

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 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>07/01/2012</u> and ending <u>06/30/2013</u>	
A This return/report is for:	<input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or <input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____
B This return/report is:	<input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report; <input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	<input type="checkbox"/>
D Check box if filing under:	<input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program; <input type="checkbox"/> special extension (enter description)

Part II	Basic Plan Information —enter all requested information						
1a Name of plan <u>UNIVERSITY OF LOUISVILLE PHYSICIANS, INC. MONEY PURCHASE PENSION PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/01/2011</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>07/01/2011</u>			
1b Three-digit plan number (PN) ▶	<u>001</u>						
1c Effective date of plan <u>07/01/2011</u>							
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>UNIVERSITY OF LOUISVILLEPHYSICIANS, INC.</u> <u>401 E. CHESTNUT ST., SUITE 560</u> <u>LOUISVILLE, KY 40202</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">2b Employer Identification Number (EIN) <u>27-3645560</u></td> <td style="width: 20%;"></td> </tr> <tr> <td>2c Sponsor's telephone number <u>502-588-4206</u></td> <td></td> </tr> <tr> <td>2d Business code (see instructions) <u>621112</u></td> <td></td> </tr> </table>	2b Employer Identification Number (EIN) <u>27-3645560</u>		2c Sponsor's telephone number <u>502-588-4206</u>		2d Business code (see instructions) <u>621112</u>	
2b Employer Identification Number (EIN) <u>27-3645560</u>							
2c Sponsor's telephone number <u>502-588-4206</u>							
2d Business code (see instructions) <u>621112</u>							

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	04/14/2014 Date	FLORENCE MAHONEY Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	04/14/2014 Date	FLORENCE MAHONEY 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 <input type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address UNIVERSITY OF LOUISVILLE PHYSICIANS, INC. 401 E. CHESTNUT ST., SUITE 560 LOUISVILLE, KY 40202		3b Administrator's EIN 27-3645560
		3c Administrator's telephone number 502-588-4206
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 48
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	347
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	12
d Subtotal. Add lines 6a , 6b , and 6c	6d	359
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	359
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	280
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: 2F 2G 2T 2C		
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) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> 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) <input checked="" type="checkbox"/> R (Retirement Plan Information) (2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) <input checked="" type="checkbox"/> H (Financial Information) (2) <input type="checkbox"/> I (Financial Information – Small Plan) (3) <input type="checkbox"/> A (Insurance Information) (4) <input checked="" type="checkbox"/> C (Service Provider Information) (5) <input type="checkbox"/> D (DFE/Participating Plan Information) (6) <input type="checkbox"/> 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 07/01/2012 and ending 06/30/2013

A Name of plan <u>UNIVERSITY OF LOUISVILLE PHYSICIANS, INC. MONEY PURCHASE PENSION 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>UNIVERSITY OF LOUISVILLEPHYSICIANS, INC.</u>	D Employer Identification Number (EIN) <u>27-3645560</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
FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 71 60	RECORDKEEPER	289	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DODGE & COX INTL STK - BOSTON FINAN 04-2526037	0.10%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HEARTLAND VAL PLS IS - ALPS FUND SE 789 N. WATER STREET, SUITE 500 MILWAUKEE, WI 53202	0.25%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVS DIVRS DIVD R5 - INVESCO INVEST 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.35%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>LOOMIS SM CP GRTH IS - BOSTON FINAN</p> <p>04-2526037</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.15%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>OPPHMR INTL GRTH Y - OFI GLOBAL ASS TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET, 14TH FLOOR NEW YORK, NY 10281</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.25%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>PIM TOTAL RT INST - BOSTON FINANCIA</p> <p>04-2526037</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.03%</p>		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRMTRC EMG MKT IS - BNY MELLON INV P.O. BOX 9793 PROVIDENCE, RI 02940	0.15%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ROYCE PA MUTUAL INV - BOSTON FINANC 04-2526037	0.20%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP RETIRE INCOME - T. ROWE PRICE S 52-2269240	0.15%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
TRP RETIREMENT 2005 - T. ROWE PRICE	0.15%	
52-2269240		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
TRP RETIREMENT 2010 - T. ROWE PRICE	0.15%	
52-2269240		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
TRP RETIREMENT 2015 - T. ROWE PRICE	0.15%	
52-2269240		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
TRP RETIREMENT 2020 - T. ROWE PRICE	0.15%	
52-2269240		
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
TRP RETIREMENT 2025 - T. ROWE PRICE	0.15%	
52-2269240		
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
TRP RETIREMENT 2030 - T. ROWE PRICE	0.15%	
52-2269240		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
TRP RETIREMENT 2035 - T. ROWE PRICE	0.15%	
52-2269240		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
TRP RETIREMENT 2040 - T. ROWE PRICE	0.15%	
52-2269240		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
TRP RETIREMENT 2045 - T. ROWE PRICE	0.15%	
52-2269240		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>TRP RETIREMENT 2050 - T. ROWE PRICE</p> <p>52-2269240</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.15%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>TRP RETIREMENT 2055 - T. ROWE PRICE</p> <p>52-2269240</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.15%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>WFA GOVT SECS INST - BOSTON FINANCI</p> <p>04-2526037</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.05%</p>		

