

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2013</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information	
1a Name of plan <u>SAFE HARBOR BEHAVIORAL HEALTH 401K RETIREMENT PLAN</u>	1b Three-digit plan number (PN) ▶ <u>002</u>	
	1c Effective date of plan <u>01/01/2004</u>	
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>SAFE HARBOR BEHAVIORAL HEALTH</u> <u>1330 W 26TH STREET</u> <u>ERIE, PA 16508-1402</u>	2b Employer Identification Number (EIN) <u>25-1317492</u>	
	2c Sponsor's telephone number <u>814-459-9300</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.	08/19/2014	REBECCA J HOVER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address SAFE HARBOR BEHAVIORAL HEALTH 1330 W 26TH STREET ERIE, PA 16508-1402		3b Administrator's EIN 25-1317492
		3c Administrator's telephone number 814-459-9300
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		5 225
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	201
b Retired or separated participants receiving benefits	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	28
d Subtotal. Add lines 6a , 6b , and 6c	6d	229
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	0
f Total. Add lines 6d and 6e	6f	229
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g	121
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h	9
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2G 2J 2K 2T 3D 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2013 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning **01/01/2013** and ending **12/31/2013**

A Name of plan SAFE HARBOR BEHAVIORAL HEALTH 401K RETIREMENT PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 SAFE HARBOR BEHAVIORAL HEALTH	D Employer Identification Number (EIN) 25-1317492	

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

(a) Name of insurance carrier

JOHN HANCOCK LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
01-0233346	65838	25732	130	01/01/2013	12/31/2013

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
8965	1942

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

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

MERRILL LYNCH LIFE AGY
510 CRANBERRY STREET
ERIE, PA 16507

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
7779	0	NA	3

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

THE VARGO COMPANY
4932 IROQUOIS AVENUE
ERIE, PA 16511

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
1186	1942	ADMINISTRATIVE FEES	5

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	8788
5 Current value of plan's interest under this contract in separate accounts at year end	5	2719500

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

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

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

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

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

b Balance at the end of the previous year	7b	6963
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c Additions: (1) Contributions deposited during the year	7c(1)	1821	
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	4	
(4) Transferred from separate account	7c(4)		
(5) Other (specify below)	7c(5)		

(6) Total additions	7c(6)	1825
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d Total of balance and additions (add lines 7b and 7c(6))	7d	8788
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e Deductions:

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

(5) Total deductions	7e(5)	0
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	8788
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Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	0
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	0
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning **01/01/2013** and ending **12/31/2013**

A Name of plan SAFE HARBOR BEHAVIORAL HEALTH 401K RETIREMENT PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 SAFE HARBOR BEHAVIORAL HEALTH	D Employer Identification Number (EIN) 25-1317492	

Part I	Service Provider Information (see instructions)
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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 JOHN HANCOCK LIFE INSURANCE CO
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01-0233346

(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)

JOHN HANCOCK LIFE INSURANCE CO

01-0233346

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 28 59 60 62 63 68	RECORDKEEPER	162	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

a Name: MALIN BERGQUIST & COMPANY	b EIN: 25-1249913
c Position: AUDITOR	
d Address: 2402 WEST 8TH STREET ERIE, PA 16505	e Telephone: 814-454-4008

Explanation: MALIN BERGQUIST & COMPANY WAS ACQUIRED BY BKD, LLP EFFECTIVE OCTOBER 1, 2013

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 D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan 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 <div style="border: 1px solid black; text-align: center; padding: 5px;">2013</div> This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>SAFE HARBOR BEHAVIORAL HEALTH 401K RETIREMENT PLAN</u>	B Three-digit plan number (PN)	<u>002</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>SAFE HARBOR BEHAVIORAL HEALTH</u>	D Employer Identification Number (EIN) <u>25-1317492</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RETIREMENT LIVING THROUGH 2050</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>22393</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RETIREMENT LIVING THROUGH 2045</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>67903</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RETIREMENT LIVING THROUGH 2040</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>158965</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RETIREMENT LIVING THROUGH 2035</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>12086</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RETIREMENT LIVING THROUGH 2030</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>204285</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RETIREMENT LIVING THROUGH 2025</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>303518</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RETIREMENT LIVING THROUGH 2020</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>76739</u>	

