

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

Part II	Basic Plan Information —enter all requested information										
1a Name of plan <u>PERMANENTE PHYSICIANS RETIREMENT PLAN FOR OPMG, INC.</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>011</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>02/01/1982</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>34-1355001</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>510-271-5940</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>621112</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>011</u>	1c Effective date of plan <u>02/01/1982</u>		2b Employer Identification Number (EIN) <u>34-1355001</u>		2c Sponsor's telephone number <u>510-271-5940</u>		2d Business code (see instructions) <u>621112</u>	
1b Three-digit plan number (PN) ▶	<u>011</u>										
1c Effective date of plan <u>02/01/1982</u>											
2b Employer Identification Number (EIN) <u>34-1355001</u>											
2c Sponsor's telephone number <u>510-271-5940</u>											
2d Business code (see instructions) <u>621112</u>											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>OHIO PERMANENTE MEDICAL GROUP, INC.</u> <u>C/O KAISER FOUNDATION HEALTH PLAN</u> <u>ONE KAISER PLAZA, SUITE 2001</u> <u>OAKLAND, CA 94612</u>											

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2014	HARRIET E GUBERMAN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

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3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☒ Same as Plan Sponsor Address KAISER FOUNDATION HEALTH PLAN, INC.		3b Administrator's EIN 94-1340523
		3c Administrator's telephone number 510-271-5940
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5	311
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants	6a	0
b Retired or separated participants receiving benefits	6b	18
c Other retired or separated participants entitled to future benefits.....	6c	245
d Subtotal. Add lines 6a , 6b , and 6c	6d	263
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	13
f Total. Add lines 6d and 6e	6f	276
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1E		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☐ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>PERMANENTE PHYSICIANS RETIREMENT PLAN FOR OPMG, INC.</u>	B Three-digit plan number (PN) ▶ <u>011</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>OHIO PERMANENTE MEDICAL GROUP, INC.</u>	D Employer Identification Number (EIN) <u>34-1355001</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500

Part I	Basic Information
1 Enter the valuation date: Month _____ Day _____ Year _____	
2 Assets:	
a Market value	2a <u>72695987</u>
b Actuarial value	2b <u>70658913</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>30</u> <u>8921202</u>
b For terminated vested participants.....	3b <u>102</u> <u>12393765</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>3936108</u>
(2) Vested benefits	3c(2) <u>45438406</u>
(3) Total active.....	3c(3) <u>179</u> <u>49374514</u>
d Total.....	3d <u>311</u> <u>70689481</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b
5 Effective interest rate	5 <u>6.14 %</u>
6 Target normal cost	6 <u>3846589</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		<u>08/29/2014</u>
Signature of actuary		Date
<u>BLAKE P. MURPHY</u>		<u>14-05322</u>
Type or print name of actuary		Most recent enrollment number
<u>HEWITT ASSOCIATES LLC</u>		<u>949-725-4500</u>
Firm name		Telephone number (including area code)
<u>100 BAYVIEW CIRCLE</u> <u>NEWPORT BEACH, CA 92660-2935</u>		
Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2013
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Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	5699861
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	4344757
9 Amount remaining (line 7 minus line 8)	0	1355104
10 Interest on line 9 using prior year's actual return of <u>13.91</u> %	0	188495
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		4926976
b Interest on (a) using prior year's effective interest rate of <u>6.83</u> % except as otherwise provided (see instructions)		599978
c Total available at beginning of current plan year to add to prefunding balance		5526954
d Portion of (c) to be added to prefunding balance		5000000
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	6543599

Part III Funding Percentages		
14 Funding target attainment percentage	14	90.69 %
15 Adjusted funding target attainment percentage	15	90.69 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	95.97 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
10/03/2013	24000000				
12/31/2013	6000000				
			Totals ►	18(b)	30000000
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	28600168
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:		

