

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 2013 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>COMMONWEALTH ORTHOPAEDIC CENTERS PSC RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1995</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>61-1274265</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>859-301-2663</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>621111</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1995</u>		2b Employer Identification Number (EIN) <u>61-1274265</u>		2c Sponsor's telephone number <u>859-301-2663</u>		2d Business code (see instructions) <u>621111</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>										
1c Effective date of plan <u>01/01/1995</u>											
2b Employer Identification Number (EIN) <u>61-1274265</u>											
2c Sponsor's telephone number <u>859-301-2663</u>											
2d Business code (see instructions) <u>621111</u>											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>COMMONWEALTH ORTHOPAEDIC CENTERS PSC</u> <u>560 SOUTH LOOP ROAD</u> <u>EDGEWOOD, KY 41017</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.	08/21/2014	JOANN REIS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	08/21/2014	JOANN REIS
	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) <u>MCCREADY & KEENE, INC.</u> <u>MCCREADY & KEENE, INC.</u> <u>7941 CASTLEWAY DR.</u> <u>INDIANAPOLIS, IN 46250</u>			Preparer's telephone number (optional) <u>800-261-9618</u>

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
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		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	206
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	194
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits.....		6c	46
d Subtotal. Add lines 6a , 6b , and 6c		6d	240
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	0
f Total. Add lines 6d and 6e		6f	240
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	198
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	30
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2R 2T 3D 2A			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		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 <u>COMMONWEALTH ORTHOPAEDIC CENTERS PSC RETIREMENT PLAN</u>	B Three-digit plan number (PN) <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>COMMONWEALTH ORTHOPAEDIC CENTERS PSC</u>	D Employer Identification Number (EIN) <u>61-1274265</u>

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

RONALD FRESH 312 ELM STREET 220
CINCINNATI, OH 45202

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

M & T BANK

16-0538020

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

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

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

MCCREADY & KEENE, INC.

35-0500670

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 38 50	NONE	34189	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

USI ADVISORS, INC.

95 GLASTONBURY BLVD., STE 102
GLASTONBURY, CT 06033

(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?
27 50	NONE	13708	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

WEALTH DIMENSIONS GROUP/ FIDELITY

11300 CORNELL PARK DRIVE
SUITE 300
CINCINNATI, OH 45202

(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?
71	NONE	6340	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)

UBS FINANCIAL SERVICES, INC.

312 WALNUT STREET
SUITE 3300
CINCINNATI, OH 45202

(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?
71	NONE	26801	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MORGAN STANLEY SMITH BARNEY

221 E. 4TH STREET
ATRIUM TWO, FLOOR 22
CINCINNATI, OH 45202

(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?
71	NONE	14902	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CHARLES SCHWAB

2423 E. LINCOLN DRIVE
PHOENIX, AZ 85016

(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?
71	NONE	18584	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)

WILMINGTON TRUST RETIREMENT

51-0099033

(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?
18 19 21 25 49 50 51 59 60 61 62 63 65	NONE	8964	Yes ☒ No ☐	Yes ☒ No ☐	41750	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
WILMINGTON TRUST RETIREMENT	49	41750

(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.
WILMINGTON TRUST RETIREMENT 51-0099033	REVENUE SHARING ACCT. FEE

(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:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 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 COMMONWEALTH ORTHOPAEDIC CENTERS PSC RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 COMMONWEALTH ORTHOPAEDIC CENTERS PSC	D Employer Identification Number (EIN) 61-1274265	

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)	546356	579695
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	6720	6549
(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)	198372	112704
(9) Value of interest in common/collective trusts	1c(9)	430450	452629
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	6021001	7368552
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	10970244	14263973

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	18173143	22784102

Liabilities

g Benefit claims payable	1g	0	
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	18173143	22784102
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	905600	
(B) Participants	2a(1)(B)	588462	
(C) Others (including rollovers)	2a(1)(C)	10612	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1504674

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	5821	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		5821

(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)	286382	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		286382

(3) Rents	2b(3)		
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(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)		-9437
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		888234
c Other income.....	2c		2355483
d Total income. Add all income amounts in column (b) and enter total.....	2d		5031157

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	247761	
(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)		247761
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		40772
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)	108993	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	22672	
(4) Other.....	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		131665
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		420198

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		4610959
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: BARNES DENNING & CO. LTD.