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING THROUGH 2015		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 75868
a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING THROUGH 2010		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 48036
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE AGGRESSIVE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 77892
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE GROWTH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 447862
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE BALANCED		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 665473
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE MODERATE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 209647
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE CONSERVATIVE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 98213
a Name of MTIA, CCT, PSA, or 103-12 IE: REAL EST. SECURITIES FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 16741
a Name of MTIA, CCT, PSA, or 103-12 IE: NATURAL RESOURCES FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 190
a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP STOCK FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5048

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH INDEX		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 644
a Name of MTIA, CCT, PSA, or 103-12 IE: INTL EQUITY INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 623
a Name of MTIA, CCT, PSA, or 103-12 IE: SCIENCE & TECHNOLOGY FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 14300
a Name of MTIA, CCT, PSA, or 103-12 IE: EUROPACIFIC GROWTH FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7449
a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE HEALTH SCI		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 21284
a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP OPPORTUNITIES FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 764
a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL COMPANY VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 313
a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 124
a Name of MTIA, CCT, PSA, or 103-12 IE: BLUE CHIP GROWTH FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1803
a Name of MTIA, CCT, PSA, or 103-12 IE: VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 743

a Name of MTIA, CCT, PSA, or 103-12 IE: MID VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 946
a Name of MTIA, CCT, PSA, or 103-12 IE: CAPITAL APPRECIATION FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 860
a Name of MTIA, CCT, PSA, or 103-12 IE: TEMPLETON WORLD		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1311
a Name of MTIA, CCT, PSA, or 103-12 IE: FUNDAMENTAL INVESTORS		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10401
a Name of MTIA, CCT, PSA, or 103-12 IE: UTILITIES FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 20767
a Name of MTIA, CCT, PSA, or 103-12 IE: THE GROWTH FUND OF AMERICA		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15477
a Name of MTIA, CCT, PSA, or 103-12 IE: EQUITY INCOME FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13753
a Name of MTIA, CCT, PSA, or 103-12 IE: DAVIS NEW YORK VENTURE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6632
a Name of MTIA, CCT, PSA, or 103-12 IE: 500 INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2164
a Name of MTIA, CCT, PSA, or 103-12 IE: INVESTMENT COMPANY OF AMERICA		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2621

a Name of MTIA, CCT, PSA, or 103-12 IE: [AMERICAN BALANCED FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK LIFE INSURANCE COMPANY](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2461
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a Name of MTIA, CCT, PSA, or 103-12 IE: [BLACKROCK GLOBAL ALLOCATION](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK LIFE INSURANCE COMPANY](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 54518
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a Name of MTIA, CCT, PSA, or 103-12 IE: [HIGH YIELD FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK LIFE INSURANCE COMPANY](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1126
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a Name of MTIA, CCT, PSA, or 103-12 IE: [GLOBAL BOND FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK LIFE INSURANCE COMPANY](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1197
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a Name of MTIA, CCT, PSA, or 103-12 IE: [REAL RETURN BOND FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK LIFE INSURANCE COMPANY](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 934
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a Name of MTIA, CCT, PSA, or 103-12 IE: [INVESTMENT QUAL BOND FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK LIFE INSURANCE COMPANY](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1171
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a Name of MTIA, CCT, PSA, or 103-12 IE: [TOTAL RETURN FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK LIFE INSURANCE COMPANY](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 20282
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a Name of MTIA, CCT, PSA, or 103-12 IE: [MONEY MARKET FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK LIFE INSURANCE COMPANY](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 23973
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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Part II Information on Participating Plans (to be completed by DFEs)

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>SAFE HARBOR BEHAVIORAL HEALTH 401K RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SAFE HARBOR BEHAVIORAL HEALTH</u>	D Employer Identification Number (EIN) <u>25-1317492</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	0	0
(2) Participant contributions.....	1b(2)	0	0
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	6963	8788
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	16115	24504
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	2075292	2719500
(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)	0	0
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	12315	1452
(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	2110685	2754244

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	2110685	2754244
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	89308	
(B) Participants	2a(1)(B)	274696	
(C) Others (including rollovers)	2a(1)(C)	50425	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		414429
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	5	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)	634	
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		639
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		388689
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		803757