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 4.94%	2nd segment: 6.15%	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	3846589	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	6574167	1428955	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	5275544	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	3846058	3846058
36 Additional cash requirement (line 34 minus line 35).....	36	1429486	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	28600168	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	27170682	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	3846058	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> <div style="border: 1px solid black; text-align: center; padding: 5px;">2013</div> This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan PERMANENTE PHYSICIANS RETIREMENT PLAN FOR OPMG, INC.	B Three-digit plan number (PN) ►	011
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 OHIO PERMANENTE MEDICAL GROUP, INC.	D Employer Identification Number (EIN) 34-1355001	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: KAISER PERMANENTE GROUP TRUST
--

b Name of sponsor of entity listed in (a): KAISER PERMANENTE MED CARE PROGRAM
--

c EIN-PN 94-6365467-101	d Entity code E	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 66343145
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a Name of MTIA, CCT, PSA, or 103-12 IE:
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b Name of sponsor of entity listed in (a):

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

b Name of sponsor of entity listed in (a):

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>PERMANENTE PHYSICIANS RETIREMENT PLAN FOR OPMG, INC.</u>	B Three-digit plan number (PN) ►	<u>011</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>OHIO PERMANENTE MEDICAL GROUP, INC.</u>	D Employer Identification Number (EIN) <u>34-1355001</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets	(a) Beginning of Year	(b) End of Year
a	Total noninterest-bearing cash	1a	
b	Receivables (less allowance for doubtful accounts):		
	(1) Employer contributions.....	1b(1)	5500000
	(2) Participant contributions.....	1b(2)	
	(3) Other.....	1b(3)	0
c	General investments:		
	(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	
	(2) U.S. Government securities	1c(2)	
	(3) Corporate debt instruments (other than employer securities):		
	(A) Preferred	1c(3)(A)	
	(B) All other	1c(3)(B)	
	(4) Corporate stocks (other than employer securities):		
	(A) Preferred	1c(4)(A)	
	(B) Common.....	1c(4)(B)	
	(5) Partnership/joint venture interests	1c(5)	
	(6) Real estate (other than employer real property).....	1c(6)	
	(7) Loans (other than to participants)	1c(7)	
	(8) Participant loans.....	1c(8)	
	(9) Value of interest in common/collective trusts	1c(9)	
	(10) Value of interest in pooled separate accounts	1c(10)	
	(11) Value of interest in master trust investment accounts	1c(11)	
	(12) Value of interest in 103-12 investment entities.....	1c(12)	67534662
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	66343145
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	
	(15) Other.....	1c(15)	

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	73034662	66343145

Liabilities

g Benefit claims payable	1g	0	19279946
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	19279946

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	73034662	47063199
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	30000000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		30000000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		1455626
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		31455626

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	57427089	
(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)		57427089
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		0
j Total expenses. Add all expense amounts in column (b) and enter total	2j		57427089

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-25971463
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: MORRIS DAVIS CHAN & TAN LLP

(2) EIN: 94-2214860

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
4d		X	
e Was this plan covered by a fidelity bond?	X		71500000
4e	X		71500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	X		
4j	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>PERMANENTE PHYSICIANS RETIREMENT PLAN FOR OPMG, INC.</u>	B Three-digit plan number (PN) ▶ <u>011</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>OHIO PERMANENTE MEDICAL GROUP, INC.</u>	D Employer Identification Number (EIN) <u>34-1355001</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>20-1932099</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>0</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

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

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☒ Increase	☐ Decrease	☐ Both	☐ No
--	--	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**PERMANENTE PHYSICIANS RETIREMENT PLAN
FOR OHIO PERMANENTE MEDICAL GROUP, INC.**

TRUST NO. 15669 AND NO. 16947

FINANCIAL STATEMENTS

AND SUPPLEMENTAL SCHEDULES

TOGETHER WITH

INDEPENDENT AUDITORS' REPORT

DECEMBER 31, 2013 AND 2012

MORRIS DAVIS CHAN & TAN LLP
Certified Public Accountants

**PERMANENTE PHYSICIANS RETIREMENT PLAN FOR
OHIO PERMANENTE MEDICAL GROUP, INC.**

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All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.