(2) EIN: 31-1119891

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c		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	
4d		X	
e Was this plan covered by a fidelity bond?	X		500000
4e	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		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	
4g		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	
4h		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		
4i	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	
4j		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	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m		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.			
4n			

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 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>COMMONWEALTH ORTHOPAEDIC CENTERS PSC RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>COMMONWEALTH ORTHOPAEDIC CENTERS PSC</u>	D Employer Identification Number (EIN) <u>61-1274265</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>27-1228437</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

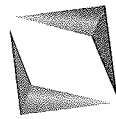
a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Commonwealth Orthopaedic Centers, PSC Retirement Plan

**Financial Statements
With Supplementary Information
Years Ended December 31, 2013 and 2012
With Independent Auditors' Report**



BARNES DENNIG
Accounting • Tax • Business Insight

Independent Auditors' Report

Trustees of Commonwealth Orthopaedic
Centers, PSC Retirement Plan
Edgewood, Kentucky

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Commonwealth Orthopaedic Centers, PSC Retirement Plan, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012 and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 8, which was certified by Wilmington Trust Company, the asset custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the asset custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the asset custodian as of December 31, 2013 and 2012 and for the year ended December 31, 2013, that the information provided to the plan administrator by the asset custodian is complete and accurate.

Disclaimer of Opinion

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

BARNES DENNIG

Independent Auditors' Report (Continued)

Other Matter

The supplemental schedule of Schedule H, Line 4i – Schedule of Assets (Held at End of Year) is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

Report of Form and Content in Compliance 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 asset 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.

Barnes Dennig & Co. Ltd.

Cincinnati, Ohio
July 30, 2014

COMMONWEALTH ORTHOPAEDIC CENTERS, PSC RETIREMENT PLAN

Statements of Net Assets Available for Benefits December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Assets		
Investment - at fair value:		
Cash	\$ 6,549	\$ 6,720
Mutual funds	7,368,552	6,021,003
Collective trust	452,629	430,450
Self directed portfolio		
Cash and cash equivalents	821,404	555,938
Mutual funds	3,753,123	2,762,877
Government securities	99,769	91,665
Common stock	7,490,908	6,022,263
Corporate bonds	343,945	171,994
Preferred stock	19,525	12,585
Exchange funds	<u>1,735,299</u>	<u>1,352,920</u>
 Total investments - at fair value	 <u>22,091,703</u>	 <u>17,428,415</u>
 Receivables:		
Employee's contributions	10,776	10,191
Employer's contributions	601,189	552,476
Notes receivable from participants	<u>112,704</u>	<u>198,373</u>
 Total receivables	 <u>724,669</u>	 <u>761,040</u>
 Net assets available for benefits at fair value	 <u>22,816,372</u>	 <u>18,189,455</u>
 Liabilities:		
Accrued participant loans deemed distributions	<u>-</u>	<u>(35,673)</u>
 Total liabilities	 <u>-</u>	 <u>(35,673)</u>
 Adjustment from fair value to contract value for interest in collective trust relating to fully benefit-responsive investment contracts	 <u>(4,937)</u>	 <u>(22,437)</u>
 Net assets available for benefits	 <u><u>\$ 22,811,435</u></u>	 <u><u>\$ 18,131,345</u></u>

The accompanying notes are an integral part of these financial statements

COMMONWEALTH ORTHOPAEDIC CENTERS, PSC RETIREMENT PLAN

Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2013

Additions to net assets attributed to:

Investment income:

Interest and dividends	\$ 286,382
Net appreciation in fair value of investments	<u>3,251,778</u>

Total investment income	<u>3,538,160</u>
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Interest income on notes receivable from participants	<u>5,821</u>
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Contributions:

Employee	589,047
Employer	920,975
Rollover	<u>10,612</u>

Total contributions	<u>1,520,634</u>
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Total additions	<u>5,064,615</u>
-----------------	------------------

Deductions to net assets attributed to:

Benefit payments directly to participants	247,761
Deemed distributions of participant loans	5,099
Administrative expenses	<u>131,665</u>

Total deductions	<u>384,525</u>
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Net increase	4,680,090
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Net assets available for benefits:

Beginning of year	<u>18,131,345</u>
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End of year	<u><u>\$ 22,811,435</u></u>
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The accompanying notes are an integral part of these financial statements

COMMONWEALTH ORTHOPAEDIC CENTERS, PSC RETIREMENT PLAN

Notes to Financial Statements

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Commonwealth Orthopaedic Centers, PSC Retirement Plan (the "Plan") have been prepared under the accrual basis of accounting principles generally accepted in the United States of America

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statements of Net Assets Available for Benefits present the fair value of the investment contracts as well as the adjustment of fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade date basis. Interest income is recorded on the accrual basis. 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.

The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and those changes could materially affect the amounts reported in the statement of net assets available for benefits.

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.

Expenses

Professional fees, investment advisory, and management fees are paid by the Plan. In 2013, \$131,665 of expenses were paid by the Plan.

Related Party Transactions

Certain employees of the sponsor company provide services to the Plan. These services include Plan administration, oversight and day-to-day operations. The Plan is not charged by the sponsor company for these services.

COMMONWEALTH ORTHOPAEDIC CENTERS, PSC RETIREMENT PLAN

Notes to Financial Statements (Continued)

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from these estimates.

Payments of Benefits

Benefits are recorded when paid.

The Plan provides for automatic direct rollovers of accounts greater than \$1,000, but equal to or less than \$5,000 into an individual retirement plan designated by the Plan Administrator unless otherwise directed by the participant. Account balances with less than \$1,000 will be made in a lump sum cash payment unless otherwise directed by the participant.

Subsequent Events

In preparing its financial statements, the Plan has evaluated events subsequent to the balance sheet date through July 30, 2014, which is the date the financial statements were available to be issued.

NOTE 2 GENERAL DESCRIPTION OF THE PLAN

The following description of the Plan provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a safe harbor defined contribution profit sharing plan, which provides for participation of employees upon the attainment of age 21 and after the completion of 3 months of service. Employees are required to complete one year of service for employer matching and non-elective profit sharing contributions. The Plan is administered and sponsored by Commonwealth Orthopaedic Centers, P.S.C. The Plan is subject to the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Participants may voluntarily make salary deferral contributions up to 100% of their pre-tax compensation, as defined in the Plan. However, contributions may not exceed limitations established under Section 402(g) of the Internal Revenue Code of 1986 as amended (\$17,500 at December 31, 2013). For 2013 and 2012, Section 414(v) of the Internal Revenue Code of 1986 as amended allowed a maximum catch-up contribution of \$5,500.

The Plan also permits Roth Elective Deferrals, under which a participant may elect to contribute up to 100% of post-tax earnings, not to exceed limitations established under Section 402(g) of the Internal Revenue Code of 1986 as amended (\$17,500 at December 31, 2013).

COMMONWEALTH ORTHOPAEDIC CENTERS, PSC RETIREMENT PLAN

Notes to Financial Statements (Continued)

NOTE 2 GENERAL DESCRIPTION OF THE PLAN (CONTINUED)

Contributions (Continued)

The Company, as required by the Plan, makes a safe harbor matching contribution in an amount equal to 100% of each participant's elected deferrals, up to a maximum amount equal to 4% of the participant's salary for each pay period during the Plan year. The Company may also elect to make an additional discretionary matching contribution. No discretionary matching contributions were made during 2013. Total matching contributions made to the Plan under safe harbor provision were \$341,280 for the year ended December 31, 2013.

The Plan sponsor may make a discretionary non-elective profit sharing contribution to the Plan on the participant's behalf. The participant must meet eligibility requirements and be employed on the last day of the year to receive the contribution. The amount, if any, will be determined each Plan year by the Board of Directors. Total contributions made by the Plan under this provision were \$579,695 for the year ended December 31, 2013.