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	156478	
(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)		156478
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		2282
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	1438	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1438
j Total expenses. Add all expense amounts in column (b) and enter total	2j		160198

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		643559
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: **BKD, LLP**

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

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a	X		206531
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		212000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

<div>SCHEDULE R (Form 5500) <div>Department of the Treasury Internal Revenue Service</div><div>Department of Labor Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div>		<div>Retirement Plan Information</div> <div>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).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2013</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013					
A Name of plan SAFE HARBOR BEHAVIORAL HEALTH 401K RETIREMENT PLAN				B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 SAFE HARBOR BEHAVIORAL HEALTH				D Employer Identification Number (EIN) 25-1317492	
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	0
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): 01-0233346					
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.					
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....				3	
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)					
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☐ N/A					
If the plan is a defined benefit plan, go to line 8.					
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.					
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....				6a	
b Enter the amount contributed by the employer to the plan for this plan year.....				6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)				6c	
If you completed line 6c, skip lines 8 and 9.					
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?..... ☐ Yes ☐ No ☐ N/A					
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☐ N/A					
Part III Amendments					
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No					
Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.					
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ☐ Yes ☐ No					
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No					
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No					
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?..... ☐ Yes ☐ No					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.				Schedule R (Form 5500) 2013 v. 130118	

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): _____

Safe Harbor Behavioral Health 401(k) Retirement Plan

EIN 25-1317492 PN 002

Auditor's Report and Financial Statements

December 31, 2013 and 2012



Safe Harbor Behavioral Health 401(k) Retirement Plan

December 31, 2013 and 2012

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Independent Auditor's Report

Finance Committee
Safe Harbor Behavioral Health 401(k) Retirement Plan
Erie, Pennsylvania

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Safe Harbor Behavioral Health 401(k) Retirement Plan (Plan), which comprise the statement of net assets available for benefits as of December 31, 2013, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our 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 our audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974*, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3 and notes receivable from participants, which was certified by the John Hancock Life Insurance Company (U.S.A.), the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that the custodian holds the Plan's investment assets and executes investment transactions related to these assets. The Plan Administrator has obtained a certification from the custodian as of and for the year ended December 31, 2013, that the information provided to the Plan Administrator by the custodian is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for our audit opinion. Accordingly, we do not express an opinion on the 2013 financial statements.

Prior Year Disclaimer of Opinion by Other Auditor

Other auditors were engaged to audit the financial statements of the Plan as of and for the year ended December 31, 2012, whose report dated July 30, 2013, disclaimed an opinion on those financial statements as a result of the omission of certain audit procedures at the request of management as permitted by 29CFR 2520.103-8 of Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974*.

Other Matter

The supplemental schedules listed in the table of contents are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974* and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the 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*.

BKD, LLP

Erie, Pennsylvania
July 31, 2014
Federal Employer Identification Number: 44-0160260

Safe Harbor Behavioral Health 401(k) Retirement Plan

Statements of Net Assets Available for Benefits

December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Assets		
Investments, at fair value	\$ 2,728,288	\$ 2,082,255
Notes receivable from participants	24,504	16,115
Cash	<u>1,452</u>	<u>12,315</u>
Total assets	<u>2,754,244</u>	<u>2,110,685</u>
Liabilities		
Excess participant contributions payable	<u>25,814</u>	<u>-</u>
Net assets available for benefits	<u>\$ 2,728,430</u>	<u>\$ 2,110,685</u>

Safe Harbor Behavioral Health 401(k) Retirement Plan

Statements of Changes in Net Assets Available for Benefits

Years Ended December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Investment Income		
Net appreciation in fair value of investments	\$ 388,689	\$ 240,745
Interest income	<u>5</u>	<u>4</u>
	<u>388,694</u>	<u>240,749</u>
Interest Income on Notes Receivable From Participants	<u>634</u>	<u>710</u>
Contributions		
Participants	248,882	245,091
Employer	89,308	100,934
Rollovers	<u>50,425</u>	<u>13,915</u>
	<u>388,615</u>	<u>359,940</u>
Total additions	<u>777,943</u>	<u>601,399</u>
Deductions		
Benefits paid to participants	158,760	221,516
Administrative expenses	<u>1,438</u>	<u>1,344</u>
Total deductions	<u>160,198</u>	<u>222,860</u>
Net Increase	617,745	378,539
Net Assets Available for Benefits, Beginning of Year	<u>2,110,685</u>	<u>1,732,146</u>
Net Assets Available for Benefits, End of Year	<u><u>\$ 2,728,430</u></u>	<u><u>\$ 2,110,685</u></u>

Safe Harbor Behavioral Health 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Note 1: Description of the Plan

The following description of the Safe Harbor Behavioral Health 401(k) Retirement Plan (Plan) provides only general information. Participants should refer to the Plan Document and *Summary Plan Description* for a more complete description of the Plan's provisions, which are available from the Plan Administrator.

