

|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                         |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>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).<br><br><p style="text-align: center;">▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p> | OMB Nos. 1210-0110<br>1210-0089<br><br><b>2013</b><br><br><b>This Form is Open to Public Inspection</b> |
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|                                                                                                          |                                                                                                                                                                                                                                           |
|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                                                                                                                                                                           |
| 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:                                                                             | <input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or<br><input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____                         |
| B This return/report is:                                                                                 | <input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report;<br><input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months). |
| C If the plan is a collectively-bargained plan, check here. . . . .                                      | <input type="checkbox"/>                                                                                                                                                                                                                  |
| D Check box if filing under:                                                                             | <input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program;<br><input type="checkbox"/> special extension (enter description)                                 |

|                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                          |     |                                                |  |                                                              |  |                                                      |  |                                                      |  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|-----|------------------------------------------------|--|--------------------------------------------------------------|--|------------------------------------------------------|--|------------------------------------------------------|--|
| <b>Part II</b>                                                                                                                                                                                         | <b>Basic Plan Information—enter all requested information</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                          |     |                                                |  |                                                              |  |                                                      |  |                                                      |  |
| <b>1a</b> Name of plan<br>PROHEALTH PHYSICIANS, INC. 401(K) PLAN                                                                                                                                       | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;"><b>1b</b> Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;">001</td> </tr> <tr> <td colspan="2"><b>1c</b> Effective date of plan<br/>01/01/1996</td> </tr> <tr> <td colspan="2"><b>2b</b> Employer Identification Number (EIN)<br/>06-1446075</td> </tr> <tr> <td colspan="2"><b>2c</b> Sponsor's telephone number<br/>860-284-5200</td> </tr> <tr> <td colspan="2"><b>2d</b> Business code (see instructions)<br/>621111</td> </tr> </table> | <b>1b</b> Three-digit plan number (PN) ▶ | 001 | <b>1c</b> Effective date of plan<br>01/01/1996 |  | <b>2b</b> Employer Identification Number (EIN)<br>06-1446075 |  | <b>2c</b> Sponsor's telephone number<br>860-284-5200 |  | <b>2d</b> Business code (see instructions)<br>621111 |  |
| <b>1b</b> Three-digit plan number (PN) ▶                                                                                                                                                               | 001                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                          |     |                                                |  |                                                              |  |                                                      |  |                                                      |  |
| <b>1c</b> Effective date of plan<br>01/01/1996                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                          |     |                                                |  |                                                              |  |                                                      |  |                                                      |  |
| <b>2b</b> Employer Identification Number (EIN)<br>06-1446075                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                          |     |                                                |  |                                                              |  |                                                      |  |                                                      |  |
| <b>2c</b> Sponsor's telephone number<br>860-284-5200                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                          |     |                                                |  |                                                              |  |                                                      |  |                                                      |  |
| <b>2d</b> Business code (see instructions)<br>621111                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                          |     |                                                |  |                                                              |  |                                                      |  |                                                      |  |
| <b>2a</b> Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)<br><br>PROHEALTH PHYSICIANS, INC.<br><br>4 FARM SPRINGS ROAD<br>FARMINGTON, CT 06032 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                          |     |                                                |  |                                                              |  |                                                      |  |                                                      |  |

**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.

|                                                                                                            |                                                   |            |                                                              |
|------------------------------------------------------------------------------------------------------------|---------------------------------------------------|------------|--------------------------------------------------------------|
| <b>SIGN HERE</b>                                                                                           | Filed with authorized/valid electronic signature. | 09/18/2014 | NANCY M ROBERTS                                              |
|                                                                                                            | Signature of plan administrator                   | Date       | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b>                                                                                           |                                                   |            |                                                              |
|                                                                                                            | Signature of employer/plan sponsor                | Date       | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b>                                                                                           |                                                   |            |                                                              |
|                                                                                                            | 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)                       |
|                                                                                                            |                                                   |            |                                                              |

|                                                                                                                                                                                                                                                                                                                                                                                                                            |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |      |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|
| <b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address                                                                                                                                                                                                                                                        |  | <b>3b</b> Administrator's EIN                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |      |
| <b>4</b> 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:<br><b>a</b> Sponsor's name                                                                                                                                                                                                          |  | <b>3c</b> Administrator's telephone number<br><br><b>4b</b> EIN<br><b>4c</b> PN                                                                                                                                                                                                                                                                                                                                                                                                                                       |      |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                                                                                                                                                                                                                                    |  | <b>5</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 1054 |
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).                                                                                                                                                                                                                                                                     |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |      |
| <b>a</b> Active participants .....                                                                                                                                                                                                                                                                                                                                                                                         |  | <b>6a</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 1022 |
| <b>b</b> Retired or separated participants receiving benefits .....                                                                                                                                                                                                                                                                                                                                                        |  | <b>6b</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 0    |
| <b>c</b> Other retired or separated participants entitled to future benefits .....                                                                                                                                                                                                                                                                                                                                         |  | <b>6c</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 124  |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                                                                                                                                                                                                                                                                                                   |  | <b>6d</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 1146 |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits .....                                                                                                                                                                                                                                                                                                                 |  | <b>6e</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 2    |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                                                                                                                                                                                                                                                                                    |  | <b>6f</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 1148 |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) .....                                                                                                                                                                                                                                                                            |  | <b>6g</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 1069 |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested .....                                                                                                                                                                                                                                                                                |  | <b>6h</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 36   |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....                                                                                                                                                                                                                                                                                       |  | <b>7</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |      |
| <b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:<br>2A 2E 2S 2G 2J 2R 2T 3D                                                                                                                                                                                                                                    |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |      |
| <b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:                                                                                                                                                                                                                                                                |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |      |
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                              |  | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                                                                                                                         |      |
| <b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)                                                                                                                                                                                                                                                          |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |      |
| <b>a Pension Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)<br><br>(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary<br><br>(3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary |  | <b>b General Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)<br>(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)<br>(3) <input type="checkbox"/> <u>0</u> <b>A</b> (Insurance Information)<br>(4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information)<br>(5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)<br>(6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules) |      |

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

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

|                                                                                             |                                                             |
|---------------------------------------------------------------------------------------------|-------------------------------------------------------------|
| <b>A</b> Name of plan<br>PROHEALTH PHYSICIANS, INC. 401(K) PLAN                             | <b>B</b> Three-digit plan number (PN) ▶ 001                 |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br>PROHEALTH PHYSICIANS, INC. | <b>D</b> Employer Identification Number (EIN)<br>06-1446075 |

|               |                                                        |
|---------------|--------------------------------------------------------|
| <b>Part I</b> | <b>Service Provider Information (see instructions)</b> |
|---------------|--------------------------------------------------------|

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>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
| CHARLES SCHWAB & CO. INC. AND AFFIL                                                                               |

94-1737782

|                                                                                                                  |
|------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation |
|                                                                                                                  |

|                                                                                                                   |
|-------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
|                                                                                                                   |

|                                                                                                                   |
|-------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
|                                                                                                                   |

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

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

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

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

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

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

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

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**(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)

SCHWAB RETIREMENT PLAN SERVICES INC

34-1479833

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 15 50 64               | NONE                                                                                              | 13840                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

FIDUCIARY INVESTMENT ADVISORS

20-4751585

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 28 50                  | NONE                                                                                              | 12500                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

THE COLONY GROUP LLC

04-3542399

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 26 50                  | NONE                                                                                              | 8675                                                                   | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

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

FL PUTNAM INVESTMENT MANAGEMENT

01-0403396

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 26 50                  | NONE                                                                                              | 6039                                                                   | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

CHARLES SCHWAB & CO., INC.