Self Directed Funds

Participants are permitted to elect to self-direct his/her account and may work with the investment advisor of her/her choice. Currently, the self-directed funds are held by the following: Charles Schwab, Spectrum Financial Advisors, Raymond James, UBS Financial Services, Morgan Stanley and Stifel Nicolaus.

Forfeitures

Forfeitures of the Plan are intended to reduce future employer contributions to the Plan. At December 31, 2013 and 2012, \$1,752 and \$-0- of unallocated forfeitures are contained in the Plan, respectively. During 2013, forfeitures in the amount of \$11,581 were used to pay the administrative expenses and reduce employer matching contributions to the Plan.

Rollover Contributions

Participants may roll over their taxable portion of funds previously held for their account in another employee benefit plan to the Plan on a tax-free basis.

Participant Accounts

Each participant's account is credited with the participant's and the Company's contribution, and an allocation of the Plan earnings. Allocation of the Company's contribution is based on participant's current earnings as defined by the Plan document. Allocations of plan earnings are based on the participant's balances in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Payment of Benefits

Upon a participant's retirement after age 65, death, total and permanent disability, or other termination of employment with the Company, a participant may receive benefit in accordance with the Plan's provisions and existing laws and regulations.

COMMONWEALTH ORTHOPAEDIC CENTERS, PSC RETIREMENT PLAN

Notes to Financial Statements (Continued)

NOTE 2 GENERAL DESCRIPTION OF THE PLAN (CONTINUED)

Vesting

Participants are immediately vested in their voluntary contributions and safe harbor matching contributions plus actual earnings thereon. Vesting in the discretionary non-elective profit sharing contribution is based on years of continuous service. A participant becomes partially vested after two years of service with 100% vesting being attained after six years.

<u>Year</u>	<u>Vesting</u>
1	0%
2	20%
3	40%
4	60%
5	80%
6	100%

Notes Receivable from Participants

Within certain limitations and upon approval by the Plan Administrator, the Plan allows a participant to borrow up to the lesser of \$50,000 or 50 percent of the participant's vested interest. All notes receivable from participants bear interest at a fixed rate over a term not more than five years. Interest rates are charged at market rates at the inception of the note receivable. Generally, payments of principal and interest are made through biweekly payroll deductions. Outstanding notes receivable from participants are \$112,704 and \$198,373 at December 31, 2013 and 2012, respectively.

Effective January 1, 2013, loans are no longer permitted into the Plan.

NOTE 3 INVESTMENTS

The Plan's investments are held by an insurance company and an investment company. The following presents investments that represent 5% or more of the Plan's net assets:

	<u>2013</u>	<u>2012</u>
JP Morgan Smart Retire 2025 A	\$ 2,073,649	\$ 1,672,605
JP Morgan Smart Retire 2035 A	1,464,046	1,074,607
JP Morgan Smart Retire 2040 A	*	937,220

* Balance is less than 5% of the Plan's net assets

COMMONWEALTH ORTHOPAEDIC CENTERS, PSC RETIREMENT PLAN

Notes to Financial Statements (Continued)

NOTE 3 INVESTMENTS (CONTINUED)

During the year ended December 31, 2013, the Plan's investments (including investments purchased, sold, and held during the year) appreciated in fair value as follows:

	2013
Mutual funds	\$ 888,232
Collective trust	8,063
Self-directed portfolio	2,355,483
Total net appreciation	<u>\$ 3,251,778</u>

NOTE 4 INVESTMENT CONTRACT

The Plan entered into a fully benefit-responsive investment contract with Reliance Trust Company ("Reliance"). The Contract is administered by MetLife and is managed by MetLife and Reliance. MetLife is engaged pursuant to a sub-advisor agreement. MetLife deposits participating plan contributions in the Contract, which invests in the following MetLife Separate accounts (the separate accounts) to provide competitive total returns relative to the respective benchmarks:

Account	Benchmark
Broad Market Fund (60%)	Barclays Capital Aggregate Bond Index
Medium Grade Fund (30%)	Barclays Capital Aggregate Bond Index
Aggregate Bond Index Fund (10%)	Barclays Capital Aggregate Bond Index

Effective April 1, 2013, the Contract was amended to allocate the contributions to the following separate accounts:

Account	Benchmark
Broad Market Fund (55%)	Barclays Capital Aggregate Bond Index
Medium Grade Fund (30%)	Barclays Capital Aggregate Bond Index
Aggregate Bond Index Fund (15%)	Barclays Capital U.S. 1 to 3 Years Bond Index

The Contract simulates the performance of a guaranteed investment contract through the guarantee of a specific interest rate and a portfolio of financial instruments that are owned by MetLife. The participating plan's assets are the unit ownership interests in the Trust. The separate account investments are owned by MetLife. The Contract provides that the Trust execute transactions at contract value. MetLife guarantees the contract value, which represents contributions, plus interest, less participant-initiated withdrawals or transfers. This is the Contract's guaranteed value. The Contract's fair value equals the Contract's proportionate share of the fair value of the separate accounts. A participating plan's fair value in the Trust equals the Contract's fair value times the ratio of the Plan's guaranteed value to the Contract's guaranteed value. If a participating plan terminates participation in the Trust, the lesser of the guaranteed value or fair value will be received.

COMMONWEALTH ORTHOPAEDIC CENTERS, PSC RETIREMENT PLAN

Notes to Financial Statements (Continued)

NOTE 4 INVESTMENT CONTRACT (CONTINUED)

The Contract provides a fixed interest rate for a fixed period that will apply to the entire guaranteed value. The interest rate is reset every quarter as determined by MetLife with consideration of the fair value of the separate accounts, the anticipated market yields-to-maturity of benchmark indices of separate accounts, expected payments into and out of the Contract, amortization of the difference, if any, between the fair value of the separate accounts and the guaranteed value of the Contract, and the fees allowed under the Contract. MetLife guarantees that the rate will never be less than zero. MetLife's estimated value of the guarantee is presented in the statement of assets and liabilities as a wrapper.

If a withdrawal is made from the Contract as a result of an employer or plan sponsor-initiated event or if a withdrawal is requested due to a complete or partial termination of a participating plan in the Trust before the Contract ends, and the Contract's fair value equals or exceeds the guaranteed value, payment is made in an amount equal to the amount of the guaranteed value which is attributable to the participating plan. If the Contract's fair value is less than its guaranteed value, the amount paid is equal to the guaranteed value reduced by the amount of fair value deficit allocable to the participating plan.

The average yield earned by the Contract at December 31, 2013 and 2012 was (1.36) % and 5.37%, respectively. This represents the annualized earnings (loss) of the separate account investments owned by MetLife in which the Contract funds are invested divided by the fair value of the Contract at December 31, 2013 and 2012, respectively.

The average yield earned by the Contract with an adjustment to reflect the actual interest rate credited to participants in the Contract at December 31, 2013 and 2012 was 2.45% and 2.93%, respectively. This represents the annualized earnings credited to participants in the Contract divided by the fair value of the Contract at December 31, 2013 and 2012, respectively.

NOTE 5 FAIR VALUE MEASUREMENTS

Under GAAP for fair value measurements and disclosures, a three-level hierarchy is established for fair value measurements based on transparency of valuation inputs as of the measurement date. The hierarchy is based on the lowest level of input that is significant to the fair value measurement.

The three levels are defined as follows:

Level 1 – Inputs are unadjusted quoted prices for identical assets in active markets.

Level 2 – Inputs are observable quoted prices for similar assets in active markets.

Level 3 – Inputs are unobservable and reflect management's best estimated of what market participants would use as fair value.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

COMMONWEALTH ORTHOPAEDIC CENTERS, PSC RETIREMENT PLAN

Notes to Financial Statements (Continued)

NOTE 5 FAIR VALUE MEASUREMENTS (CONTINUED)

The following is a description of the valuation methodologies used for instruments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

Common stocks, preferred stock, exchange funds, corporate bonds and U.S. government securities: Valued at the closing price reported on the active market on which the individual securities are traded.