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.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>07/01/2012</u> and ending <u>06/30/2013</u>		
A Name of plan <u>UNIVERSITY OF LOUISVILLE PHYSICIANS, INC. MONEY PURCHASE PENSION 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>UNIVERSITY OF LOUISVILLEPHYSICIANS, INC.</u>	D Employer Identification Number (EIN) <u>27-3645560</u>	

	Part I Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1	Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(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)	0	18196
	(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)	0	4174
	(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)	0	103601
	(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)	478448	5411900
	(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	478448	5537871

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	478448	5537871
---	-----------	--------	---------

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)	4108435	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)	665994	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		4774429
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	782	
(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)	3597	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		4379
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	54	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	58332	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		58386
(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)	108	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		108

		(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)		251133
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		5088435

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	28723	
(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)		28723
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)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	289	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		289
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		29012

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		5059423
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: DEAN DORTON ALLEN AND FORD

(2) EIN: 27-3858252

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.		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.
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For calendar plan year 2012 or fiscal plan year beginning 07/01/2012 and ending 06/30/2013

A Name of plan <u>UNIVERSITY OF LOUISVILLE PHYSICIANS, INC. MONEY PURCHASE PENSION 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>UNIVERSITY OF LOUISVILLEPHYSICIANS, INC.</u>	D Employer Identification Number (EIN) <u>27-3645560</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>3</u>

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)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input checked="" type="checkbox"/> 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	<u>0</u>	
b Enter the amount contributed by the employer to the plan for this plan year	6b	<u>0</u>	
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	<u>0</u>	
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	<input type="checkbox"/> Increase	<input type="checkbox"/> Decrease	<input type="checkbox"/> Both	<input type="checkbox"/> No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
11 a Does the ESOP hold any preferred stock?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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.).....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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): _____

UNIVERSITY OF LOUISVILLE PHYSICIANS, INC.
MONEY PURCHASE PENSION PLAN
Financial Statements and Supplemental Schedule

*As of June 30, 2013 and 2012 and
for the Year Ended June 30, 2013
with Report of Independent Auditors*

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Report of Independent Auditors

Board of Trustees
University of Louisville Physicians, Inc. Money Purchase Pension Plan
Louisville, Kentucky

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of University of Louisville Physicians, Inc. Money Purchase Pension Plan (the Plan), which comprise the statements of net assets available for benefits as of June 30, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended June 30, 2013, 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 matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified or provided by Fidelity Management Trust Company, the custodian of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the custodian holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the custodian as of June 30, 2013 and 2012, and for the year ended June 30, 2013, that the information provided to the Plan Administrator by the custodian is complete and accurate.

Board of Trustees
University of Louisville Physicians, Inc. Money Purchase Pension Plan
Report of Independent Auditors, continued

Disclaimer of Opinion

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

Other Matter

The supplemental schedule as of June 30, 2013, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified or provided 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.

Dean Dotson Allen Ford, PLLC

April 10, 2014
Louisville, Kentucky

UNIVERSITY OF LOUISVILLE PHYSICIANS, INC. MONEY PURCHASE PENSION PLAN

Statements of Net Assets Available for Benefits

June 30, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Assets		
Investments at fair value	\$ 5,434,270	\$ 478,448
Notes receivable from participants	<u>103,601</u>	<u>-</u>
Net assets available for benefits	<u>\$ 5,537,871</u>	<u>\$ 478,448</u>

See accompanying notes.