94-1737782

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 33 50 59 71            | NONE                                                                                              | 3718                                                                   | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                            | 15                                                                                                                                                                              | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                          |

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

CHALES SCHWAB BANK

42-1558009

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 49 50 59               | NONE                                                                                              | 25                                                                     | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                            | 0                                                                                                                                                                               | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                          |

**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<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| CHARLES SCHWAB & CO. INC. AND AFFIL                     | 59                                      | 0                                         |

| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| SEE ATTACHMENT<br><br>11-1111111                                    | SEE ATTACHMENT                                                                                                                                                     |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(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<br>(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 |
|--------------------------------------------------------------------------|-------------------------------|-------------------------------------------------------------------------------------|
|                                                                          |                               |                                                                                     |
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|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |

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

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                              |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p style="text-align: center;"><b>SCHEDULE D</b><br/><b>(Form 5500)</b></p> <p style="text-align: center; font-size: small;">Department of the Treasury<br/>Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor<br/>Employee Benefits Security Administration</p> | <p style="text-align: center;"><b>DFE/Participating Plan Information</b></p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center; font-weight: bold;">▶ File as an attachment to Form 5500.</p> | <p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large; font-weight: bold;">2013</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p> |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

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

|                                                                                                                                      |                                                                                               |                                       |
|--------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|---------------------------------------|
| <b>A</b> Name of plan<br><span style="color: blue;">PROHEALTH PHYSICIANS, INC. 401(K) PLAN</span>                                    | <b>B</b> Three-digit plan number (PN) ▶                                                       | <span style="color: blue;">001</span> |
|                                                                                                                                      |                                                                                               |                                       |
| <b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500<br><span style="color: blue;">PROHEALTH PHYSICIANS, INC.</span> | <b>D</b> Employer Identification Number (EIN)<br><span style="color: blue;">06-1446075</span> |                                       |

|        |                                                                                                                                                                                  |
|--------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Part I | <b>Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)</b><br>(Complete as many entries as needed to report all interests in DFEs) |
|--------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                 |                                                          |                                                                                                                                               |  |
|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|--|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">SCHWAB MANAGED RET INCOME II</span>   |                                                          |                                                                                                                                               |  |
| <b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">CHARLES SCHWAB BANK</span>         |                                                          |                                                                                                                                               |  |
| <b>c</b> EIN-PN <span style="color: blue;">81-0625169-005</span>                                                | <b>d</b> Entity code <span style="color: blue;">C</span> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="color: blue;">56103</span>   |  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">SCHWAB MANAGED RET 2010 CL II</span>  |                                                          |                                                                                                                                               |  |
| <b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">CHARLES SCHWAB BANK</span>         |                                                          |                                                                                                                                               |  |
| <b>c</b> EIN-PN <span style="color: blue;">81-0625169-001</span>                                                | <b>d</b> Entity code <span style="color: blue;">C</span> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="color: blue;">1211199</span> |  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">SCHWAB MANAGED RET 2020 CL II</span>  |                                                          |                                                                                                                                               |  |
| <b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">CHARLES SCHWAB BANK</span>         |                                                          |                                                                                                                                               |  |
| <b>c</b> EIN-PN <span style="color: blue;">81-0625169-002</span>                                                | <b>d</b> Entity code <span style="color: blue;">C</span> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="color: blue;">4769210</span> |  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">SCHWAB MANAGED RET 2030 CL II</span>  |                                                          |                                                                                                                                               |  |
| <b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">CHARLES SCHWAB BANK</span>         |                                                          |                                                                                                                                               |  |
| <b>c</b> EIN-PN <span style="color: blue;">81-0625169-003</span>                                                | <b>d</b> Entity code <span style="color: blue;">C</span> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="color: blue;">2888166</span> |  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">SCHWAB MANAGED RET 2040 CL II</span>  |                                                          |                                                                                                                                               |  |
| <b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">CHARLES SCHWAB BANK</span>         |                                                          |                                                                                                                                               |  |
| <b>c</b> EIN-PN <span style="color: blue;">81-0625169-004</span>                                                | <b>d</b> Entity code <span style="color: blue;">C</span> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="color: blue;">2359696</span> |  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">SCHWAB MANAGED RET 2050 CL II</span>  |                                                          |                                                                                                                                               |  |
| <b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">CHARLES SCHWAB BANK</span>         |                                                          |                                                                                                                                               |  |
| <b>c</b> EIN-PN <span style="color: blue;">81-0625169-010</span>                                                | <b>d</b> Entity code <span style="color: blue;">C</span> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="color: blue;">924428</span>  |  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">MELLON STABLE VALUE FUND CL J</span>  |                                                          |                                                                                                                                               |  |
| <b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">THE BANK OF NEW YORK MELLON</span> |                                                          |                                                                                                                                               |  |
| <b>c</b> EIN-PN <span style="color: blue;">11-3152987-001</span>                                                | <b>d</b> Entity code <span style="color: blue;">C</span> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="color: blue;">7211922</span> |  |

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

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

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

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

|                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                              |                                                                                                          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Financial Information</b><br><br>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).<br><br><b>► File as an attachment to Form 5500.</b> | <small>OMB No. 1210-0110</small><br><br><b>2013</b><br><br><b>This Form is Open to Public Inspection</b> |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|

|                                                                                                          |                                                                        |            |
|----------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------|
| For calendar plan year 2013 or fiscal plan year beginning <b>01/01/2013</b> and ending <b>12/31/2013</b> |                                                                        |            |
| <b>A</b> Name of plan<br><b>PROHEALTH PHYSICIANS, INC. 401(K) PLAN</b>                                   | <b>B</b> Three-digit plan number (PN) ►                                | <b>001</b> |
|                                                                                                          |                                                                        |            |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><b>PROHEALTH PHYSICIANS, INC.</b>       | <b>D</b> Employer Identification Number (EIN)<br><br><b>06-1446075</b> |            |