INDEPENDENT AUDITORS' REPORT

Investment Committee

Permanente Physicians Retirement Plan for

Ohio Permanente Medical Group, Inc.

Trust No. 15669 and No. 16947

Report on the Financial Statements

We have audited the accompanying financial statements of the **Permanente Physicians Retirement Plan for Ohio Permanente Medical Group, Inc.** (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 (in liquidation) and 2012, and the related statements of changes in net assets available for the years ended December 31, 2013 (in liquidation) and 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with U.S. generally accepted accounting principles; 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 our audits. We conducted our audits in accordance with U.S. generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

MORRIS DAVIS CHAN & TAN LLP

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, information regarding the Plan's net assets available for benefits as of December 31, 2013 (in liquidation), and changes therein for the year then ended, and its financial status as of December 31, 2012, and changes therein for the year then ended, in accordance with U.S. generally accepted accounting principles.

Emphasis of Matter

As describe in Note B to the financial statements, the Board of Directors of the Ohio Permanente Medical Group, Inc., the Plan Sponsor, voted on June 11, 2013 to terminate the Plan. In accordance with the U.S. generally accepted accounting principles, the Plan changed its basis of accounting used to determine the amounts at which the accumulated benefit information are stated, from the ongoing plan basis used in presenting the 2012 financial statements to the liquidation basis used in presenting the 2013 financial statements. Our opinion is not modified with respect to this matter.

Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of assets held as of December 31, 2013, and reportable transactions for the year ended December 31, 2013, are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of Plan management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with U.S. generally accepted auditing standards. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Morris Davis Chan & Tan LLP

Oakland, California
October 1, 2014

**PERMANENTE PHYSICIANS RETIREMENT PLAN FOR
OHIO PERMANENTE MEDICAL GROUP, INC.**
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2013 (IN LIQUIDATION) AND 2012

	2013 Liquidation Basis	2012 Ongoing Plan Basis
Assets		
Investments, at fair value		
Investment in group trust	\$ 66,343,145	\$ 67,433,132
Contributions receivable from Employer	-	5,500,000
Net assets held in 401(h) account	-	101,530
	<u>66,343,145</u>	<u>73,034,662</u>
Total assets	<u>66,343,145</u>	<u>73,034,662</u>
Liabilities		
Amounts related to obligation of 401(h) account	-	101,530
	<u>-</u>	<u>101,530</u>
Total liabilities	<u>-</u>	<u>101,530</u>
Net assets available for benefits	<u>\$ 66,343,145</u>	<u>\$ 72,933,132</u>

The accompanying notes are an integral part of the financial statements.

**PERMANENTE PHYSICIANS RETIREMENT PLAN FOR
OHIO PERMANENTE MEDICAL GROUP, INC.**
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2013 (IN LIQUIDATION) AND 2012

	2013 Liquidation Basis	2012 Ongoing Plan Basis
Investment income		
Net appreciation in fair value of investments	\$ 865,000	\$ 6,946,902
Interest and dividends	1,086,830	1,821,628
	<u>1,951,830</u>	<u>8,768,530</u>
Contributions from Employer	30,000,000	5,500,000
Other income	-	29,516
	<u>31,951,830</u>	<u>14,298,046</u>
Total additions		
Retirement benefits paid	38,035,264	6,023,157
Administrative expenses	506,553	458,629
	<u>38,541,817</u>	<u>6,481,786</u>
Total deductions		
Net (decrease) increase	(6,589,987)	7,816,260
Net assets available for benefits		
Beginning of year	<u>72,933,132</u>	<u>65,116,872</u>
End of year	<u><u>\$ 66,343,145</u></u>	<u><u>\$ 72,933,132</u></u>

The accompanying notes are an integral part of the financial statements.

