394555	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		394555
(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)		1550630
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		4086642

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	5107295	
(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)		5107295
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)		
(2) Contract administrator fees	2i(2)	78272	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		78272
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		5185567

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-1098925
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: PERSHING, YOAKLEY & ASSOCIATES, P.C

(2) EIN: 62-1517792

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		2000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	X		

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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

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

A Name of plan <u>WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>WESTCARE HEALTH SYSTEM</u>	D Employer Identification Number (EIN) <u>56-0714394</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>45-0404698</u> <u>56-1368984</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): _____

WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM

**Audited Financial Statements
and Supplemental Schedule**

Year Ended December 31, 2012



WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM

Audited Financial Statements and Supplemental Schedule

Year Ended December 31, 2012

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Audited Financial Statements

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Supplemental Schedule

Schedule of Assets Held at End of Year	12
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INDEPENDENT AUDITOR'S REPORT

To the Retirement Committee of
MedWest Health System:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Westcare Health System retirement Savings Program (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) 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 C, which was certified by Variable Annuity Life Insurance Company (VALIC) as of and for the year ending December 31, 2012, Branch Banking and Trust Company (BB&T) for the period from January 1, 2012 to September 13, 2012, and Ascensus as agent for Frontier Trust Company, a custodian of the Plan, for the period from September 14, 2012 to, and as of, December 31, 2012 (collectively, the custodians of the Plan), except for comparing the information with the related information included in the financial statements. We have been informed by the Plan Administrator that the custodians hold the Plan's investment assets and execute investment transactions. The Plan Administrator has obtained

certifications from the custodians as of December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the Plan Administrator by the custodians of the Plan is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of Assets Held at Year End is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

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

Reidling Youngley & Associates PC

Knoxville, Tennessee
October 9, 2013

WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM

Statements of Net Assets Available for Benefits

	<i>December 31,</i>	
	<i>2012</i>	<i>2011</i>
ASSETS		
Investments, at fair value:		
Cash and cash equivalents	\$ 3,329,821	\$ 4,423,840
Shares of registered investment companies	16,829,401	16,616,447
Receivables:		
Employer's contribution	-	357
Participants' contributions	-	1,605
Notes receivable from participants	871,325	1,087,223
TOTAL ASSETS	21,030,547	22,129,472
NET ASSETS AVAILABLE FOR		
BENEFITS AT FAIR VALUE	\$ 21,030,547	\$ 22,129,472

WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM

Statement of Changes in Net Assets Available for Benefits

	<i>Year Ended December 31, 2012</i>
<hr/>	
Additions to net assets attributed to:	
Investment income:	
Interest and dividends	\$ 586,185
Net appreciation in fair value of investments	1,550,630
Total investment income	2,136,815
Contributions:	
Participants	1,224,159
Employer, net of forfeitures	678,711
Rollovers	46,957
Total contributions	1,949,827
TOTAL ADDITIONS	4,086,642
Deductions from net assets attributed to:	
Benefits paid to participants	5,107,295
Administrative expenses	78,272
TOTAL DEDUCTIONS	5,185,567
NET DECREASE	(1,098,925)
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	22,129,472
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	\$ 21,030,547

WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM

Notes to Financial Statements

Year Ended December 31, 2012

NOTE A--DESCRIPTION OF PLAN

The following brief description of the Westcare Health System Retirement Savings Program (the Plan) is provided for general information purposes only. Participants should refer to the Plan document and subsequent amendments for more complete information.

General: The Plan is a defined contribution plan covering all employees of Westcare Health System (the Company) excluding students performing services, employees who work less than 20 hours per week, leased employees, employees of for-profit affiliates and contract employees. The Midwest Retirement Committee (the Committee) controls and manages the operation and administration of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Plan Custodians: Prior to 2012, the Plan's assets were held by The Variable Annuity Life Insurance Company (VALIC) and Branch Banking and Trust Company (BB&T) as the Plan's custodians. During 2012, the Company and the Committee elected to change Plan custodians and transferred Plan assets from BB&T to Frontier Trust Company on September 14, 2012. From September 14, 2012 to December 31, 2012, Frontier Trust Company served as a custodian of the Plan. From January 1, 2012 to September 13, 2012, BB&T served as a custodian of the Plan. VALIC served as a custodian for the year ended December 31, 2012.