| <b>Part I</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>Asset and Liability Statement</b> |                              |                        |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|------------------------------|------------------------|
| <b>1</b> 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. <b>Round off amounts to the nearest dollar.</b> 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. |                                      |                              |                        |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>Assets</b>                        | <b>(a) Beginning of Year</b> | <b>(b) End of Year</b> |
| <b>a</b> Total noninterest-bearing cash .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>1a</b>                            |                              |                        |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                      |                              |                        |
| <b>(1)</b> Employer contributions.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1b(1)</b>                         | 13073                        | 38856                  |
| <b>(2)</b> Participant contributions.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <b>1b(2)</b>                         | 62144                        | 0                      |
| <b>(3)</b> Other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>1b(3)</b>                         |                              |                        |
| <b>c</b> General investments:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                      |                              |                        |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>1c(1)</b>                         |                              |                        |
| <b>(2)</b> U.S. Government securities .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>1c(2)</b>                         |                              |                        |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                      |                              |                        |
| <b>(A)</b> Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(3)(A)</b>                      |                              |                        |
| <b>(B)</b> All other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <b>1c(3)(B)</b>                      |                              |                        |
| <b>(4)</b> Corporate stocks (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                      |                              |                        |
| <b>(A)</b> Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(4)(A)</b>                      |                              |                        |
| <b>(B)</b> Common.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1c(4)(B)</b>                      |                              |                        |
| <b>(5)</b> Partnership/joint venture interests .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <b>1c(5)</b>                         |                              |                        |
| <b>(6)</b> Real estate (other than employer real property).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>1c(6)</b>                         |                              |                        |
| <b>(7)</b> Loans (other than to participants) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>1c(7)</b>                         |                              |                        |
| <b>(8)</b> Participant loans.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(8)</b>                         | 592112                       | 645671                 |
| <b>(9)</b> Value of interest in common/collective trusts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>1c(9)</b>                         | 14173236                     | 19420724               |
| <b>(10)</b> Value of interest in pooled separate accounts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>1c(10)</b>                        |                              |                        |
| <b>(11)</b> Value of interest in master trust investment accounts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1c(11)</b>                        |                              |                        |
| <b>(12)</b> Value of interest in 103-12 investment entities.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>1c(12)</b>                        |                              |                        |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(13)</b>                        | 25619959                     | 32475626               |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(14)</b>                        |                              |                        |
| <b>(15)</b> Other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1c(15)</b>                        | 2337665                      | 2859625                |

**1d** Employer-related investments:

|                                                                      |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 42798189              | 55440502        |

**Liabilities**

|                                                                           |           |   |   |
|---------------------------------------------------------------------------|-----------|---|---|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |   |   |
| <b>h</b> Operating payables .....                                         | <b>1h</b> |   |   |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |   |   |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> |   |   |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 0 | 0 |

**Net Assets**

|                                                           |           |          |          |
|-----------------------------------------------------------|-----------|----------|----------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 42798189 | 55440502 |
|-----------------------------------------------------------|-----------|----------|----------|

**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: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 2342990    |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> | 3611624    |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> |            |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 5954614   |

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

|                                                                                                      |                 |       |       |
|------------------------------------------------------------------------------------------------------|-----------------|-------|-------|
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) ..... | <b>2b(1)(A)</b> |       |       |
| <b>(B)</b> U.S. Government securities .....                                                          | <b>2b(1)(B)</b> |       |       |
| <b>(C)</b> Corporate debt instruments .....                                                          | <b>2b(1)(C)</b> |       |       |
| <b>(D)</b> Loans (other than to participants) .....                                                  | <b>2b(1)(D)</b> |       |       |
| <b>(E)</b> Participant loans .....                                                                   | <b>2b(1)(E)</b> | 21985 |       |
| <b>(F)</b> Other .....                                                                               | <b>2b(1)(F)</b> |       |       |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                        | <b>2b(1)(G)</b> |       | 21985 |

|                                                                                           |                 |        |        |
|-------------------------------------------------------------------------------------------|-----------------|--------|--------|
| (2) Dividends: <b>(A)</b> Preferred stock .....                                           | <b>2b(2)(A)</b> |        |        |
| <b>(B)</b> Common stock .....                                                             | <b>2b(2)(B)</b> |        |        |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                 | <b>2b(2)(C)</b> | 775587 |        |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> ..... | <b>2b(2)(D)</b> |        | 775587 |

|                 |              |  |  |
|-----------------|--------------|--|--|
| (3) Rents ..... | <b>2b(3)</b> |  |  |
|-----------------|--------------|--|--|

|                                                                                           |                 |  |   |
|-------------------------------------------------------------------------------------------|-----------------|--|---|
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                | <b>2b(4)(A)</b> |  |   |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                             | <b>2b(4)(B)</b> |  |   |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result ..... | <b>2b(4)(C)</b> |  | 0 |

|                                                                                                    |                 |  |   |
|----------------------------------------------------------------------------------------------------|-----------------|--|---|
| (5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate .....                 | <b>2b(5)(A)</b> |  |   |
| <b>(B)</b> Other .....                                                                             | <b>2b(5)(B)</b> |  |   |
| <b>(C)</b> Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> ..... | <b>2b(5)(C)</b> |  | 0 |

|                                                                                                 |        | (a) Amount | (b) Total |
|-------------------------------------------------------------------------------------------------|--------|------------|-----------|
| (6) Net investment gain (loss) from common/collective trusts .....                              | 2b(6)  |            | 1805435   |
| (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) |            | 5365989   |
| c Other income .....                                                                            | 2c     |            | 271439    |
| d Total income. Add all <b>income</b> amounts in column (b) and enter total .....               | 2d     |            | 14195049  |

**Expenses**

|                                                                                      |       |         |         |
|--------------------------------------------------------------------------------------|-------|---------|---------|
| e Benefit payment and payments to provide benefits:                                  |       |         |         |
| (1) Directly to participants or beneficiaries, including direct rollovers .....      | 2e(1) | 1525747 |         |
| (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) |         | 1525747 |
| f Corrective distributions (see instructions) .....                                  | 2f    |         |         |
| g Certain deemed distributions of participant loans (see instructions) .....         | 2g    |         |         |
| h Interest expense .....                                                             | 2h    |         |         |
| i Administrative expenses: (1) Professional fees .....                               | 2i(1) | 649     |         |
| (2) Contract administrator fees .....                                                | 2i(2) |         |         |
| (3) Investment advisory and management fees .....                                    | 2i(3) | 12500   |         |
| (4) Other .....                                                                      | 2i(4) | 13840   |         |
| (5) Total administrative expenses. Add lines 2i(1) through (4) .....                 | 2i(5) |         | 26989   |
| j Total expenses. Add all <b>expense</b> amounts in column (b) and enter total ..... | 2j    |         | 1552736 |

**Net Income and Reconciliation**

|                                                          |       |  |          |
|----------------------------------------------------------|-------|--|----------|
| k Net income (loss). Subtract line 2j from line 2d ..... | 2k    |  | 12642313 |
| 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: MARCUM LLP