**PERMANENTE PHYSICIANS RETIREMENT PLAN FOR
OHIO PERMANENTE MEDICAL GROUP, INC.**
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE A - Description of the Terminating Plan

The following description of the **Permanente Physicians Retirement Plan for Ohio Permanente Medical Group, Inc.** (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 benefit plan established effective February 1, 1982. The Plan covers substantially all physicians. Retirement benefits are based on the participant's compensation and years of credited service. Participants become vested upon completion of 5 years of service or, if earlier, the attainment of age 65. As of October 1, 2013, the effective date of termination of the Plan, participants became fully vested in earned benefits. The Ohio Permanente Medical Group, Inc. (Plan Sponsor, OPMG) has agreed to voluntarily contribute such additional amounts as are necessary to provide assets sufficient to meet the benefits to be paid to participants. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

401(h) Account

The Plan includes a medical-benefit component in addition to the normal retirement benefits to fund a portion of the postretirement obligations for retirees and their beneficiaries in accordance with Section 401(h) of the Internal Revenue Code (IRC). A separate account (Trust No. 16947) has been established and maintained in the Plan for the net assets related to the medical-benefit component (401(h) account). In accordance with IRC Section 401(h), the Plan's investments in the 401(h) account may not be used for, or diverted to, any purpose other than providing health benefits for retirees and their beneficiaries. Plan participants do not contribute to the 401(h) account. Employer contributions to the 401(h) account are determined annually and are at the discretion of the Plan Sponsor. As of December 31, 2013, the balance in the 401(h) account has been fully exhausted.

Trustee

State Street Bank & Trust Company (State Street) is the trustee of the Kaiser Permanente Group Trust (Group Trust, a 103-12 investment entity). The Group Trust holds the Defined Benefit Investment Fund (the Fund) for which the Plan participates together with other defined benefit plans sponsored by Kaiser Foundation Health Plan, Inc. and independent Medical Groups.

**PERMANENTE PHYSICIANS RETIREMENT PLAN FOR
OHIO PERMANENTE MEDICAL GROUP, INC.**
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE B - Significant Accounting Policies

Basis of Accounting and Plan Termination

On June 11, 2013, the Board of Directors of the OPMG approved to freeze all benefits under the Plan effective July 31, 2013 and to terminate the Plan effective October 1, 2013. As a result, the Plan's basis of accounting is the liquidation basis for 2013 and was the ongoing plan basis for 2012. This change in basis of accounting did not result in a change in the net assets available for benefits during 2013 or 2012. The change did not affect the way accumulated benefit information (see Note D) was determined as of January 1, 2013.

Use of Estimates

The preparation of financial statements in accordance with GAAP requires Plan management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that could be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (see Note C - Fair Value Measurements).

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

Payment of Retirement Benefits

Retirement benefits are recorded when paid.

Administrative Expenses

Administrative expenses paid by the Plan consist primarily of investment advisor and trustee fees, actuarial and audit fees, pension calculation and benefit administration fees, and premiums paid to the Pension Benefit Guaranty Corporation (PBGC). Certain employee and administrative costs are also paid by the Plan.

Subsequent Event

In preparing the financial statements, significant transactions and events have been evaluated for potential recognition through October 1, 2014, the date the financial statements were available to be issued. Plan management has determined that there are no subsequent transactions and events that require adjustment to or disclosure in the financial statements.

**PERMANENTE PHYSICIANS RETIREMENT PLAN FOR
OHIO PERMANENTE MEDICAL GROUP, INC.**
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE C - Fair Value Measurements

Accounting Standards Codification 820, *Fair Value Measurement*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets 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; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodology used for investment measured at fair value:

- Investment in group trust is stated at fair value as determined by the issuer based on the unit value of the Fund. Unit value is determined by dividing the Fund's net assets, which represent the unadjusted prices in active markets of the underlying investments, by the number of units outstanding at the valuation date. While not publicly traded, the Fund is comprised primarily of underlying securities represented by a variety of asset classes that are publicly traded on exchanges or over-the-counter, and price quotes for the assets held by the Fund are generally readily observable and available. Therefore, the Fund is categorized as a Level 2 investment.