General

The Plan is a defined contribution plan sponsored by Safe Harbor Behavioral Health (Organization) for the benefit of its employees who have at least one year of service and are age 21 or older. Related employers who also participate in the Plan include Northwest Beacon Group, LLC (a related organization). Northwest Beacon Group, LLC discontinued operations during 2013. The Plan is subject to the provisions of the *Employee Retirement Income Security Act of 1974* (ERISA). John Hancock Life Insurance Company (U.S.A) is the custodian of the Plan.

Contributions

The Plan permits eligible employees through a salary deferral election to have the Organization make annual contributions of up to 100% of eligible compensation. Employee rollover and employee Roth contributions are also permitted. The Organization makes matching contributions of 100% of participant elective deferrals on the first 3% of compensation, if the participant contributes at least 3% of compensation. Additional discretionary non-elective employer contributions may be contributed at the option of the Organization's board of directors. There were no such contributions for the years ended December 31, 2013 and 2012. Contributions are subject to certain limitations. Forfeitures are used to reduce Organization contributions.

Participant Investment Account Options

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

Participant Accounts

Each participant's account is credited with the participant's contribution, the Organization's contribution, plan earnings and is charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Safe Harbor Behavioral Health 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Vesting

Participants are immediately vested in their voluntary contributions plus earnings thereon. Vesting in the Organization's contribution portion of their accounts plus earnings thereon is based on years of continuous service. Participants are considered to have completed one year of service for purposes of vesting upon the completion of 1,000 hours of employment. Employer contributions are vested at 20% per year beginning after the second year of service, with participants becoming fully vested after six years of credited service. The nonvested balance is forfeited upon termination of service. Forfeitures are used to reduce Organization contributions.

Payment of Benefits

Upon termination of service, whether voluntary, or due to disability or retirement, a participant may elect to receive an amount equal to the participant's vested interest in his or her account in either a lump sum amount or in installment payments. In the event of a participant's death, distributions are made in a lump sum payment to the beneficiary. Hardship withdrawals for immediate and heavy financial need, as defined in the Plan, are available to participants while currently employed. In-service withdrawals are available to participants who are at least 59½ years of age and from participant rollover accounts, regardless of a participant's age.

Forfeited Accounts

During the years ended December 31, 2013 and 2012, terminated participants forfeited non-vested balances of \$6,597 and \$2,437, respectively. At December 31, 2013 and 2012, forfeited nonvested accounts totaled \$1,452 and \$12,315, respectively. For the years ended December 31, 2013 and 2012, the amount of forfeitures used by the Plan Sponsor to reduce employer contributions was \$16,800 and \$0, respectively.

Participant Loans

The Plan Document includes provisions authorizing loans from the Plan to active eligible participants. Loans are made to any eligible participant demonstrating a qualifying need. The minimum amount of a loan shall be \$1,000. The maximum amount of a participant's loans is determined by the available loan balance restricted to the lesser of \$50,000 or 50% of the participant's vested account balance. All loans are covered by demand notes and are repayable over a period not to exceed five years (except for loans for the purchase of a principal residence) through payroll withholdings, unless the participant is paying the loan in full. Interest on the loans is based on local prevailing rates as determined by the Plan Administrator.

Plan Termination

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

Safe Harbor Behavioral Health 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets and changes in net assets and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Valuation of Investments and Income Recognition

Pooled separate accounts are valued at estimated fair value as provided by John Hancock Life Insurance Company (U.S.A.).

The fair value of the guaranteed investment account is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer.

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

Notes Receivable From Participants

Notes receivable from participants are 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. Interest income is recognized monthly throughout the term of the notes receivable.