(2) EIN: 20-1694403

**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  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|---------|
| <b>c</b> 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  |         |
| <b>d</b> 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  |         |
| <b>e</b> Was this plan covered by a fidelity bond? .....                                                                                                                                                                      | X   |    | 2000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                       |     | X  |         |
| <b>g</b> 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  |         |
| <b>h</b> 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  |         |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) .....                                                                | X   |    |         |
| <b>j</b> 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  |         |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? .....                                                           |     | X  |         |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                            |     | X  |         |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) .....                                                                                                  |     | X  |         |
| <b>n</b> 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)

|                         |                       |
|-------------------------|-----------------------|
| <b>6a</b> Name of trust | <b>6b</b> Trust's EIN |
|                         |                       |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>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).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2013</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

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

|                                                                                                    |                                                                    |
|----------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>PROHEALTH PHYSICIANS, INC. 401(K) PLAN</u>                             | <b>B</b> Three-digit plan number (PN) ▶<br><u>001</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>PROHEALTH PHYSICIANS, INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>06-1446075</u> |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

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

|                                                                                                                                                                                                                                                                    |          |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                              | <b>1</b> | <u>0</u> |
| <b>2</b> 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):<br><br>EIN(s): <u>42-1558009</u> |          |          |
| <b>Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.</b>                                                                                                                                                                                            |          |          |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                    | <b>3</b> |          |

|                |                                                                                                                                                                              |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part II</b> | <b>Funding Information</b> (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) |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

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

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                            |                                   |                                   |                               |                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|
| <b>9</b> If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input type="checkbox"/> No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (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. |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                             |                              |                             |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? .....                                                     | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....                                                                                                                                   | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>b</b> If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....                                                                              | <input type="checkbox"/> Yes | <input type="checkbox"/> No |

**Part V Additional Information for Multiemployer Defined Benefit Pension Plans**

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

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

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 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:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

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

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</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 ..... | <b>16b</b> |  |

- 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: 0.0% Investment-Grade Debt: \_\_\_\_\_% High-Yield Debt: \_\_\_\_\_% Real Estate: \_\_\_\_\_% Other: \_\_\_\_\_%

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

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

**PROHEALTH PHYSICIANS, INC. 401(k) PLAN**

**FINANCIAL STATEMENTS AND  
SUPPLEMENTAL SCHEDULE**

**DECEMBER 31, 2013 AND 2012**

# PROHEALTH PHYSICIANS, INC. 401(k) PLAN

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### **Financial Statements**

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### **Supplemental Schedule**

|                                                                     |       |
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## INDEPENDENT AUDITORS' REPORT

Plan Administrator and Participants  
**ProHealth Physicians, Inc. 401(k) Plan**

### ***Report on the Financial Statements***

We were engaged to audit the accompanying financial statements of the ProHealth Physicians, Inc. 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years 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 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 the 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 3, which was certified by Charles Schwab Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the trustee is complete and accurate.



### ***Disclaimer of Opinion***

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

### ***Other Matter***

The supplemental Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2013 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the 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.

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

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

*Marcum LLP*

Hartford, CT  
September 11, 2014

# PROHEALTH PHYSICIANS, INC. 401(k) PLAN

## STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2013 AND 2012

|                                          | 2013                        | 2012                        |
|------------------------------------------|-----------------------------|-----------------------------|
| <b>Assets</b>                            |                             |                             |
| <b>Investments - at Fair Value</b>       |                             |                             |
| Mutual funds                             | \$ 32,475,626               | \$ 25,619,958               |
| Common collective trusts                 | 19,420,724                  | 14,173,236                  |
| Self-directed brokerage accounts         | <u>2,859,625</u>            | <u>2,337,665</u>            |
| <b>Total Investments</b>                 | <u>54,755,975</u>           | <u>42,130,859</u>           |
| <b>Receivables</b>                       |                             |                             |
| Notes receivable from participants       | 645,671                     | 592,113                     |
| Employee contributions                   | --                          | 62,144                      |
| Employer contributions                   | <u>38,856</u>               | <u>13,073</u>               |
| <b>Total Receivables</b>                 | <u>684,527</u>              | <u>667,330</u>              |
| <b>Net Assets Available for Benefits</b> | <u><u>\$ 55,440,502</u></u> | <u><u>\$ 42,798,189</u></u> |

*The accompanying notes are an integral part of these financial statements.*

**PROHEALTH PHYSICIANS, INC. 401(k) PLAN**

**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**

**FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012**

|                                                                  | <u>2013</u>          | <u>2012</u>          |
|------------------------------------------------------------------|----------------------|----------------------|
| <b>Additions to Net Assets</b>                                   |                      |                      |
| <b>Investment Income</b>                                         |                      |                      |
| Net appreciation<br>in fair value of investments                 | \$ 7,236,210         | \$ 3,286,639         |
| Interest and dividends                                           | <u>982,239</u>       | <u>673,350</u>       |
| <b>Net Investment Income</b>                                     | <u>8,218,449</u>     | <u>3,959,989</u>     |
| <b>Interest Income on Notes Receivable<br/>from Participants</b> | <u>21,985</u>        | <u>24,008</u>        |
| <b>Contributions</b>                                             |                      |                      |
| Participant contributions                                        | 3,611,625            | 3,719,490            |
| Employer contributions                                           | <u>2,342,990</u>     | <u>1,934,731</u>     |
| <b>Total Contributions</b>                                       | <u>5,954,615</u>     | <u>5,654,221</u>     |
| <b>Total Additions</b>                                           | <u>14,195,049</u>    | <u>9,638,218</u>     |
| <b>Deductions from Net Assets</b>                                |                      |                      |
| Benefits paid to participants                                    | 1,525,747            | 1,238,587            |
| Administrative expenses                                          | <u>26,989</u>        | <u>26,110</u>        |
| <b>Total Deductions</b>                                          | <u>1,552,736</u>     | <u>1,264,697</u>     |
| <b>Net Increase in Net Assets Available for Benefits</b>         | 12,642,313           | 8,373,521            |
| <b>Net Assets Available for Benefits - Beginning</b>             | <u>42,798,189</u>    | <u>34,424,668</u>    |
| <b>Net Assets Available for Benefits - Ending</b>                | <u>\$ 55,440,502</u> | <u>\$ 42,798,189</u> |

*The accompanying notes are an integral part of these financial statements.*

# **PROHEALTH PHYSICIANS, INC. 401(k) PLAN**

## **NOTES TO FINANCIAL STATEMENTS**

### **FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012**

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#### **NOTE 1 – DESCRIPTION OF THE PLAN**

The following description of the ProHealth Physicians, Inc. 401k Plan (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 defined contribution plan covering approximately half of the employees of ProHealth Physicians, Inc. (the “Company”) and approximately half of the physicians of the ProHealth Physicians P.C. and its employees, age twenty-one or older and have at least one year and one thousand hours of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). The 401(k) Committee is responsible for oversight of the Plan, determines the appropriateness of the Plan’s investment offerings, and monitors investment performance.