UNIVERSITY OF LOUISVILLE PHYSICIANS, INC. MONEY PURCHASE PENSION PLAN

Statement of Changes in Net Assets Available for Benefits

Year ended June 30, 2013

2013

Additions to net assets attributed to:

Investment income:

Interest and dividends	\$ 59,276
Net appreciation in fair value of investments	<u>251,133</u>
Total investment income	310,409

Interest income on notes receivable from participants	3,597
---	-------

Contributions:

Rollovers	665,994
Employer	<u>4,108,435</u>
Total contributions	<u>4,774,429</u>

Total additions	5,088,435
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Deductions from net assets attributed to:

Benefits paid to participants	28,723
Administrative expenses	<u>289</u>
Total deductions	<u>29,012</u>

Net increase	5,059,423
--------------	-----------

Net assets available for benefits:

Beginning of year	<u>478,448</u>
End of year	<u>\$ 5,537,871</u>

See accompanying notes.

UNIVERSITY OF LOUISVILLE PHYSICIANS, INC. MONEY PURCHASE PENSION PLAN

Notes to the Financial Statements

1. Description of the Plan

The following description of the University of Louisville Physicians, Inc. Money Purchase Pension Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), and became effective July 1, 2011. The Plan covers highly compensated employees of University of Louisville Physicians, Inc. (the Sponsor and Plan Administrator).

Eligibility

Employees are eligible to participate in the Plan and make elective deferrals to the Plan if they are employed by the Sponsor as a Physician, classified as an executive employee with a title of vice president or a highly compensated employee under Internal Revenue Code (IRC) section 414(q) (\$110,000 for the July 1, 2012 through June 30, 2013 Plan Year; adjusted periodically for subsequent years). In addition, employees must be regularly scheduled to work at least 1,000 hours of service in the year and must never have been eligible to participate in the University of Louisville Physicians, Inc. Profit Sharing Plan.

Contributions

Contributions equal to a specified percentage of employee compensation is made by the employer on behalf of the participant for the duration of employment. The contribution percentage is based on a one-time irrevocable Participation and Contribution Agreement between the employee and employer before the date the participant becomes eligible to participate. Contributions for any Plan year cannot be less than 5% or greater than 20% of a participant's eligible compensation and cannot exceed the IRC contribution limit (\$51,000 for the July 1, 2013 through June 30, 2013). Participant's compensation is reduced by the contributions to the Plan.

Participants can roll over part or all of an eligible rollover distribution received from an eligible retirement plan into this Plan. The Plan Administrator must approve any rollover contribution and reserves the right to refuse to accept any such contribution.

Participant Accounts

Individual accounts are maintained for each Plan participant. Each participant's account is credited with contributions, an allocation of Plan earnings or losses, and administrative expenses. Allocations are based on participant earnings or account balances, as defined in the Plan document. Administrative expenses are charged to each participant's account when a benefit distribution is processed. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

UNIVERSITY OF LOUISVILLE PHYSICIANS, INC. MONEY PURCHASE PENSION PLAN

Notes to the Financial Statements, continued

1. Description of the Plan, continued

Investment Options

Participants direct their contributions to any of various investment options offered by the Plan. If no such direction is made, participant accounts are invested in accordance with default investment alternatives as established under the Plan.

Vesting

Participants are immediately vested in all contributions to their accounts, plus actual earnings (losses) thereon.

Participant Loans

Participants may borrow from their fund accounts through Fidelity Investment Company a minimum of \$1,000 and up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms range from one to five years. The loans are secured by the balance in the participant's account and bear interest at the applicable prime rate or a fixed rate as determined by the Plan Administrator at the time of the loan. The interest rate on outstanding notes from participants is 4.25%. Principal and interest is paid ratably through bi-weekly payroll deductions.

Payment of Benefits

On termination of service due to death, disability, or retirement, a participant or their beneficiaries may elect to receive either a lump sum distribution or a direct rollover to another qualified plan equal to the value of the participant's vested account. If a participant has more than \$1,000 in their account, upon termination, they may elect to keep their account in the Plan indefinitely. Prior to termination, participants can elect to take a distribution in the event of certain hardships as defined by the Plan.

The Plan requires automatic distributions to any terminated participant with a balance of less than \$1,000 that has not reached the normal age of retirement. Participants with a balance of less than \$1,000 will receive a lump sum distribution in the form of a check and those with a balance over \$1,000 may delay distribution until required by law to receive minimum required distributions.

Risks and Uncertainties

The Plan provides for participant directed investment options in various securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

UNIVERSITY OF LOUISVILLE PHYSICIANS, INC. MONEY PURCHASE PENSION PLAN

Notes to the Financial Statements, continued

1. Description of the Plan, continued

Administrative Expenses

Certain administrative expenses of the Plan are paid by the Plan as provided in the Plan document. All other administrative expenses are paid by the Plan Sponsor.