**PERMANENTE PHYSICIANS RETIREMENT PLAN FOR
OHIO PERMANENTE MEDICAL GROUP, INC.**
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE C - Fair Value Measurements (Continued)

There have been no changes in the methodologies used as of December 31, 2013 and 2012.

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

Transfers Between Levels

The Plan recognizes any transfers between levels in the fair value hierarchy as of the end of the reporting period. There were no transfers between levels for the years ended December 31, 2013 and 2012.

The Plan's investment in the Fund of \$66,343,145 and \$67,433,132 represents 5% or more of the Plan's net assets as of December 31, 2013 and 2012, respectively.

NOTE D - Funding and Actuarial Matters

As discussed in Note B, the Plan was frozen effective July 31, 2013 and terminated effective October 1, 2013. The accumulated plan benefits to be paid out upon final distribution of plan assets as calculated by the Plan's actuary will be \$102,000,000. OPMG will contribute any amounts necessary to fund the final payment of benefits in accordance with plan provisions based on plan asset earnings. None of the Plan's assets will revert to the OPMG on the final settlement. The following funding and actuarial information relates to the retirement benefit portion of the Plan (Trust No. 15669) and does not consider the effects of the Plan freeze and termination on accumulated plan benefits.

Employer contributions, as certified by an independent actuary, are made annually in amounts which satisfy the funding standards of ERISA. Employer contributions for the years ended December 31, 2013 and 2012 were \$30,000,000 and \$5,500,000, respectively.

**PERMANENTE PHYSICIANS RETIREMENT PLAN FOR
OHIO PERMANENTE MEDICAL GROUP, INC.**
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE D - Funding and Actuarial Matters (Continued)

The significant assumptions underlying the actuarial computations for the January 1, 2013 and 2012 valuations are as follows:

	<u>2013</u>	<u>2012</u>
Actuarial Method	- Standard Unit Credit Method	Standard Unit Credit Method
Interest Rate	- 6.1%per annum	6.8% per annum
Mortality after Retirement	- Based upon the 2013 Static Mortality Table with separate annuitant and nonannuitant rates	Based upon the 2012 Static Mortality Table with separate annuitant and nonannuitant rates
Turnover and Mortality before Retirement	- Combined rates have been assumed to range from 18.2% at age 25 to 2.4% at age 60 for male employees and 17.3% at age 25 to 2.4% at age 60 for female employees.	Combined rates have been assumed to range from 18.2% at age 25 to 2.4% at age 60 for male employees and 17.3% at age 25 to 2.4% at age 60 for female employees.
Age at Retirement	- Retirement is assumed to occur at various ages starting at age 55 with 100% retirement assumed at age 70.	Retirement is assumed to occur at various ages starting at age 55 with 100% retirement assumed at age 70.

**PERMANENTE PHYSICIANS RETIREMENT PLAN FOR
OHIO PERMANENTE MEDICAL GROUP, INC.**
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE D - Funding and Actuarial Matters (Continued)

The accumulated plan benefit information as of January 1, 2013 and 2012, based on the above actuarial assumptions, is as follows:

	<u>2013</u>	<u>2012</u>
Vested benefits		
Participants or beneficiaries currently receiving payments	\$ 8,921,202	\$ 6,975,299
Other participants	<u>57,832,171</u>	<u>51,693,182</u>
	66,753,373	58,668,481
Nonvested benefits	<u>3,936,108</u>	<u>3,268,062</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 70,689,481</u>	<u>\$ 61,936,543</u>

As of January 1, 2013, the total actuarial present value of accumulated plan benefits was \$70,689,481. During 2012, the actuarial present value of accumulated plan benefits increased by \$8,752,938 due to the following:

Actuarial present value of accumulated plan benefits as of January 1, 2012	<u>\$ 61,936,543</u>
Increase (decrease) during the year attributable to	
Interest accumulation	4,024,575
Benefit payments	(6,023,157)
Assumption changes	6,942,240
Other changes	<u>3,809,280</u>
	<u>8,752,938</u>
Actuarial present value of accumulated plan benefits as of January 1, 2013	<u>\$ 70,689,481</u>

Accumulated plan benefits are those future periodic payments that are attributable, under the Plan's provisions, to the service employees have rendered. The actuarial present value of accumulated plan benefits is determined by applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money.