Contributions: Each year, participants may contribute up to the maximum percentage allowed under the Internal Revenue Code. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants are allowed to rollover funds into the Plan from other qualified plans. Participants may direct the investment of all contributions to the Plan into various investment options offered by the Plan. Effective January 1, 2010, the Plan was amended to exclude bonuses, paid time off cash-outs for active employees, payments classified as "Westshare," and service awards from eligible compensation for purposes of calculating employee and employer contributions. The Company will match employee contributions up to the following contribution percentages based on the Years of Service earned as follows:

<i>Years of Service</i>	<i>Matching Percentage</i>
Less than 1	0%
At least 1, but less than 4	2%
At least 4, but less than 9	4%
At least 9, but less than 24	5%
24 or more years	6%

WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM

Notes to Financial Statements - Continued

Year Ended December 31, 2012

NOTE A--DESCRIPTION OF PLAN - Continued

Participant Accounts: Each participant's account is credited with the participant's contributions and the Company's matching contributions and allocations of Plan earnings (losses), and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting: Participants are immediately vested in their contributions plus actual earnings thereon. Participants are fully vested in the Company's matching contribution upon attaining normal retirement age, disability, or death. Otherwise the matching contributions are vested based on years of service for vesting purposes as follows:

<i>Years of Service</i>	<i>Vesting Percentage</i>
Less than 1	0%
1	20%
2	40%
3	60%
4	80%
5 or more	100%

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

Forfeitures: At December 31, 2012, forfeited nonvested accounts totaled \$42,192. These accounts may be used to reduce future employer contributions. Employer contributions were reduced by \$8,866 from forfeited nonvested accounts during 2012.

Notes Receivable from Participants: Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balances over a period generally not to exceed 5 years. The loans are secured by the balance in the participant's account and bear interest at rates ranging from 4.25% to 9.25% as of December 31, 2012. Principal and interest is paid ratably through payroll deductions.

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

WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM

Notes to Financial Statements - Continued

Year Ended December 31, 2012

NOTE A--DESCRIPTION OF PLAN - Continued

provisions of ERISA. In the event of Plan termination, participants will become fully vested in their account balance.

NOTE B--SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The financial statements are prepared under 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 assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from these estimates.

Investment Valuation and Income Recognition: The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note D for a 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. 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.

Payment of Benefits: Benefits are recorded when paid. At December 31, 2012, there were no benefits requested and approved for payment but not paid.

Administrative Expenses: All significant expenses of maintaining the Plan are paid by the Plan.

Subsequent Events: Management has evaluated all events or transactions that occurred after December 31, 2012, through October 9, 2013, the date the financial statements were available to be issued. On January 8, 2013, the Plan assets held by VALIC were transferred to Frontier Trust Company.

NOTE C--INVESTMENTS CERTIFIED BY THE CUSTODIANS

The following table presents the fair value of the Plan's investments as of December 31, 2012 as certified as complete and accurate by VALIC and Ascensus, as agent for Frontier Trust Company.

WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM

Notes to Financial Statements - Continued

Year Ended December 31, 2012

NOTE C--INVESTMENTS CERTIFIED BY THE CUSTODIANS - Continued

Investments that represent at least 5% or more of the Plan's net assets are separately identified.

	2012	2011
Investments, at fair value:		
American Century Money Market	\$ 2,733,100	\$ 3,603,612
Dreyfus S&P 500 Index	2,237,579	2,146,152
Eaton Vance Large Cap Value	-	1,263,813
TCW Core Fixed Income Fund N	1,859,934	-
BlackRock Capital Appreciation Fund A	2,277,789	-
Pimco Total Return A	1,114,342	1,189,341
Other	9,936,478	12,837,369
	<u>\$ 20,159,222</u>	<u>\$ 21,040,287</u>

Notes receivable from participants outstanding related to VALIC and Frontier Trust Company totaled \$636,079 and \$235,246, respectively, as of December 31, 2012, and notes receivable from participants outstanding related to VALIC and BB&T totaled \$803,431 and \$283,792, respectively, as of December 31, 2011.