2. Summary of Significant Accounting Policies

The financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP) which require management to make estimates and assumptions that affect the reported amounts and disclosures in the financial statements. Actual results could differ from those estimates. The following is a summary of the significant accounting policies consistently followed by the Plan in the preparation of its financial statements:

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. 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 or depreciation includes the Plan's gains or 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 participant loans are reclassified as distributions based upon the terms of the Plan document.

Payment of Benefits

Benefits payments to participants are recorded upon distribution.

Subsequent Events

The Plan's management has evaluated subsequent events for accounting and disclosure requirements through April 10, 2014, which was the date at which the financial statements were available to be issued.

UNIVERSITY OF LOUISVILLE PHYSICIANS, INC. MONEY PURCHASE PENSION PLAN

Notes to the Financial Statements, continued

3. Information Certified or Provided by Fidelity Management Trust Company

The Plan's assets information included in this note and throughout the Plan's financial statements and supplemental schedule was prepared by or derived from information provided by Fidelity Management Trust Company (Fidelity), the custodian of the Plan, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from Fidelity that asset information provided to the Plan Administrator by Fidelity related to the asset information is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to asset information in this note and which appears throughout the financial statements and the supplemental schedule.

The following table presents the fair value of the assets in the Plan that were certified by Fidelity. Single investments representing more than 5% of the Plan's net assets as of June 30, 2013 and 2012 are separately identified.

	<u>2013</u>	<u>2012</u>
T. Rowe Price Retirement 2025 Fund	\$ 839,463	\$ 204,220
T. Rowe Price Retirement 2035 Fund	803,854	**
T. Rowe Price Retirement 2020 Fund	734,436	76,351
T. Rowe Price Retirement 2040 Fund	701,568	**
T. Rowe Price Retirement 2030 Fund	559,532	34,818
Fidelity Spartan 500 Index Fund	298,745	**
T. Rowe Price Retirement 2045 Fund	**	62,294
Other investments	<u>1,496,672</u>	<u>100,765</u>
Total investments	<u>\$ 5,434,270</u>	<u>\$ 478,448</u>
Notes receivable from participants	\$ 103,601	\$ -

*** Investment does not represent 5% or more of the Plan's net assets for the respective year.*

Fidelity also certified the completeness and accuracy of \$251,133 of net appreciation in the fair value of the investments (including gains and losses on investments bought and sold, as well as held during the year) and \$59,276 of interest and dividends related to the investments for the year ended June 30, 2013.

4. Fair Value Measurements

The Plan classifies its investments based on a hierarchy consisting of: Level 1 (valued using quoted prices from active markets for identical assets), Level 2 (not traded on an active market but for which observable market inputs are readily available), and Level 3 (valued based on significant unobservable inputs). The asset's 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 used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

UNIVERSITY OF LOUISVILLE PHYSICIANS, INC. MONEY PURCHASE PENSION PLAN

Notes to the Financial Statements, continued

4. Fair Value Measurements, continued

Following is a description of the valuation methodologies used for assets measured at fair value on a recurring basis:

Common Stock: Valued at unadjusted quoted prices for identical assets in active markets.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

There have been no changes in the valuation methodologies used at June 30, 2013 and 2012.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan Administrator 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 tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of June 30:

	Level 1	Level 2	Level 3	Total
<u>2013</u>				
Common Stock	\$ 4,174	\$ -	\$ -	\$ 4,174
Mutual funds:				
Money market funds	18,196	-	-	18,196
Large cap funds	471,638	-	-	471,638
Lifecycle funds	4,418,270	-	-	4,418,270
International funds	159,841	-	-	159,841
Small cap funds	122,793	-	-	122,793
Blended funds	773	-	-	773
Bond funds	193,673	-	-	193,673
Mid cap funds	<u>44,912</u>	<u>-</u>	<u>-</u>	<u>44,912</u>
Total investments	<u>\$ 5,434,270</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 5,434,270</u>

UNIVERSITY OF LOUISVILLE PHYSICIANS, INC. MONEY PURCHASE PENSION PLAN

Notes to the Financial Statements, continued

4. Fair Value Measurements, continued

	Level 1	Level 2	Level 3	Total
<u>2012</u>				
Mutual funds:				
Large cap funds	\$ 19,125	\$ -	\$ -	\$ 19,125
Lifecycle funds	416,529	-	-	416,529
International funds	11,257	-	-	11,257
Small cap funds	6,988	-	-	6,988
Bond funds	16,187	-	-	16,187
Mid cap funds	<u>8,362</u>	<u>-</u>	<u>-</u>	<u>8,362</u>
Total investments	<u>\$ 478,448</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 478,448</u>

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period. Plan management evaluates the significance of transfers between levels based upon the nature of the investment and size of the transfer relative to total net assets available for benefits. For the year ended June 30, 2013, there were no significant transfers in or out of Level 3.