##### ***CONTRIBUTIONS***

During 2013 and 2012, participants could contribute any percentage of their pretax annual compensation, as defined, to the Plan and in accordance with the Internal Revenue Code (“IRC”), up to a maximum of \$17,500 and \$ 17,000, respectively. Participants who were age 50 and older were allowed an additional \$5,500 contribution in both 2013 and 2012, pursuant to IRC Section 402(g). Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. The Company contributes a discretionary matching contribution equal to a uniform percentage of each such participant’s deferred compensation. Additional amounts may be contributed at the option of the Company’s Board of Directors.

##### ***INVESTMENT OPTIONS***

All investment programs are fully participant directed. Participants may direct the investment of their elective deferrals into any of the Plan’s available investment options.

##### ***PARTICIPANT ACCOUNTS***

Each participant’s account is credited with the participant’s contributions and allocations of (a) the Company’s contributions and (b) Plan earnings, and is charged with an allocation of administrative expenses that were not paid by the Company. Allocations are based on participant earnings or account balances, as defined. Forfeited balances of terminated participants’ non-vested accounts may be used to reduce future Company contributions or pay Plan expenses.

# **PROHEALTH PHYSICIANS, INC. 401(k) PLAN**

## **NOTES TO FINANCIAL STATEMENTS**

### **FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012**

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#### **NOTE 1 – DESCRIPTION OF THE PLAN (CONTINUED)**

##### ***VESTING***

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in contributions made by the Company is determined based on the participant's number of years of service. Participants who have two or more years of service are 100 percent vested.

##### ***NOTES RECEIVABLE FROM PARTICIPANTS***

Participants may borrow from their accounts up to a maximum equal to the lesser of \$50,000 or 50 percent of the present value of their non-forfeitable accrued benefit. Loan terms range from 1 to 5 years or for a reasonable period in excess of 5 years when the loan proceeds are used for the purchase of a primary residence. Plan provisions require that loans shall be adequately secured, bear a reasonable rate of interest, and that payments of principal and interest should be made at least quarterly. Interest rates ranged from 4.25 percent to 7.00 percent on outstanding loans at December 31, 2013. Principal and interest is paid ratably through payroll deductions.

##### ***PAYMENT OF BENEFITS***

Upon termination of service due to death, disability, retirement or other reasons, a participant may receive a lump-sum amount equal to the vested value of the participant's account.

##### ***FORFEITURES***

Forfeitures result from non-vested Company matching contributions remaining in the Plan for terminated employees. At December 31, 2013 and 2012, forfeited accounts totaled \$94,523 and \$32,277, respectively. For the years ended December 31, 2013 and 2012, \$22,007 and \$28,842, respectively, were used to offset administrative expenses.

##### ***HARDSHIP WITHDRAWALS***

The Plan allows for "hardship" withdrawals in accordance with the Internal Revenue Service regulations as specified within the Plan document.

# **PROHEALTH PHYSICIANS, INC. 401(k) PLAN**

## **NOTES TO FINANCIAL STATEMENTS**

### **FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012**

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#### **NOTE 1 – DESCRIPTION OF THE PLAN (CONTINUED)**

##### ***ADMINISTRATIVE EXPENSES***

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation in fair value of investments.

##### ***PLAN TERMINATION***

Although it has not expressed any intention 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 set forth in ERISA. In the event of plan termination, participants will become 100 percent vested in their accounts. The assets available after the payment of any Plan expenses shall be distributed to the participants in accordance with the value of their accounts as of the date of termination.

#### **NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

##### ***BASIS OF ACCOUNTING***

The financial statements of the Plan are prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

##### ***INVESTMENT VALUATION AND INCOME RECOGNITION***

The Plan's investments are reported at fair value. The Plan defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value of investments.

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

# **PROHEALTH PHYSICIANS, INC. 401(k) PLAN**

## **NOTES TO FINANCIAL STATEMENTS**

### **FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012**

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#### **NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

##### ***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 certain amounts reported in the financial statements and accompanying notes. Accordingly, actual results could differ from those estimates.

##### ***RISKS AND UNCERTAINTIES***

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 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 participants' account balances and the amounts reported in the financial statements.

##### ***NOTES RECEIVABLE FROM PARTICIPANTS***

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

##### ***PAYMENT OF BENEFITS***

Benefits are recorded when paid.

##### ***SUBSEQUENT EVENTS***

Subsequent events were evaluated through September 11, 2014, which is the date the financial statements were available to be issued. There were no subsequent events requiring recognition or disclosure in the financial statements.

# PROHEALTH PHYSICIANS, INC. 401(k) PLAN

## NOTES TO FINANCIAL STATEMENTS

### FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

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#### NOTE 3 – INVESTMENTS AND NOTES RECEIVABLE

All investment information disclosed in the accompanying financial statements and supplemental schedule, including investments held at December 31, 2013 and 2012, and net appreciation in fair value of investments, and interest and dividends for the years then ended was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by the Trustee.

The Trustee reported that the fair value of investments held by the Plan at December 31, 2013 and 2012 was \$54,755,975 and \$42,130,859, respectively.

The Trustee reported that the Plan's investments (including gains and losses on investments bought and sold, as well as held during each period) appreciated in value as follows for the years ended December 31:

|                                  | 2013                | 2012                |
|----------------------------------|---------------------|---------------------|
| Net appreciation in fair value:  |                     |                     |
| Mutual funds                     | \$ 5,230,124        | \$ 2,288,751        |
| Common collective trusts         | 1,734,647           | 966,763             |
| Self-directed brokerage accounts | <u>271,439</u>      | <u>31,125</u>       |
|                                  | <u>\$ 7,236,210</u> | <u>\$ 3,286,639</u> |

The Trustee also reported interest and dividends and interest income on notes receivable from participants as follows for the years ended December 31:

|                                                                                                        | 2013              | 2012              |
|--------------------------------------------------------------------------------------------------------|-------------------|-------------------|
| Interest and dividends on mutual funds, common collective trusts, and self-directed brokerage accounts | <u>\$ 982,239</u> | <u>\$ 673,350</u> |

Notes receivable from participants December 31, 2013 and 2012 totaled \$645,671 and \$592,113, respectively.

|                                                       | 2013             | 2012             |
|-------------------------------------------------------|------------------|------------------|
| Interest income on notes receivable from participants | <u>\$ 21,985</u> | <u>\$ 24,008</u> |

# PROHEALTH PHYSICIANS, INC. 401(k) PLAN

## NOTES TO FINANCIAL STATEMENTS

### FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

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#### NOTE 3 – INVESTMENTS AND NOTES RECEIVABLE (CONTINUED)