During 2012, the Plan's investments, including investments bought, sold and held at year end appreciated in value by \$1,550,630.

NOTE D--FAIR VALUE MEASUREMENTS

Fair Value Measurements: FASB ASC 820, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework 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 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

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.
- Level 2 - inputs to the valuation methodology include:
 - Quoted prices for similar assets and liabilities in active markets,
 - Quoted prices for identical or similar assets and liabilities in inactive markets,
 - Inputs other than quoted prices that are observable for the asset or liability, and

WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM

Notes to Financial Statements - Continued

Year Ended December 31, 2012

NOTE D--FAIR VALUE MEASUREMENTS - Continued

- 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 valuation hierarchy is based upon the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. Following is a description of the valuation methodologies used for assets measured at fair value.

Shares of Registered Investment Funds: Valued at the net asset value (NAV) of shares held by the Plan at year end.

Notes Receivable from Participants: Valued at their unpaid principal balance plus any accrued but unpaid interest, which approximates fair value.

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

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

	<i>Quoted Prices in Active Markets (Level 1)</i>	<i>Significant Other Observable Inputs (Level 2)</i>	<i>Significant Unobservable Inputs (Level 3)</i>	<i>Total</i>
International stock funds	\$ 2,160,879	\$ -	\$ -	\$ 2,160,879
U.S. stock funds	6,478,146	-	-	6,478,146
Target retirement date funds	299,100	-	-	299,100
Balanced funds	754,099	-	-	754,099

WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM

Notes to Financial Statements - Continued

Year Ended December 31, 2012

NOTE D--FAIR VALUE MEASUREMENTS - Continued

	<i>Quoted Prices in Active Markets (Level 1)</i>	<i>Significant Other Observable Inputs (Level 2)</i>	<i>Significant Unobservable Inputs (Level 3)</i>	<i>Total</i>
Capital preservation funds	3,462,488	-	-	3,462,488
Treasury funds	-	-	-	-
Bond funds	3,674,689	-	-	3,674,689
Total assets at fair value	\$ 16,829,401	\$ -	\$ -	\$ 16,829,401

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

	<i>Quoted Prices in Active Markets (Level 1)</i>	<i>Significant Other Observable Inputs (Level 2)</i>	<i>Significant Unobservable Inputs (Level 3)</i>	<i>Total</i>
International stock funds	\$ 2,193,875	\$ -	\$ -	\$ 2,193,875
U.S. stock funds	8,373,467	-	-	8,373,467
Target retirement date funds	515,317	-	-	515,317
Balanced funds	585,054	-	-	585,054
Capital preservation funds	2,650,816	-	-	2,650,816
Treasury funds	761,431	-	-	761,431
Bond funds	1,536,487	-	-	1,536,487
Total assets at fair value	\$ 16,616,447	\$ -	\$ -	\$ 16,616,447

NOTE E--RELATED-PARTY TRANSACTIONS

Plan investments include a money market fund with VALIC, a custodian, this transaction qualifies as a party-in-interest transaction. Fees paid by the Plan for administrative services total \$78,272 and include \$76,625 to VALIC and \$1,397 to BB&T for the year ended December 31, 2012.

WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM

Notes to Financial Statements - Continued

Year Ended December 31, 2012

NOTE F--INCOME TAX STATUS

The Plan is required to operate in conformity with the Internal Revenue Code to maintain its tax exemption. The Plan adopted a prototype defined contribution plan sponsored by W. E. Stanley & Company, Inc. (the former custodian). W. E. Stanley & Company, Inc. obtained a favorable determination letter on the prototype plan dated June 30, 2000. The prototype plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan, as currently designed, is being substantially operated in compliance with the applicable requirements of the Internal Revenue Code.

In accordance with FASB ASC 740, *Income Taxes*, the Plan did not identify any significant uncertain tax positions that would require recognition of a liability (or asset) or disclosure in the financial statements resulting in any unrecognized tax benefits as of and for the periods ended December 31, 2012. In addition, the Plan was not assessed and did not recognize any interest or penalties related to taxes for the Plan periods ended December 31, 2012. 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 Plan years ending prior to December 31, 2009.