Mutual funds and money market funds: Valued at the net asset value ("NAV") of shares held by the plan at year end.

Collective investment trust: Valued at the net asset value of shares held by the Plan at year-end.

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

Assets Measured at Fair Value on a Recurring Basis

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013 and 2012:

Description	December 31, 2013			
	Total	Level 1	Level 2	Level 3
Assets				
Cash	\$ 6,549	\$ 6,549	\$ -	\$ -
Mutual funds	7,368,552	7,368,552	-	-
Collective trust	452,629	-	452,629	-
Self directed accounts:				
Cash and cash equivalents	821,404	437,436	383,968	-
Mutual funds	3,753,123	3,753,123	-	-
Government securities	99,769	99,769	-	-
Common stock	7,490,908	7,490,908	-	-
Corporate bonds	343,945	343,945	-	-
Preferred stock	19,525	19,525	-	-
Exchange funds	1,735,299	1,735,299	-	-
Total assets	<u>\$ 22,091,703</u>	<u>\$ 21,255,106</u>	<u>\$ 836,597</u>	<u>\$ -</u>

COMMONWEALTH ORTHOPAEDIC CENTERS, PSC RETIREMENT PLAN

Notes to Financial Statements (Continued)

NOTE 5 FAIR VALUE MEASUREMENTS (CONTINUED)

Description	December 31, 2012			
	Total	Level 1	Level 2	Level 3
Assets				
Cash	\$ 6,720	\$ 6,720	\$ -	\$ -
Mutual funds	6,021,003	6,021,003	-	-
Collective trust	430,450	-	430,450	-
Self directed accounts:				
Cash and cash equivalents	555,938	113,964	441,974	-
Mutual funds	2,762,877	2,762,877	-	-
Government securities	91,665	91,665	-	-
Common stock	6,022,263	6,022,263	-	-
Corporate bonds	171,994	171,994	-	-
Preferred stock	12,585	12,585	-	-
Exchange funds	1,352,920	1,352,920	-	-
Total assets	<u>\$ 17,428,415</u>	<u>\$ 16,555,991</u>	<u>\$ 872,424</u>	<u>\$ -</u>

NOTE 6 TAX STATUS OF PLAN

The Plan has received a favorable determination letter from the Internal Revenue Service. The Plan obtained its latest determination letter on March 31, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

The Plan's income tax returns are subject to review and examination by federal authorities. The tax returns for the years 2010 to 2012 are open to examination.

NOTE 7 PLAN TERMINATION

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

COMMONWEALTH ORTHOPAEDIC CENTERS, PSC RETIREMENT PLAN

Notes to Financial Statements (Continued)

NOTE 8 INFORMATION CERTIFIED BY ASSET CUSTODIAN

The following information provided by Wilmington Trust Company for the years ended December 31, 2013 and 2012, was certified by them to be complete and accurate with respect to the following:

- (a) The assets managed by Wilmington Trust Company as of December 31, 2013 and 2012, as well as the transactions involving these assets for the year ended December 31, 2013.
- (b) The amount of investment income for the year ended December 31, 2013.
- (c) The Schedule H, Line 4i – Schedule of Assets (Held at End of Year) at December 31, 2013.

NOTE 9 RECONCILIATION TO FORM 5500

	2013	2012
Net assets available for benefits		
per the financial statements:	\$ 22,811,435	\$ 18,131,345
Contract value to fair value adjustment	4,937	22,437
Employee contributions receivable	(10,776)	(10,191)
Employer contributions receivable	(21,494)	(6,120)
Accrued participant loans deemed distribution	-	35,673
Net assets available for benefits per Form 5500	<u>\$ 22,784,102</u>	<u>\$ 18,173,144</u>
Net appreciation in collective trust		
per the financial statements:	\$ 8,063	
Contract value to fair value adjustment - current year	4,937	
Contract value to fair value adjustment - prior year	(22,437)	
Net appreciation in fair value of collective trust	<u>\$ (9,437)</u>	
Employer contributions per the financial statements	\$ 920,975	
Contribution receivable - current year	(21,494)	
Contribution receivable - prior year	6,120	
Total Employer contributions per the Form 5500	<u>\$ 905,601</u>	