The following table represents investments at December 31, 2013 and 2012 that represent 5 percent or more of the Plan's net assets available for benefits.

|                                            | 2013         | 2012         |
|--------------------------------------------|--------------|--------------|
| Mutual Funds:                              |              |              |
| Schwab S&P 500 Index                       | \$ 7,168,112 | \$ 5,184,673 |
| MainStay Large Cap Growth R1               | 6,384,537    | 4,436,464    |
| PIMCO Total Return Fund Class D            | 4,115,810    | 5,018,891    |
| Thornburg International Value Fund Class I | 3,583,645    | 2,673,383    |
| Vanguard Small Cap Growth Index Fund       | 2,867,474    | *            |
| Common Collective Trusts:                  |              |              |
| Bank of New York Mellon                    |              |              |
| Stable Value Fund CL J                     | 7,211,922    | 5,331,015    |
| The Schwab Managed Retirement              |              |              |
| Trust Fund 2020                            | 4,769,210    | 3,578,293    |
| The Schwab Managed Retirement              |              |              |
| Trust Fund 2030                            | 2,888,166    | *            |

\* Less than 5% of the Plan's net assets available for benefits

#### NOTE 4 – FAIR VALUE MEASUREMENTS

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

##### ***LEVEL 1***

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

# PROHEALTH PHYSICIANS, INC. 401(k) PLAN

## NOTES TO FINANCIAL STATEMENTS

### FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

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#### NOTE 4 – FAIR VALUE MEASUREMENTS (CONTINUED)

##### *LEVEL 2*

Inputs to the valuation methodology include:

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

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

##### *LEVEL 3*

Inputs to the valuation methodology are unobservable and significant to the fair value measurement. Unobservable inputs reflect the Plan's best estimate of what hypothetical market participants would use to determine a transaction price for the asset at the reporting date.

In determining fair value, the Plan utilizes valuation techniques that maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The Plan also considers non-performance risk in the overall assessment of fair value.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

##### ***MUTUAL FUNDS AND SELF-DIRECTED BROKERAGE ACCOUNTS***

Mutual Funds are valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end funds. Mutual funds and the investments held in self-directed brokerage accounts are registered with the Securities and Exchange Commission and are actively traded. The investments held in self-directed brokerage accounts include cash equivalents, common stocks, mutual funds and exchange traded funds. The mutual funds are required to publish their daily net asset value (NAV) and to transact at that price.

# PROHEALTH PHYSICIANS, INC. 401(k) PLAN

## NOTES TO FINANCIAL STATEMENTS

### FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

#### NOTE 4 – FAIR VALUE MEASUREMENTS (CONTINUED)

##### *COMMON COLLECTIVE TRUSTS*

Valued at the net asset value of units of a bank collective trust. The NAV, as provided by the Trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

The following table sets forth the Plan's investments at fair value as of December 31, 2013 by level within the fair value hierarchy.

|                                  | Level 1              | Level 2              | Level 3      | Total                |
|----------------------------------|----------------------|----------------------|--------------|----------------------|
| December 31, 2013                |                      |                      |              |                      |
| Mutual funds                     |                      |                      |              |                      |
| Mid cap                          | \$ 1,314,756         | \$ --                | \$ --        | \$ 1,314,756         |
| Large blend                      | 7,168,112            | --                   | --           | 7,168,112            |
| Large cap                        | 1,684,185            | --                   | --           | 1,684,185            |
| Small cap                        | 946,131              | --                   | --           | 946,131              |
| Foreign large blend              | 949,696              | --                   | --           | 949,696              |
| Growth                           | 8,368,941            | --                   | --           | 8,368,941            |
| Bond                             | 5,592,686            | --                   | --           | 5,592,686            |
| Foreign large growth             | 3,583,645            | --                   | --           | 3,583,645            |
| Small growth                     | 2,867,474            | --                   | --           | 2,867,474            |
| Total mutual funds               | <u>32,475,626</u>    | <u>--</u>            | <u>--</u>    | <u>32,475,626</u>    |
| Common collective trusts         |                      |                      |              |                      |
| Target retirement date           | --                   | 12,208,802           | --           | 12,208,802           |
| Stable value fund                | <u>--</u>            | <u>7,211,922</u>     | <u>--</u>    | <u>7,211,922</u>     |
| Total common collective trusts   | <u>--</u>            | <u>19,420,724</u>    | <u>--</u>    | <u>19,420,724</u>    |
| Self-directed brokerage accounts | <u>2,859,625</u>     | <u>--</u>            | <u>--</u>    | <u>2,859,625</u>     |
| Total investments                | <u>\$ 35,335,251</u> | <u>\$ 19,420,724</u> | <u>\$ --</u> | <u>\$ 54,755,975</u> |

# PROHEALTH PHYSICIANS, INC. 401(k) PLAN

## NOTES TO FINANCIAL STATEMENTS

### FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

#### NOTE 4 – FAIR VALUE MEASUREMENTS (CONTINUED)

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

|                                  | Level 1              | Level 2              | Level 3      | Total                |
|----------------------------------|----------------------|----------------------|--------------|----------------------|
| December 31, 2012                |                      |                      |              |                      |
| Mutual funds                     |                      |                      |              |                      |
| Mid cap                          | \$ 894,075           | \$ --                | \$ --        | \$ 894,075           |
| Large blend                      | 5,184,673            | --                   | --           | 5,184,673            |
| Large cap                        | 1,064,474            | --                   | --           | 1,064,474            |
| Small cap                        | 489,168              | --                   | --           | 489,168              |
| Foreign large blend              | 495,329              | --                   | --           | 495,329              |
| Growth                           | 5,848,529            | --                   | --           | 5,848,529            |
| Bond                             | 6,663,475            | --                   | --           | 6,663,475            |
| Foreign large growth             | 3,136,625            | --                   | --           | 3,136,625            |
| Small growth                     | 1,843,610            | --                   | --           | 1,843,610            |
| Total mutual funds               | <u>25,619,958</u>    | <u>--</u>            | <u>--</u>    | <u>25,619,958</u>    |
| Common collective trusts         |                      |                      |              |                      |
| Target retirement date           | --                   | 8,842,221            | --           | 8,842,221            |
| Stable value fund                | <u>--</u>            | <u>5,331,015</u>     | <u>--</u>    | <u>5,331,015</u>     |
| Total common collective trusts   | <u>--</u>            | <u>14,173,236</u>    | <u>--</u>    | <u>14,173,236</u>    |
| Self-directed brokerage accounts | <u>2,337,665</u>     | <u>--</u>            | <u>--</u>    | <u>2,337,665</u>     |
| Total investments                | <u>\$ 27,957,623</u> | <u>\$ 14,173,236</u> | <u>\$ --</u> | <u>\$ 42,130,859</u> |

The Schwab Managed Retirement Common Collective Trust Funds seek to provide total return for investors at or near particular target dates that are diversified through exposure to a variety of asset classes that may include, but not limited to, domestic and international equity, global real estate, commodities, intermediate-term bond, inflation-protected bonds, short-term bonds, and capital preservation. There are no unfunded commitments. The fair value of these funds was \$12,208,802 and \$8,842,221 at December 31, 2013 and 2012, respectively. The common collective trust funds may be redeemed on a daily basis with no redemption restrictions, and investments in any class can be transferred once every 30 days at the current net asset value per share based on the fair value of the underlying assets.