NOTE G--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 investments, it is at least reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect the participants' account balances and the amount reported in the statements of net assets available for benefits.

Supplemental Schedule

WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM

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

EIN: 56-0714394

PN: 002

December 31, 2012

<i>Identity of Issuer, Borrower, Lessor, or Similar Party</i>	<i>Description of Asset</i>	<i>Current Value</i>
Money Market Funds		
* VALIC	Forfeiture Money Market Account	\$ 41,893
American Century	Money Market Account	2,733,100
Merrill Lynch	Retirement Reserves 7 day Yield 0%	554,828
Shares of Registered Investment Companies		
Merrill Lynch	GM Retirement Reserves Money Fund	3
American Century	Inflation-Adjusted Bond Investment	853,842
American Century	Real Estate Investment	30,118
American Century	Vista Investment	64,290
American Funds	American Balanced	534,660
American Funds	American High Income	70,347
American Funds	American Mutual	202,374
American Funds	Cap World Global	253,310
American Funds	Europacific	760,758
American Funds	Growth Fund	860,220
Davis NY	Venture A	288,297
Dreyfus	Bond Market Index Investment	491,276
Dreyfus	International Stock Index	258,256
Dreyfus	Mid Cap Index	889,912
Dreyfus	S&P 500 Index	2,237,579
Dreyfus	Small Cap Stock Index	707,445
Dreyfus	Small Cap Value	126,818
LeggMason	Small Cap Growth A	81,542
Pimco	Total Return A	1,114,342
Pioneer	MidCap Value A	49,019
Ivy	High Income Y	59,409
Ivy	Mid Cap Growth Y	78,956
Ivy	GM Ivy High Income Y	12
Columbia	Balanced Fund A	219,439
BlackRock	Equity Dividend A	201,372
Ivy	GM Ivy Mid Cap Growth Y	5
TCW	Core Fixed Income Fund N	1,859,934
BlackRock	S&P 500 Index Instl	41,309
Columbia	Small Cap Core Fund A	340,384
Delaware	Smid Cap Growth Fund A	1,005
BlackRock	GM BlackRock Equity Dividend A	6

WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM

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

EIN: 56-0714394

PN: 002

December 31, 2012

<i>Identity of Issuer, Borrower, Lessor, or Similar Party</i>	<i>Description of Asset</i>	<i>Current Value</i>
Invesco	Growth and Income Fund A	24,752
Lord Abbett	Intl Core Equity A	592,120
TCW	GM TCW Core Fixed Income Fund N	19
Columbia	GM Columbia Small Cap Core Fund A	5
Delaware	GM Delaware Smid Cap Growth Fund A	5
BlackRock	Capital Appreciation Fund A	2,277,789
Invesco	GM Invesco Growth and Income Fund A	15
Lord Abbett	GM Lord Abbett Intl Core Equity A	10
Oppenheimer	Developing Markets Fund A	296,405
Oppenheimer	International Bond Fund A	51,175
American Century	Govt Inc Trst Ginnie Mae A	359,010
BlackRock	GM BlackRock Global Allocation Fund A	15
Prudential	Jennison Small Company Fund A	252,712
Prudential	GM Prudential Jennison Small Company A	3
American Centur	GM Am Cntry Govt Inc Trst Ginnie Mae A	12
BlackRock	GM BlackRock Capital Appreciation Fund A	10
Oppenheimer	GM Oppenheimer Developing Mkts Fund A	5
T. Rowe Price	Retirement 2015	41,359
T. Rowe Price	Retirement 2025	91,067
T. Rowe Price	Retirement 2035	70,084
T. Rowe Price	Retirement 2045	32,728
T. Rowe Price	Retirement 2055	50,111
T. Rowe Price	Ret Inc Adv	13,751
Participant Loans		
Notes receivable from participants	Rates of 4.25% - 9.25%	871,325
		<u><u>\$ 21,030,547</u></u>

*Indicates a party-in-interest

The above data is based on information which has been certified as complete and accurate by VALIC and Ascensus as agent for Frontier Trust Company. VALIC and Frontier Trust Company are custodians of the Plan.