Plan Tax Status

The Plan operates under a nonstandardized adoption agreement in connection with a prototype retirement plan and trust document sponsored by The Vargo Company. This prototype plan document has been filed with the appropriate agency. The Plan has not obtained or requested a determination letter. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

With a few exceptions, the Plan is no longer subject to U.S. federal, state and local or non-U.S. income tax examinations by tax authorities for years before 2010.

Safe Harbor Behavioral Health 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

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

Reclassifications

Certain reclassifications have been made to the 2012 financial statement to conform to the 2013 financial statement presentation. These reclassifications had no effect on changes in net assets available for benefits.

Note 3: Investments

The Plan's investments are administered by John Hancock Life Insurance Company (U.S.A.). The fair value of the Plan's investments at the end of the year is as follows:

	2013	2012
Pooled separate accounts	\$ 2,719,500	\$ 2,075,292
Guaranteed Interest Account	8,788	6,963
	<u>\$ 2,728,288</u>	<u>\$ 2,082,255</u>

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

	2013	2012
Pooled separate accounts	<u>\$ 388,689</u>	<u>\$ 240,745</u>

Safe Harbor Behavioral Health 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

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

	2013	2012
Retirement Living at 2025	\$ 303,518	\$ 214,976
Retirement Living at 2030	204,285	137,754
Retirement Living at 2040	158,965	***
Lifestyle Moderate Fund	209,647	178,028
Lifestyle Balanced Fund	665,473	534,192
Lifestyle Growth Fund	447,862	367,504

*** Individual investment was not 5% or more of net assets available for benefits

Interest realized on the Plan's investments for the years ended December 31, 2013 and 2012 were \$5 and \$4, respectively.

The John Hancock Guaranteed Interest Account guarantees the return of principal plus compound interest earned over a defined three-year term, less any applicable contract or participant-level recordkeeping charges, provided all contributions remain in the account until the end of the guarantee period. Interest rates are established on the first day of the month and apply to any regular ongoing contributions made to the account in that month. At the end of each year, a "composite rate" of interest is determined for each participant account, depending on the amount contributed and the rate in effect on the day it is allocated under the participant account. The composite rate is the effective interest rate earned by all contributions to the guaranteed account during that reporting year for that participant. Contributions continue to earn the calculated composite interest rate for the duration of the guarantee term. At the end of the guarantee period, contributions and interest earned from a guaranteed account may be invested into any of the investment options available under the group annuity contract. However, if written instructions are not received at least 30 days before the maturity date specifying the participant's choice of investment option for the maturing amount, it will be automatically reinvested in a guaranteed account of the same term at the current new money rate. The average annual new money rate for 2013 was .10%.

Note 4: Party-in-Interest Transactions

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

Safe Harbor Behavioral Health 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Certain Plan investments are units of pooled separate accounts and a guaranteed interest account managed by John Hancock Life Insurance Company (U.S.A), which is the custodian as defined by the Plan agreement. Therefore, these transactions qualify as party-in-interest transactions. The Plan paid \$162 and \$194 of recordkeeping fees to John Hancock Life Insurance Company (U.S.A.) during 2013 and 2012, respectively. The Plan paid \$1,276 and \$1,150 of recordkeeping fees to The Vargo Company during 2013 and 2012, respectively. The Organization provides certain administrative services at no cost to the Plan.

Note 5: Disclosures About Fair Value of Plan Assets and Liabilities

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

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

Recurring Measurements

The following table presents the fair value measurements of assets and liabilities recognized in the accompanying Statements of Net Assets Available for Benefits measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2013 and 2012:

Safe Harbor Behavioral Health 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

		Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	Fair Value			
December 31, 2013				
Pooled separate accounts				
Money market funds	\$ 23,973	\$ -	\$ 23,973	\$ -
Target date	969,793	-	969,793	-
Allocation	1,475,713	-	1,475,713	-
Blend	108,983	-	108,983	-
Bond	24,710	-	24,710	-
Growth	26,293	-	26,293	-
Value	15,442	-	15,442	-
World stock	1,311	-	1,311	-
Utilities	20,767	-	20,767	-
Health	21,284	-	21,284	-
Technology	14,300	-	14,300	-
Natural Resources	190	-	190	-
Real estate	16,741	-	16,741	-
Guaranteed interest account	8,788	-	8,788	-
	<u>\$ 2,728,288</u>	<u>\$ -</u>	<u>\$ 2,728,288</u>	<u>\$ -</u>
December 31, 2012				
Pooled separate accounts				
Money market funds	\$ 16,088	\$ -	\$ 16,088	\$ -
Target date	633,973	-	633,973	-
Allocation	1,177,426	-	1,177,426	-
Blend	110,707	-	110,707	-
Bond	30,794	-	30,794	-
Growth	31,848	-	31,848	-
Value	19,717	-	19,717	-
World stock	799	-	799	-
Utilities	11,829	-	11,829	-
Health	18,314	-	18,314	-
Technology	12,586	-	12,586	-
Real estate	11,211	-	11,211	-
Guaranteed interest account	6,963	-	6,963	-
	<u>\$ 2,082,255</u>	<u>\$ -</u>	<u>\$ 2,082,255</u>	<u>\$ -</u>

Safe Harbor Behavioral Health 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying Statements of Net Assets Available for Benefits, as well as the general classification of such assets pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the year ended December 31, 2013. The Plan had no liabilities measured at fair value on a recurring basis. In addition, the Plan had no assets or liabilities measured at fair value on a nonrecurring basis.

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

The following is a summary of the Plan's investments for which fair value is estimated using the net asset value per share as of December 31, 2013 and 2012:

	2013	2012	Unfunded	Redemption	Redemption
	Fair Value	Fair Value	Commitment	Restrictions	Notice
					Period
Pooled separate accounts	\$ 2,719,500	\$ 2,075,292	\$ -	None	None

Note 6: Nonexempt Transactions

Defined contribution plans are required to remit employee contributions to the Plan as soon as they can be reasonably segregated from the employer's general assets. While the Organization remitted all employee contributions to the Plan, contributions and loan repayments of \$53,904 were not remitted within the required time period for the year ended December 31, 2013. The Plan Sponsor calculated and remitted lost earnings of \$13 to Plan participants on September 13, 2013, and remitted lost earnings of \$11 on January 17, 2014.

Contributions and loan repayments of \$58,100 were not remitted within the required time period for the year ended December 31, 2012. The Plan Sponsor calculated and remitted lost earnings of \$8 to Plan participants on August 22, 2013.

Contributions and loan repayments of \$94,527 were not remitted within the required time period for the year ended December 31, 2011. The Plan Sponsor calculated and remitted lost earnings of \$136 to Plan participants on July 15, 2013.

Safe Harbor Behavioral Health 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Note 7: Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2013, to Form 5500:

Net assets available for benefits per the financial statements	\$ 2,728,430
Excess contributions returned to highly compensated employees	<u>25,814</u>
Net assets available for benefits per Form 5500	<u>\$ 2,754,244</u>

The following is a reconciliation of contributions received from participants per the financial statements for the year ended December 31, 2013, to Form 5500:

Contributions received from participants per the financial statements	\$ 248,882
Add: Excess contributions returned to highly compensated employees	<u>25,814</u>
Contributions received from participants per Form 5500	<u>\$ 274,696</u>

Note 8: Risk and Uncertainties

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

Note 9: Excess Participant Contributions Payable

Contributions received from participants for 2013 are net of corrective distributions of \$25,814 distributed March 3, 2014 to certain highly compensated employees to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan.

Note 10: Subsequent Events

Subsequent events have been evaluated through the date of the Independent Auditor's Report, which is the date the financial statements were available to be issued.

Supplemental Schedules

Safe Harbor Behavioral Health 401(k) Retirement Plan

EIN 25-1317492 PN 002

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

December 31, 2013

Participant Contributions Transferred Late to Plan	Total that Constitute Non-Exempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
X	-	-	-	\$94,527
X	-	-	-	\$58,100
X	-	-	-	\$43,395
X	-	-	\$10,509	-
Total	\$0	\$0	\$10,509	\$196,022