# **PROHEALTH PHYSICIANS, INC. 401(k) PLAN**

## **NOTES TO FINANCIAL STATEMENTS**

### **FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012**

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#### **NOTE 4 – FAIR VALUE MEASUREMENTS (CONTINUED)**

The Bank of New York Mellon Stable Value Fund seeks to earn current income while maintaining stability of invested principal. The fund will be invested and reinvested primarily in a diversified portfolio of fixed-income instruments which may include traditional and separate account guaranteed investment contracts, corporate investment contracts, synthetic guaranteed investment contracts (GICs), variable rate GICs, repurchase agreements, US treasury and agency securities, and cash and cash equivalents, including certificates of deposit and money market instruments. There are no unfunded commitments. The fair value of this fund was \$7,211,922 and \$5,331,015 at December 31, 2013 and 2012, respectively. This fund may be redeemed on a daily basis with no redemption restrictions, and investments in any class can be transferred once every 90 days at the current net asset value per share based on the fair value of the underlying assets. The fund is valued at contract value, which approximates fair value.

#### **NOTE 5 – TAX STATUS**

The Plan has received a determination letter from the Internal Revenue Service dated August 24, 2010, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the “Code”) and therefore the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. It is intended that the Plan be a qualified plan, and in that regard, the plan administrator will take all reasonable and necessary steps, if any, to maintain the Plan’s qualified status.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the taxing authorities. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

# **PROHEALTH PHYSICIANS, INC. 401(k) PLAN**

## **NOTES TO FINANCIAL STATEMENTS**

### **FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012**

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#### **NOTE 6 – PARTY-IN-INTEREST TRANSACTIONS**

During the years ended December 31, 2013 and 2012, there were transactions involving the investment of Plan assets in common collective trusts, mutual funds, and self-directed brokerage accounts managed by the Trustee, a party-in-interest as defined in section 3(14) of ERISA. The Plan allows participants to take loans against their account balances, which also qualify as exempt party-in-interest transactions.

#### **NOTE 7 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500**

The following is a reconciliation of total additions per the statement of changes in net assets available for benefits to the Form 5500 for the year ended December 31, 2012:

|                                                       |                     |
|-------------------------------------------------------|---------------------|
| Additions per the statements of changes in net assets |                     |
| available for benefits                                | \$ 9,638,218        |
| Prior year stable value adjustments                   | <u>(33,788)</u>     |
| Additions per the Form 5500                           | <u>\$ 9,604,430</u> |

# PROHEALTH PHYSICIANS, INC. 401(k) PLAN

## SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

EIN: 06-1446075

Plan # 001

| (a) | (b)<br>Identity of Issuer, Borrower,<br>Lessor or Similar Party | (c)<br>Units or<br>Shares Held | (d)<br>Cost | (e)<br>Current<br>Value |
|-----|-----------------------------------------------------------------|--------------------------------|-------------|-------------------------|
|     | <b>Mutual Funds</b>                                             |                                |             |                         |
|     | American Beacon LG Cap Value                                    | 61,782 shares                  | **          | \$ 1,684,185            |
|     | Columbia Small Cap Value II Fund Class Z                        | 51,115 shares                  | **          | 946,131                 |
|     | Fidelity Spartan Extended Market Fund                           | 12,339 shares                  | **          | 659,144                 |
|     | Fidelity Spartan International Index                            | 23,351 shares                  | **          | 949,696                 |
|     | MainStay Large Cap Growth R1                                    | 620,460 shares                 | **          | 6,384,537               |
|     | Munder Mid-Cap Core Growth Fund Class Y                         | 46,149 shares                  | **          | 1,984,402               |
|     | Perkins Mid Cap Value T                                         | 28,054 shares                  | **          | 655,613                 |
|     | PIMCO Total Return Fund Class D                                 | 385,015 shares                 | **          | 4,115,810               |
| *   | Schwab S&P 500 Index                                            | 248,461 shares                 | **          | 7,168,112               |
|     | Thornburg International Value Fund Class I                      | 111,779 shares                 | **          | 3,583,645               |
|     | Vanguard Small Cap Growth Index Fund                            | 66,716 shares                  | **          | 2,867,474               |
|     | Vanguard Total Bond Market Index                                | 139,856 shares                 | **          | 1,476,877               |
|     | Total Mutual Funds                                              |                                |             | <u>32,475,626</u>       |
|     | <b>Common Collective Trusts</b>                                 |                                |             |                         |
| *   | Schwab Managed Retirement Trust Fund 2010                       | 60,319 shares                  | **          | 1,211,199               |
| *   | Schwab Managed Retirement Trust Fund 2020                       | 212,059 shares                 | **          | 4,769,210               |
| *   | Schwab Managed Retirement Trust Fund 2030                       | 118,416 shares                 | **          | 2,888,166               |
| *   | Schwab Managed Retirement Trust Fund 2040                       | 93,048 shares                  | **          | 2,359,696               |
| *   | Schwab Managed Retirement Trust Fund 2050                       | 67,674 shares                  | **          | 924,428                 |
| *   | Schwab Managed Retirement Tust Fund - Income                    | 3,684 shares                   | **          | 56,103                  |
|     | Bank of New York Mellon Stable Value Fund CL J                  | 7,211,922 shares               | **          | 7,211,922               |
|     | Total Common Collective Trusts                                  |                                |             | <u>19,420,724</u>       |

*See independent auditors' report.*

**PROHEALTH PHYSICIANS, INC. 401(k) PLAN**

**SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
(CONTINUED)**

**DECEMBER 31, 2013**

EIN: 06-1446075

Plan # 001

| <b>(a)</b>                                | <b>(b)<br/>Identity of Issuer, Borrower,<br/>Lessor or Similar Party</b> | <b>(c)<br/>Units or<br/>Shares Held</b>                                                                    | <b>(d)<br/>Cost</b> | <b>(e)<br/>Current<br/>Value</b> |
|-------------------------------------------|--------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------|---------------------|----------------------------------|
| <b>Self- Directed Brokerage Accounts</b>  |                                                                          |                                                                                                            |                     |                                  |
| * Participants                            |                                                                          | Various                                                                                                    | **                  | <u>\$ 2,859,625</u>              |
| <b>Notes Receivable From Participants</b> |                                                                          |                                                                                                            |                     |                                  |
| * Participants                            |                                                                          | Note balances with<br>interest rates from<br>4.25% to 7.00% with<br>varying maturity<br>dates through 2019 |                     | <u>645,671</u>                   |
| <b>Total</b>                              |                                                                          |                                                                                                            |                     | <u>\$ 55,401,646</u>             |

\* Party-in-interest

\*\* Because the Plan allows participant directed investments, cost information is not required.