5. Exempt Party-In-Interest Transactions

Certain Plan investments are shares of mutual funds managed by the Plan's custodian, Fidelity. Transactions with the custodian qualify as party-in-interest transactions. For the year ended June 30, 2013, administrative expenses paid amounted to \$289.

6. Tax Status

The Plan obtained its latest determination letter dated March 25, 2013, in which the Internal Revenue Service (IRS) stated that the Plan is designed in accordance with applicable sections of the IRC. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that as of June 30, 2013 and 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

UNIVERSITY OF LOUISVILLE PHYSICIANS, INC. MONEY PURCHASE PENSION PLAN

Notes to the Financial Statements, continued

7. Plan Termination

Although it has not expressed any intention to do so, the Plan Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA.

SUPPLEMENTAL SCHEDULE

UNIVERSITY OF LOUISVILLE PHYSICIANS, INC. MONEY PURCHASE PENSION PLAN

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

June 30, 2013

Plan Sponsor: University of Louisville Physicians, Inc.

Plan Sponsor's EIN: 27-3645560

Plan Number: 002

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
	<u>Common Stock</u>			
*	Fidelity	Common Stock	** \$	4,174
	<u>Mutual Funds</u>			
	Money Market Funds			
*	Fidelity	Retirement Money Market Portfolio	**	18,196
	Large Cap funds			
	Invesco	Invesco Diversified Dividend R5	**	56,197
*	Fidelity	Fidelity Contrafund Fund	**	116,696
*	Fidelity	Fidelity Spartan 500 Index Fund	**	298,745
	Lifecycle funds			
	T. Rowe Price	TRP Retirement 2045 Fund	**	263,129
	T. Rowe Price	TRP Retirement 2010 Fund	**	132,419
	T. Rowe Price	TRP Retirement 2040 Fund	**	701,568
	T. Rowe Price	TRP Retirement 2035 Fund	**	803,854
	T. Rowe Price	TRP Retirement 2030 Fund	**	559,532
	T. Rowe Price	TRP Retirement 2025 Fund	**	839,463
	T. Rowe Price	TRP Retirement 2020 Fund	**	734,436
	T. Rowe Price	TRP Retirement 2015 Fund	**	267,652
	T. Rowe Price	TRP Retirement 2055 Fund	**	39,490
	T. Rowe Price	TRP Retirement 2005 Fund	**	76,727
	International funds			
	Eaton Vance	Parametric Tax-Managed Emerging Markets Fund	**	39,692
	Dodge & Cox	Dodge & Cox International Stock Fund	**	77,973
	Oppenheimer	Oppenheimer International Growth Y Fund	**	13,752
*	Fidelity	Fidelity Spartan International Index Fund	**	28,424
	Small Cap funds			
	Loomis Sayles	Loomis Sayles Small Cap Growth Fund	**	38,244
	Heartland Funds	Heartland Value Plus Fund Class Institutional	**	16,843
	Royce Funds	Royce Pennsylvania Mutual Fund	**	67,706
	Blended funds			
	T. Rowe Price	T. Rowe Price Retirement Income	**	773
	Bond funds			
	T. Rowe Price	T. Rowe Price High Yield	**	18,812
	Wells Fargo	Wells Fargo Advantage Government Securities	**	14,169
*	Fidelity	Fidelity Spartan US Bond Index Fund	**	14,618
	PIMCO	PIMCO Total Return Institutional Class	**	146,074
	Mid Cap funds			
*	Fidelity	Fidelity Spartan Extended Mkt Index	**	44,912
*	Participant loans	Maturing 2013-2018 all interest rate of 4.25%	\$0	103,601
	Total assets (held at year-end)		\$	<u>5,537,871</u>

* Represents a party-in-interest

**Cost is not required to be presented for participant-directed investments

UNIVERSITY OF LOUISVILLE PHYSICIANS, INC.
MONEY PURCHASE PENSION PLAN
Financial Statements and Supplemental Schedule

*As of June 30, 2013 and 2012 and
for the Year Ended June 30, 2013
with Report of Independent Auditors*

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Report of Independent Auditors

Board of Trustees
University of Louisville Physicians, Inc. Money Purchase Pension Plan
Louisville, Kentucky

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of University of Louisville Physicians, Inc. Money Purchase Pension Plan (the Plan), which comprise the statements of net assets available for benefits as of June 30, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended June 30, 2013, 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 matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified or provided by Fidelity Management Trust Company, the custodian of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the custodian holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the custodian as of June 30, 2013 and 2012, and for the year ended June 30, 2013, that the information provided to the Plan Administrator by the custodian is complete and accurate.