**PERMANENTE PHYSICIANS RETIREMENT PLAN FOR
OHIO PERMANENTE MEDICAL GROUP, INC.**
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE E - Plan Obligations

In accordance with GAAP, benefits due to terminated participants are included in net assets available for benefits. There were \$19,279,946 and \$0 benefits due to terminated participants as of December 31, 2013 and 2012, respectively.

NOTE F - Risks and Uncertainties

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

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

NOTE G - Tax Status

The Plan has received a determination letter from the Internal Revenue Service (IRS) dated August 8, 2014, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (IRC) and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan administrator believes the Plan is being operated and terminated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax position that would not meet the more likely than not standard and be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain tax 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.

**PERMANENTE PHYSICIANS RETIREMENT PLAN FOR
OHIO PERMANENTE MEDICAL GROUP, INC.**
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE H - Party-in-Interest Transactions

Certain underlying assets of the Fund are managed by State Street. State Street is the trustee of the Plan. Transactions with the trustee qualify as party-in-interest transactions.

NOTE I - Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 at December 31, 2013 and 2012:

	<u>2013</u>	<u>2012</u>
Net assets available for benefits per the financial statements	\$ 66,343,145	\$ 72,933,132
Amounts allocated to withdrawing participants	(19,279,946)	-
Net assets held in 401(h) account included as assets in Form 5500	<u>-</u>	<u>101,530</u>
Net assets available for benefits per Form 5500	<u><u>\$ 47,063,199</u></u>	<u><u>\$ 73,034,662</u></u>

Amounts allocated to withdrawing participants are recorded on Form 5500 for benefit claims that have been processed and approved for payment prior to December 31 but not yet paid as of that date. Amounts allocated to withdrawing participants represent lump sum benefits requested for payment by participants, processed and calculated by an actuary during the year, but paid subsequent to year-end

The net assets of the 401(h) account included in Form 5500 are not available to pay pension benefits but can be used only to pay retiree health benefits.

**PERMANENTE PHYSICIANS RETIREMENT PLAN FOR
OHIO PERMANENTE MEDICAL GROUP, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012**

NOTE I - Reconciliation of Financial Statements to Form 5500 (Continued)

The following is a reconciliation of the changes in net assets per the financial statements to Form 5500 for the years ended December 31, 2013 and 2012:

2013						
Amounts per	<u>End of Year</u>		<u>Beginning of Year</u>			
Financial	Benefit		Benefit		Form 5500	Amounts per
Statements	Obligations	401(h)	Obligations	Form 5500	Reclassification	Form 5500
	Payable	Account	Payable			
Investment income	\$ 1,951,830	\$ -	\$ 11,637	\$ -	\$ (1,963,467)	\$ -
Net investment gain from						
103-12 investment entities	-	-	-	-	1,455,626	1,455,626
Retirement benefits paid	38,035,264	19,279,946	111,879	-	-	57,427,089
Administrative expenses	506,553	-	1,288	-	(507,841)	-
2012						
Amounts per	<u>End of Year</u>		<u>Beginning of Year</u>			
Financial	Benefit		Benefit		Form 5500	Amounts per
Statements	Obligations	401(h)	Obligations	Form 5500	Reclassification	Form 5500
	Payable	Account	Payable			
Investment income	\$ 8,768,530	\$ -	\$ 12,765	\$ -	\$ (8,781,295)	\$ -
Net investment gain from						
103-12 investment entities	-	-	-	-	8,322,276	8,322,276
Retirement benefits paid	6,023,157	-	1	-	-	6,023,158
Administrative expenses	458,629	-	390	-	(459,019)	-