*See independent auditors' report.*

**ProHealth Physicians, Inc. 401(k) Plan**  
**Schedule C, Part I, Line 3 - Service Provider Indirect Compensation Information**  
**December 31, 2013**

**EIN: 06-1446075**

**Plan Number: 001**

**Received by Charles Schwab & Co., Inc. (EIN#94-1737782)**

| <b>Fund Family/Provider</b> | <b>EIN</b>    | <b>Formula</b>                                     |
|-----------------------------|---------------|----------------------------------------------------|
| Allianz Funds               | 33-0457728    | Rate of 0.31% of average daily balance of asset(s) |
| American Beacon             | 75-2401150    | Rate of 0.31% of average daily balance of asset(s) |
| Columbia                    | 93-0577450    | Rate of 0.31% of average daily balance of asset(s) |
| Janus                       | 43-1804048    | Rate of 0.28% of average daily balance of asset(s) |
| MainStay                    | 52-2206685    | Rate of 0.28% of average daily balance of asset(s) |
| Munder                      | Not Available | Rate of 0.20% of average daily balance of asset(s) |
| Schwab Funds                | 94-3106735    | Rate of 0.02% of average daily balance of asset(s) |
| Thornburg                   | Not Available | Rate of 0.31% of average daily balance of asset(s) |

**Received by Charles Schwab Bank (EIN#42-1558009)**

| <b>Fund Family/Provider</b> | <b>EIN</b>    | <b>Formula</b>                                     |
|-----------------------------|---------------|----------------------------------------------------|
| BNY Mellon Funds            | Not Available | Rate of 0.12% of average daily balance of asset(s) |
| Schwab Funds                | 94-3106735    | Rate of 0.19% of average daily balance of asset(s) |

**Received by Charles Schwab & Co., Inc. (EIN#94-1737782)**

| <b>Fund Family/Provider</b>    | <b>EIN</b>    | <b>Formula</b>                                           |
|--------------------------------|---------------|----------------------------------------------------------|
| Allianz Funds                  | 33-0457728    | Range of 0.02 - 0.40% of average daily balance of assets |
| Dreyfus                        | Not Available | Rate of 0.35% of average daily balance of asset(s)       |
| Driehaus                       | 20-3634295    | Rate of 0.40% of average daily balance of asset(s)       |
| Eaton Vance                    | 20-1227352    | Rate of 0.40% of average daily balance of asset(s)       |
| Fidelity Investments           | 06-1194217    | Rate of 0.10% of average daily balance of asset(s)       |
| FMI Funds                      | 39-1861095    | Rate of 0.45% of average daily balance of asset(s)       |
| FPA                            | 04-3118452    | Rate of 0.40% of average daily balance of asset(s)       |
| Goldman Sachs                  | Not Available | Rate of 0.05% of average daily balance of asset(s)       |
| Hamlin Capital Management, LLC | Not Available | Rate of 0.10% of average daily balance of asset(s)       |
| Oakmark                        | 04-3276558    | Rate of 0.35% of average daily balance of asset(s)       |
| Schwab Funds                   | 94-3106735    | Range of 0.02 - 0.25% of average daily balance of assets |
| Tocqueville                    | 13-3549887    | Rate of 0.40% of average daily balance of asset(s)       |

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

|                       |                                        |
|-----------------------|----------------------------------------|
| NAME OF PLAN SPONSOR: | ProHealth Physicians, Inc.             |
| NAME OF PLAN:         | ProHealth Physicians, Inc. 401(k) Plan |
| EIN:                  | 06-1446075                             |
| PLAN NUMBER:          | 001                                    |

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | (d) Cost | (e) Current Value |
|-----|-----------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|----------|-------------------|
| *   | PARTICIPANT LOANS                                         | Loans (4.25% - 4.25%)                                                                                       |          | 647,367           |
|     | MELLON STABLE VALUE FUND CL J                             | Common Collective Trust Fund                                                                                |          | 7,211,922         |
| *   | SCHWAB MANAGED RET 2010 CL II                             | Common Collective Trust Fund                                                                                |          | 1,211,199         |
| *   | SCHWAB MANAGED RET 2020 CL II                             | Common Collective Trust Fund                                                                                |          | 4,769,210         |
| *   | SCHWAB MANAGED RET 2030 CL II                             | Common Collective Trust Fund                                                                                |          | 2,888,166         |
| *   | SCHWAB MANAGED RET 2040 CL II                             | Common Collective Trust Fund                                                                                |          | 2,359,696         |
| *   | SCHWAB MANAGED RET 2050 CL II                             | Common Collective Trust Fund                                                                                |          | 924,428           |
| *   | SCHWAB MANAGED RET INCOME II                              | Common Collective Trust Fund                                                                                |          | 56,103            |
|     | PCRA                                                      | Self-Directed Brokerage Account                                                                             |          | 2,865,281         |
|     | AMERICAN BEACON LGCAP VAL INV                             | Registered Investment Company                                                                               |          | 1,684,185         |
|     | COLUMBIA SMALL CAP VALUE II Z                             | Registered Investment Company                                                                               |          | 946,131           |
|     | FIDELITY SPARTAN EXTMKT IDXINV                            | Registered Investment Company                                                                               |          | 659,144           |
|     | FIDELITY SPARTAN INTL IDX INV                             | Registered Investment Company                                                                               |          | 949,696           |
|     | MAINSTAY LARGE CAP GROWTH R1                              | Registered Investment Company                                                                               |          | 6,384,537         |
|     | MUNDER MIDCAP CORE GROWTH Y                               | Registered Investment Company                                                                               |          | 1,984,402         |
|     | PERKINS MID CAP VALUE T                                   | Registered Investment Company                                                                               |          | 655,613           |
|     | PIMCO TOTAL RETURN D                                      | Registered Investment Company                                                                               |          | 4,115,810         |
| *   | SCHWAB S&P 500 INDEX FUND                                 | Registered Investment Company                                                                               |          | 7,168,113         |
|     | THORNBURG INTL VALUE I                                    | Registered Investment Company                                                                               |          | 3,583,645         |
|     | VANGUARD SMALL CAP GRTH INDEX                             | Registered Investment Company                                                                               |          | 2,867,474         |
|     | VANGUARD TTL BOND MKT IDX SIG                             | Registered Investment Company                                                                               |          | 1,476,876         |

\* Party in interest