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

Formula Description

Plan Name: WESTCARE HEALTH SYSTEM RET. SAVINGS PROGRAM

Plan Number: 214999

Broker Dealer: Merrill Lynch

Ticker Symbol	Investment Name	Formula used to determine Sub-TA Compensation paid to Ascensus
GMWHIYX	GM Ivy High Income Y	12 dollars per fund position
BGNAX	Amrcn Cntry Govt Inc Trst Ginnie Mae A	12 dollars per fund position
CBLAX	Columbia Balanced Fund A	12 dollars per fund position
LSMAX	Columbia Small Cap Core Fund A	12 dollars per fund position
MDDVX	BlackRock Eqty Dividend A	12 dollars per fund position
MDFGX	BlackRock Capital Appreciation Fund A	12 dollars per fund position
ODMAX	Oppenheimer Developing Markets Fund A	12 dollars per fund position
OIBAX	Oppenheimer International Bond Fund A	12 dollars per fund position
TGFNX	TCW Core Fixed Income Fund N	12 dollars per fund position
WHIYX	Ivy High Income Y	12 dollars per fund position
WMGYX	Ivy Mid Cap Growth Y	12 dollars per fund position
DFCIX	Delaware Smid Cap Growth Fund A	12 dollars per fund position
PGOAX	Prudential Jennison Small Company Fund A	12 dollars per fund position
LICAX	Lord Abbett Intl Core Equity A	12 dollars per fund position
ACGIX	Invesco Growth and Income Fund A	12 dollars per fund position
GMLSMAX	GM Columbia Small Cap Core Fund A	N/A
MASRX	BlackRock S&P 500 Index Instl	N/A
GMWMGYX	GM Ivy Mid Cap Growth Y	N/A
GMPGOAX	GM Prudential Jennison Small Company A	N/A
GMODMAX	GM Oppenheimer Developing Markets Fund A	N/A
GMMDLOX	GM BlackRock Global Allocation Fund A	N/A
GMBGNAX	GM Amrcn Cntry Govt Inc Trst Ginnie MaeA	12 dollars per fund position
GMMDDVX	GM BlackRock Eqty Dividend A	N/A

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

Formula Description

Plan Name: WESTCARE HEALTH SYSTEM RET. SAVINGS PROGRAM
Plan Number: 214999
Broker Dealer: Merrill Lynch

Ticker Symbol	Investment Name	Formula used to determine Sub-TA Compensation paid to Ascensus
GMTGFNX	GM TCW Core Fixed Income Fund N	12 dollars per fund position
GMLICAX	GM Lord Abbett Intl Core Equity A	N/A
GMDFCIX	GM Delaware Smid Cap Growth Fund A	N/A
GMACGIX	GM Invesco Growth and Income Fund A	N/A
MLIKX	Retirement Reserves(7dayYield:0.0%)	6 dollars per fund position
GMMLIKX	GM Retirement Reserves Money Fd Class 1	6 dollars per fund position
PriMoney	Prior Money	N/A
GMMDFGX	GM BlackRock Capital Appreciation Fund A	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: WESTCARE HEALTH SYSTEM RET. SAVINGS PROGRAM

Plan Number: 214999

Broker Dealer: Merrill Lynch

Merrill Lynch

Effective January, 1, 2012, for the funds for which Ascensus receives a per-position dollar amount from Merrill Lynch, Ascensus will receive an additional payment from Merrill Lynch in the amount of 0.035% of average plan assets in the investment.