Board of Trustees
University of Louisville Physicians, Inc. Money Purchase Pension Plan
Report of Independent Auditors, continued

Disclaimer of Opinion

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

Other Matter

The supplemental schedule as of June 30, 2013, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified or provided 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.

Dean Dotson Allen Ford, PLLC

April 10, 2014
Louisville, Kentucky

UNIVERSITY OF LOUISVILLE PHYSICIANS, INC. MONEY PURCHASE PENSION PLAN

Statements of Net Assets Available for Benefits

June 30, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Assets		
Investments at fair value	\$ 5,434,270	\$ 478,448
Notes receivable from participants	<u>103,601</u>	<u>-</u>
Net assets available for benefits	<u>\$ 5,537,871</u>	<u>\$ 478,448</u>

See accompanying notes.

UNIVERSITY OF LOUISVILLE PHYSICIANS, INC. MONEY PURCHASE PENSION PLAN

Statement of Changes in Net Assets Available for Benefits

Year ended June 30, 2013

2013

Additions to net assets attributed to:

Investment income:

Interest and dividends	\$ 59,276
Net appreciation in fair value of investments	<u>251,133</u>
Total investment income	310,409

Interest income on notes receivable from participants	3,597
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Contributions:

Rollovers	665,994
Employer	<u>4,108,435</u>
Total contributions	<u>4,774,429</u>

Total additions	5,088,435
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Deductions from net assets attributed to:

Benefits paid to participants	28,723
Administrative expenses	<u>289</u>
Total deductions	<u>29,012</u>

Net increase	5,059,423
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Net assets available for benefits:

Beginning of year	<u>478,448</u>
End of year	<u>\$ 5,537,871</u>

See accompanying notes.

UNIVERSITY OF LOUISVILLE PHYSICIANS, INC. MONEY PURCHASE PENSION PLAN

Notes to the Financial Statements

1. Description of the Plan

The following description of the University of Louisville Physicians, Inc. Money Purchase Pension Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), and became effective July 1, 2011. The Plan covers highly compensated employees of University of Louisville Physicians, Inc. (the Sponsor and Plan Administrator).

Eligibility

Employees are eligible to participate in the Plan and make elective deferrals to the Plan if they are employed by the Sponsor as a Physician, classified as an executive employee with a title of vice president or a highly compensated employee under Internal Revenue Code (IRC) section 414(q) (\$110,000 for the July 1, 2012 through June 30, 2013 Plan Year; adjusted periodically for subsequent years). In addition, employees must be regularly scheduled to work at least 1,000 hours of service in the year and must never have been eligible to participate in the University of Louisville Physicians, Inc. Profit Sharing Plan.

Contributions

Contributions equal to a specified percentage of employee compensation is made by the employer on behalf of the participant for the duration of employment. The contribution percentage is based on a one-time irrevocable Participation and Contribution Agreement between the employee and employer before the date the participant becomes eligible to participate. Contributions for any Plan year cannot be less than 5% or greater than 20% of a participant's eligible compensation and cannot exceed the IRC contribution limit (\$51,000 for the July 1, 2013 through June 30, 2013). Participant's compensation is reduced by the contributions to the Plan.

Participants can roll over part or all of an eligible rollover distribution received from an eligible retirement plan into this Plan. The Plan Administrator must approve any rollover contribution and reserves the right to refuse to accept any such contribution.

Participant Accounts

Individual accounts are maintained for each Plan participant. Each participant's account is credited with contributions, an allocation of Plan earnings or losses, and administrative expenses. Allocations are based on participant earnings or account balances, as defined in the Plan document. Administrative expenses are charged to each participant's account when a benefit distribution is processed. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

UNIVERSITY OF LOUISVILLE PHYSICIANS, INC. MONEY PURCHASE PENSION PLAN

Notes to the Financial Statements, continued

1. Description of the Plan, continued

Investment Options

Participants direct their contributions to any of various investment options offered by the Plan. If no such direction is made, participant accounts are invested in accordance with default investment alternatives as established under the Plan.