Safe Harbor Behavioral Health 401(k) Retirement Plan

EIN 25-1317492 PN 002

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

December 31, 2013

(a)	(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
*	John Hancock Life Insurance Company	Cash Account	**	\$ 1,452
*	John Hancock Life Insurance Company	Retirement Living at 2010	**	48,036
*	John Hancock Life Insurance Company	Retirement Living at 2015	**	75,868
*	John Hancock Life Insurance Company	Retirement Living at 2020	**	76,739
*	John Hancock Life Insurance Company	Retirement Living at 2025	**	303,518
*	John Hancock Life Insurance Company	Retirement Living at 2030	**	204,285
*	John Hancock Life Insurance Company	Retirement Living at 2035	**	12,086
*	John Hancock Life Insurance Company	Retirement Living at 2040	**	158,965
*	John Hancock Life Insurance Company	Retirement Living at 2045	**	67,903
*	John Hancock Life Insurance Company	Retirement Living at 2050	**	22,393
*	John Hancock Life Insurance Company	Lifestyle Conservative Fund	**	98,213
*	John Hancock Life Insurance Company	Lifestyle Moderate Fund	**	209,647
*	John Hancock Life Insurance Company	Lifestyle Balanced Fund	**	665,473
*	John Hancock Life Insurance Company	Lifestyle Growth Fund	**	447,862
*	John Hancock Life Insurance Company	Lifestyle Aggressive Fund	**	77,892
*	John Hancock Life Insurance Company	3-Year Compound Fund	**	8,788
*	John Hancock Life Insurance Company	Money Market Fund	**	23,973
*	John Hancock Life Insurance Company	Total Return Fund	**	20,282
*	John Hancock Life Insurance Company	Investment Quality Bond Fund	**	1,171
*	John Hancock Life Insurance Company	Real Return Bond Fund	**	934
*	John Hancock Life Insurance Company	Global Bond Fund	**	1,197
*	John Hancock Life Insurance Company	High Yield Fund	**	1,126
*	John Hancock Life Insurance Company	BlackRock Global Allocation	**	54,518
*	John Hancock Life Insurance Company	American Balanced Fund	**	2,461
*	John Hancock Life Insurance Company	Investment Company of America	**	2,621
*	John Hancock Life Insurance Company	500 Index Fund	**	2,164
*	John Hancock Life Insurance Company	Davis New York Venture	**	6,632
*	John Hancock Life Insurance Company	Equity Income Fund	**	13,753
*	John Hancock Life Insurance Company	The Growth Fund of America	**	15,477
*	John Hancock Life Insurance Company	Utilities Fund	**	20,767
*	John Hancock Life Insurance Company	Fundamental Investors	**	10,401
*	John Hancock Life Insurance Company	Templeton World	**	1,311
*	John Hancock Life Insurance Company	Capital Appreciation Fund	**	860
*	John Hancock Life Insurance Company	Mid Value Fund	**	946

Safe Harbor Behavioral Health 401(k) Retirement Plan

EIN 25-1317492 PN 002

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

December 31, 2013

(a)	(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
*	John Hancock Life Insurance Company	Value Fund	**	743
*	John Hancock Life Insurance Company	Blue Chip Growth Fund	**	1,803
*	John Hancock Life Insurance Company	Small Cap Value Fund	**	124
*	John Hancock Life Insurance Company	Small Company Value Fund	**	313
*	John Hancock Life Insurance Company	Small Cap Opportunities Fund	**	764
*	John Hancock Life Insurance Company	T. Rowe Price Health Science Fund	**	21,284
*	John Hancock Life Insurance Company	EuroPacific Growth Fund	**	7,449
*	John Hancock Life Insurance Company	Science & Technology Fund	**	14,300
*	John Hancock Life Insurance Company	Intl Equity Index Fund	**	623
*	John Hancock Life Insurance Company	Small Cap Growth Index Fund	**	644
*	John Hancock Life Insurance Company	Mid Cap Stock Fund	**	5,048
*	John Hancock Life Insurance Company	Real Estate Securities Fund	**	16,741
*	John Hancock Life Insurance Company	Natural Resources Fund	**	190
*	Participant loans	Notes bearing interest of 4.25% - 5.25%	-	
		Various maturity dates through November 2018		<u>24,504</u>
				<u>\$ 2,754,244</u>

* Represents party-in-interest

** Not required for participant-directed investments

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

Name of Plan:

► Safe Harbor Behavioral Health 401(k) Retirement Plan

Employer Identification Number: ► 25-1317492

For plan year (beginning/ending): ► 01/01/2013 12/31/2013

Plan number: ► 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Retirement Living at 2010	Value of Interest in Pooled Separate Accounts	not available	48,036.29
	Retirement Living at 2015	Value of Interest in Pooled Separate Accounts	not available	75,868.00
	Retirement Living at 2020	Value of Interest in Pooled Separate Accounts	not available	76,738.76
	Retirement Living at 2025	Value of Interest in Pooled Separate Accounts	not available	303,518.00
	Retirement Living at 2030	Value of Interest in Pooled Separate Accounts	not available	204,284.94
	Retirement Living at 2035	Value of Interest in Pooled Separate Accounts	not available	12,085.61
	Retirement Living at 2040	Value of Interest in Pooled Separate Accounts	not available	158,965.00
	Retirement Living at 2045	Value of Interest in Pooled Separate Accounts	not available	67,903.00
	Retirement Living 2050	Value of Interest in Pooled Separate Accounts	not available	22,392.97
	Lifestyle Conservative	Value of Interest in Pooled Separate Accounts	not available	98,213.00
	Lifestyle Moderate	Value of Interest in Pooled Separate Accounts	not available	209,647.00
	Lifestyle Balanced	Value of Interest in Pooled Separate Accounts	not available	665,473.00
	Lifestyle Growth	Value of Interest in Pooled Separate Accounts	not available	447,862.00
	Lifestyle Aggressive	Value of Interest in Pooled Separate Accounts	not available	77,892.08
	3 Year Comp	Value of Interest in Pooled Separate Accounts	not available	8,788.18
	Money Market Fund	Value of Interest in Pooled Separate Accounts	not available	23,973.05
	VS Total	Value of Interest in Pooled Separate Accounts	not available	20,281.63
	VS In Qb	Value of Interest in Pooled Separate Accounts	not available	1,171.04
	VS Real Rt	Value of Interest in Pooled Separate Accounts	not available	933.97
	VS Global Bond	Value of Interest in Pooled Separate Accounts	not available	1,197.28
	VS High Yield	Value of Interest in Pooled Separate Accounts	not available	1,125.98
	Br Glb All	Value of Interest in Pooled Separate Accounts	not available	54,517.72
	AF Am Bal	Value of Interest in Pooled Separate Accounts	not available	2,460.53
	AF ICA	Value of Interest in Pooled Separate Accounts	not available	2,621.20
	Index 500	Value of Interest in Pooled Separate Accounts	not available	2,163.69
	NY Venture	Value of Interest in Pooled Separate Accounts	not available	6,631.67
	VS Equity Inc	Value of Interest in Pooled Separate Accounts	not available	13,753.01
	AF Growth	Value of Interest in Pooled Separate Accounts	not available	15,476.61
	VS Utility	Value of Interest in Pooled Separate Accounts	not available	20,767.18
	AF Fun Inv	Value of Interest in Pooled Separate Accounts	not available	10,401.42
	World	Value of Interest in Pooled Separate Accounts	not available	1,310.69
	VS Cap App	Value of Interest in Pooled Separate Accounts	not available	860.01
	VS MidVal	Value of Interest in Pooled Separate Accounts	not available	945.80
	Vs Value	Value of Interest in Pooled Separate Accounts	not available	743.44
	Vs Blu Cp	Value of Interest in Pooled Separate Accounts	not available	1,803.20
	Vs Sml Val	Value of Interest in Pooled Separate Accounts	not available	124.34
	Vs Smc	Value of Interest in Pooled Separate Accounts	not available	313.38
	Sm Opps	Value of Interest in Pooled Separate Accounts	not available	763.92
	Health Science	Value of Interest in Pooled Separate Accounts	not available	21,283.53
	EuroPac	Value of Interest in Pooled Separate Accounts	not available	7,449.06
	Vs Sctec	Value of Interest in Pooled Separate Accounts	not available	14,299.90
	Idx Intl	Value of Interest in Pooled Separate Accounts	not available	623.19
	Smcp Gr In	Value of Interest in Pooled Separate Accounts	not available	643.76
	Vs Mc St	Value of Interest in Pooled Separate Accounts	not available	5,047.89
	VS Nat Res	Value of Interest in Pooled Separate Accounts	not available	190.34
	Vs Rests	Value of Interest in Pooled Separate Accounts	not available	16,741.24
	Loans	Value of Interest in Pooled Separate Accounts	not available	24,503.99