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

Plan Name Westcare Health System Retirement Savings Program

EIN: 56-0714394

Plan Sponsor's Name Westcare Health System

PN: 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	BlackRock	BlackRock Capital Appreciation Fund A	0	2,277,789
	BlackRock	BlackRock Eqty Dividend A	0	201,372
	BlackRock	BlackRock S&P 500 Index Instl	0	41,309
	Invesco	Invesco Growth and Income Fund A	0	24,752
	Delaware	Delaware Smid Cap Growth Fund A	0	1,005
	Ivy	Ivy Mid Cap Growth Y	0	78,956
	Columbia	Columbia Small Cap Core Fund A	0	340,384

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

Plan Name Westcare Health System Retirement Savings Program

EIN: 56-0714394

Plan Sponsor's Name Westcare Health System

PN: 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Prudential	Prudential Jennison Small Company Fund A	0	252,712
	Lord Abbett	Lord Abbett Intl Core Equity A	0	592,120
	Oppenheimer	Oppenheimer Developing Markets Fund A	0	296,405
	TCW	TCW Core Fixed Income Fund N	0	1,859,934
	Oppenheimer	Oppenheimer International Bond Fund A	0	51,175
	Ivy	Ivy High Income Y	0	59,409
	Columbia	Columbia Balanced Fund A	0	219,439

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

Plan Name Westcare Health System Retirement Savings Program

EIN: 56-0714394

Plan Sponsor's Name Westcare Health System

PN: 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	BlackRock	GM BlackRock Capital Appreciation Fund A	0	10
	BlackRock	GM BlackRock Eqty Dividend A	0	6
	Invesco	GM Invesco Growth and Income Fund A	0	15
	Delaware	GM Delaware Smid Cap Growth Fund A	0	5
	Ivy	GM Ivy Mid Cap Growth Y	0	5
	Columbia	GM Columbia Small Cap Core Fund A	0	5
	Prudential	GM Prudential Jennison Small Company A	0	3

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

Plan Name Westcare Health System Retirement Savings Program

EIN: 56-0714394

Plan Sponsor's Name Westcare Health System

PN: 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Lord Abbett	GM Lord Abbett Intl Core Equity A	0	10
	Oppenheimer	GM Oppenheimer Developing Markets Fund A	0	5
	BlackRock	GM BlackRock Global Allocation Fund A	0	15
	TCW	GM TCW Core Fixed Income Fund N	0	19
	Ivy	GM Ivy High Income Y	0	12
	American Century	Amrcn Cntry Govt Inc Trst Ginnie Mae A	0	359,010
	American Century	GM Amrcn Cntry Govt Inc Trst Ginnie MaeA	0	12

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

Plan Name Westcare Health System Retirement Savings Program

EIN: 56-0714394

Plan Sponsor's Name Westcare Health System

PN: 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Merrill Lynch	Retirement Reserves(7dayYield:0.0%)	0	554,828
	Merrill Lynch	GM Retirement Reserves Money Fd Class 1	0	3
	Participants Loan Account	Various Rates and Maturities	0	871,325
	VALIC	Money Market Account	0	41,893
	American Century	Money Market Account	0	2,733,100
	American Century	Inflation-Adjusted Bond Investment	0	853,842
	American Century	Real Estate Investment	0	30,118

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

Plan Name Westcare Health System Retirement Savings Program

EIN: 56-0714394

Plan Sponsor's Name Westcare Health System

PN: 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Ameican Century	Vista Invetment	0	64,290
	American Funds	AMERICAN BALANCED	0	534,660
	American Funds	American High Income	0	70,347
	American Funds	American Mutual	0	202,374
	American Funds	Cap World Global	0	253,310
	American Funds	Europacific	0	760,758
	American Funds	Growth Fund	0	860,220

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

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(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
	Dreyfus	Bond Market Index Investment	0	491,276
	Dreyfus	International Stock Index	0	258,256
	Dreyfus	Mid Cap Index	0	889,912
	Dreyfus	S & P 500 Index	0	2,237,579
	Dreyfus	Small Cap Stock Index	0	707,445
	Dreyfus	Small Cap Value	0	126,818
	LeggMason	Small Cap Group A	0	81,542

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

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(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
	PIMCO	Total Return A	0	1,114,342
	Pioneer	Mid Cap Value A	0	49,019
	T Rowe Price	Retirement 2015	0	41,359
	T Rowe Price	Retirement 2025	0	91,067
	T Rowe Price	Retirement 2035	0	70,084
	T Rowe Price	Retirement 2045	0	32,728
	T Rowe Price	Retirement 2055	0	50,111

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