Vesting

Participants are immediately vested in all contributions to their accounts, plus actual earnings (losses) thereon.

Participant Loans

Participants may borrow from their fund accounts through Fidelity Investment Company a minimum of \$1,000 and up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms range from one to five years. The loans are secured by the balance in the participant's account and bear interest at the applicable prime rate or a fixed rate as determined by the Plan Administrator at the time of the loan. The interest rate on outstanding notes from participants is 4.25%. Principal and interest is paid ratably through bi-weekly payroll deductions.

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The Plan requires automatic distributions to any terminated participant with a balance of less than \$1,000 that has not reached the normal age of retirement. Participants with a balance of less than \$1,000 will receive a lump sum distribution in the form of a check and those with a balance over \$1,000 may delay distribution until required by law to receive minimum required distributions.

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The Plan provides for participant directed investment options in various securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

UNIVERSITY OF LOUISVILLE PHYSICIANS, INC. MONEY PURCHASE PENSION PLAN

Notes to the Financial Statements, continued

1. Description of the Plan, continued

Administrative Expenses

Certain administrative expenses of the Plan are paid by the Plan as provided in the Plan document. All other administrative expenses are paid by the Plan Sponsor.

2. Summary of Significant Accounting Policies

The financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP) which require management to make estimates and assumptions that affect the reported amounts and disclosures in the financial statements. Actual results could differ from those estimates. The following is a summary of the significant accounting policies consistently followed by the Plan in the preparation of its financial statements:

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

Payment of Benefits

Benefits payments to participants are recorded upon distribution.

Subsequent Events

The Plan's management has evaluated subsequent events for accounting and disclosure requirements through April 10, 2014, which was the date at which the financial statements were available to be issued.

UNIVERSITY OF LOUISVILLE PHYSICIANS, INC. MONEY PURCHASE PENSION PLAN

Notes to the Financial Statements, continued

3. Information Certified or Provided by Fidelity Management Trust Company

The Plan's assets information included in this note and throughout the Plan's financial statements and supplemental schedule was prepared by or derived from information provided by Fidelity Management Trust Company (Fidelity), the custodian of the Plan, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from Fidelity that asset information provided to the Plan Administrator by Fidelity related to the asset information is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to asset information in this note and which appears throughout the financial statements and the supplemental schedule.

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T. Rowe Price Retirement 2045 Fund	**	62,294
Other investments	<u>1,496,672</u>	<u>100,765</u>
 Total investments	 <u>\$ 5,434,270</u>	 <u>\$ 478,448</u>
 Notes receivable from participants	 \$ 103,601	 \$ -

*** Investment does not represent 5% or more of the Plan's net assets for the respective year.*

Fidelity also certified the completeness and accuracy of \$251,133 of net appreciation in the fair value of the investments (including gains and losses on investments bought and sold, as well as held during the year) and \$59,276 of interest and dividends related to the investments for the year ended June 30, 2013.

4. Fair Value Measurements

The Plan classifies its investments based on a hierarchy consisting of: Level 1 (valued using quoted prices from active markets for identical assets), Level 2 (not traded on an active market but for which observable market inputs are readily available), and Level 3 (valued based on significant unobservable inputs). The asset's 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 used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

UNIVERSITY OF LOUISVILLE PHYSICIANS, INC. MONEY PURCHASE PENSION PLAN

Notes to the Financial Statements, continued

4. Fair Value Measurements, continued

Following is a description of the valuation methodologies used for assets measured at fair value on a recurring basis:

Common Stock: Valued at unadjusted quoted prices for identical assets in active markets.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

There have been no changes in the valuation methodologies used at June 30, 2013 and 2012.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan Administrator 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 tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of June 30:

	Level 1	Level 2	Level 3	Total
<u>2013</u>				
Common Stock	\$ 4,174	\$ -	\$ -	\$ 4,174
Mutual funds:				
Money market funds	18,196	-	-	18,196
Large cap funds	471,638	-	-	471,638
Lifecycle funds	4,418,270	-	-	4,418,270
International funds	159,841	-	-	159,841
Small cap funds	122,793	-	-	122,793
Blended funds	773	-	-	773
Bond funds	193,673	-	-	193,673
Mid cap funds	<u>44,912</u>	<u>-</u>	<u>-</u>	<u>44,912</u>
Total investments	<u>\$ 5,434,270</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 5,434,270</u>