COMMONWEALTH ORTHOPAEDIC CENTERS, PSC RETIREMENT PLAN

Notes to Financial Statements (Continued)

NOTE 9 RECONCILIATION TO FORM 5500 (CONTINUED)

	<u>2013</u>
Employee contributions per the financial statements	\$ 589,047
Contribution receivable - current year	(10,776)
Contribution receivable - prior year	<u>10,191</u>
Total Employee contributions per the Form 5500	<u><u>\$ 588,462</u></u>
Deemed distributions of participant loans per the financial statements:	\$ 5,099
Prior year accrued participant loans	<u>35,673</u>
Deemed distributions of participant loans per the Form 5500:	<u><u>\$ 40,772</u></u>

The financial statements are prepared on an accrual basis and the Form 5500 is prepared on a modified cash basis.

NOTE 10 PLAN AMENDMENTS

Effective January 1, 2012, an employee became eligible to participate the month following the completion of three months of service. Participants also may elect to defer up to 100% of any bonus and Roth Elective Deferrals are allowed in the Plan.

Effective January 1, 2013, the definition of Plan Compensation was amended to exclude third-party disability compensation paid for short-term and long-term disability for all contribution purposes. In addition, loans are no longer permitted into the Plan.

COMMONWEALTH ORTHOPAEDIC CENTERS, PSC RETIREMENT PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) December 31, 2013

Schedule H, Line 4i (Form 5500)
EIN 61-1274265
Plan Number – 001

Column A	Column B	Column C	Column D	Column E
	Identity of issuer, borrower of similar entity	Description of Investment	Cost	Current Value
	Cash	Cash		\$ 6,549
	Alliancebernstein Small Cap Growth A	Mutual fund		30,361
	Amer Funds Europac R4	Mutual fund		102,048
	American Century Inflation Adjusted Bond A	Mutual fund		136,459
	Delaware Small Cap Value A	Mutual fund		18,354
	Eaton Vance Inc Boston A	Mutual fund		18,583
	Ivy Mid Cap Growth A	Mutual fund		20,359
	JP Morgan Smart Retire 2015 A	Mutual fund		403,691
	JP Morgan Smart Retire 2020 A	Mutual fund		491,038
	JP Morgan Smart Retire 2025 A	Mutual fund		2,073,649
	JP Morgan Smart Retire 2030 A	Mutual fund		502,315
	JP Morgan Smart Retire 2035 A	Mutual fund		1,464,046
	JP Morgan Smart Retire 2040 A	Mutual fund		814,216
	JP Morgan Smart Retire 2045 A	Mutual fund		438,120
	JP Morgan Smart Retire 2050 A	Mutual fund		192,442
	JP Morgan Smart Retire Inc A	Mutual fund		156,505
	JP Morgan Large Cap Growth Fund A	Mutual fund		21,008
	Oppenheimer Developing Markets A	Mutual fund		20,998
	Perkins Mid Cap Value Fund	Mutual fund		50,642
	Pimco Total Return A	Mutual fund		122,918
	Pioneer Equity-Income A	Mutual fund		13,214
	Templeton Global Bond A	Mutual fund		10,763
	Vanguard 500 Index Inv	Mutual fund		266,823
	Metlife Stable 25053	Collective trust		452,629
	Self-Directed Portfolio			14,263,973
*	Participant Loans	4.25% - 9.25%		112,704
				<u>\$ 22,204,407</u>

* Denotes Party-In-Interest

Note: The above data is based upon information that has been certified as complete and accurate by Wilmington Trust Company.

See independent auditors' report

5500 Schedule H, Line 4i

Schedule of Assets (Held at End of Year)

This attachment is included in the Accountant's Opinion that is attached above.