UNIVERSITY OF LOUISVILLE PHYSICIANS, INC. MONEY PURCHASE PENSION PLAN

Notes to the Financial Statements, continued

4. Fair Value Measurements, continued

	Level 1	Level 2	Level 3	Total
<u>2012</u>				
Mutual funds:				
Large cap funds	\$ 19,125	\$ -	\$ -	\$ 19,125
Lifecycle funds	416,529	-	-	416,529
International funds	11,257	-	-	11,257
Small cap funds	6,988	-	-	6,988
Bond funds	16,187	-	-	16,187
Mid cap funds	<u>8,362</u>	<u>-</u>	<u>-</u>	<u>8,362</u>
Total investments	<u>\$ 478,448</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 478,448</u>

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period. Plan management evaluates the significance of transfers between levels based upon the nature of the investment and size of the transfer relative to total net assets available for benefits. For the year ended June 30, 2013, there were no significant transfers in or out of Level 3.

5. Exempt Party-In-Interest Transactions

Certain Plan investments are shares of mutual funds managed by the Plan's custodian, Fidelity. Transactions with the custodian qualify as party-in-interest transactions. For the year ended June 30, 2013, administrative expenses paid amounted to \$289.

6. Tax Status

The Plan obtained its latest determination letter dated March 25, 2013, in which the Internal Revenue Service (IRS) stated that the Plan is designed in accordance with applicable sections of the IRC. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that as of June 30, 2013 and 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

UNIVERSITY OF LOUISVILLE PHYSICIANS, INC. MONEY PURCHASE PENSION PLAN

Notes to the Financial Statements, continued

7. Plan Termination

Although it has not expressed any intention to do so, the Plan Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA.

SUPPLEMENTAL SCHEDULE

UNIVERSITY OF LOUISVILLE PHYSICIANS, INC. MONEY PURCHASE PENSION PLAN

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

June 30, 2013

Plan Sponsor: University of Louisville Physicians, Inc.

Plan Sponsor's EIN: 27-3645560

Plan Number: 002

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
	<u>Common Stock</u>			
*	Fidelity	Common Stock	** \$	4,174
	<u>Mutual Funds</u>			
	Money Market Funds			
*	Fidelity	Retirement Money Market Portfolio	**	18,196
	Large Cap funds			
	Invesco	Invesco Diversified Dividend R5	**	56,197
*	Fidelity	Fidelity Contrafund Fund	**	116,696
*	Fidelity	Fidelity Spartan 500 Index Fund	**	298,745
	Lifecycle funds			
	T. Rowe Price	TRP Retirement 2045 Fund	**	263,129
	T. Rowe Price	TRP Retirement 2010 Fund	**	132,419
	T. Rowe Price	TRP Retirement 2040 Fund	**	701,568
	T. Rowe Price	TRP Retirement 2035 Fund	**	803,854
	T. Rowe Price	TRP Retirement 2030 Fund	**	559,532
	T. Rowe Price	TRP Retirement 2025 Fund	**	839,463
	T. Rowe Price	TRP Retirement 2020 Fund	**	734,436
	T. Rowe Price	TRP Retirement 2015 Fund	**	267,652
	T. Rowe Price	TRP Retirement 2055 Fund	**	39,490
	T. Rowe Price	TRP Retirement 2005 Fund	**	76,727
	International funds			
	Eaton Vance	Parametric Tax-Managed Emerging Markets Fund	**	39,692
	Dodge & Cox	Dodge & Cox International Stock Fund	**	77,973
	Oppenheimer	Oppenheimer International Growth Y Fund	**	13,752
*	Fidelity	Fidelity Spartan International Index Fund	**	28,424
	Small Cap funds			
	Loomis Sayles	Loomis Sayles Small Cap Growth Fund	**	38,244
	Heartland Funds	Heartland Value Plus Fund Class Institutional	**	16,843
	Royce Funds	Royce Pennsylvania Mutual Fund	**	67,706
	Blended funds			
	T. Rowe Price	T. Rowe Price Retirement Income	**	773
	Bond funds			
	T. Rowe Price	T. Rowe Price High Yield	**	18,812
	Wells Fargo	Wells Fargo Advantage Government Securities	**	14,169
*	Fidelity	Fidelity Spartan US Bond Index Fund	**	14,618
	PIMCO	PIMCO Total Return Institutional Class	**	146,074
	Mid Cap funds			
*	Fidelity	Fidelity Spartan Extended Mkt Index	**	44,912
*	Participant loans	Maturing 2013-2018 all interest rate of 4.25%	\$0	103,601
	Total assets (held at year-end)			\$ 5,537,871

* Represents a party-in-interest

**Cost is not required to be presented for participant-directed investments