**PERMANENTE PHYSICIANS RETIREMENT PLAN FOR
OHIO PERMANENTE MEDICAL GROUP, INC.**
EIN 34-1355001 PLAN NO. 011
SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS HELD
DECEMBER 31, 2013

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
*	Defined Benefit Investment Fund	Investment in group trust (Trust No. 15669)	\$ 66,121,164	\$ 66,343,145

* Represents a party-in-interest as defined by ERISA.

**PERMANENTE PHYSICIANS RETIREMENT PLAN FOR
OHIO PERMANENTE MEDICAL GROUP, INC.**

EIN 34-1355001 PLAN NO. 011

**SCHEDULE H, PART IV, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2013**

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Lease Rental	Expense Incurred with Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
<u>Category (i) - Single Transaction in Excess of 5% of Plan Assets</u>								
Defined Benefit Investment Fund*	Investment in group trust	\$ 4,500,000	\$ -	N/A	\$ -	\$ 4,500,000	\$ 4,500,000	\$ -
Defined Benefit Investment Fund*	Investment in group trust	24,000,000	-	N/A	-	24,000,000	24,000,000	-
Defined Benefit Investment Fund*	Investment in group trust	-	28,076,760	N/A	-	28,076,759	28,076,760	1
Defined Benefit Investment Fund*	Investment in group trust	6,000,000	-	N/A	-	6,000,000	6,000,000	-
<u>Category (iii) - Series of Transactions (Aggregate) in Excess of 5% of Plan Assets</u>								
Defined Benefit Investment Fund*	Investment in group trust	35,544,435	-	N/A	-	35,544,435	35,544,435	-
Defined Benefit Investment Fund*	Investment in group trust	-	38,431,358	N/A	-	37,871,537	38,431,358	559,821

There were no category (ii) or (iv) reportable transactions during the year ended December 31, 2013.

* Represents a party-in-interest as defined by ERISA

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

- **Round off amounts to nearest dollar.**
 ► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan Permanente Physicians Retirement Plan For OPMG, Inc.	B Three-digit plan number (PN) ► <u>011</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Ohio Permanente Medical Group, Inc.	D Employer Identification Number (EIN) 34-1355001
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	
F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500	

Part I Basic Information			
1	Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2013</u>		
2	Assets:		
	a Market value	2a	72,695,987
	b Actuarial value	2b	70,658,913
3	Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment.....	3a 30	8,921,202
	b For terminated vested participants.....	3b 102	12,393,765
	c For active participants:		
	(1) Non-vested benefits	3c(1)	3,936,108
	(2) Vested benefits	3c(2)	45,438,406
	(3) Total active.....	3c(3) 179	49,374,514
	d Total.....	3d 311	70,689,481
4	If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐		
	a Funding target disregarding prescribed at-risk assumptions	4a	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b	
5	Effective interest rate	5	6.14 %
6	Target normal cost.....	6	3,846,589

Statement by Enrolled Actuary
 To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	Blake P. Murphy <i>BPM</i> Signature of actuary	08/29/2014 Date
	Blake P. Murphy Type or print name of actuary	14-05322 Most recent enrollment number
	Hewitt Associates LLC Firm name	(949) 725-4500 Telephone number (including area code)
	100 Bayview Circle Newport Beach CA 92660-2935 Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF. Schedule SB (Form 5500) 2013 v. 130118

Part II Beginning of Year Carryover and Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	5,699,861
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	4,344,757
9	Amount remaining (line 7 minus line 8)	0	1,355,104
10	Interest on line 9 using prior year's actual return of <u>13.91</u> %	0	188,495
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		4,926,976
	b Interest on (a) using prior year's effective interest rate of <u>6.83</u> % except as otherwise provided (see instructions)		599,978
	c Total available at beginning of current plan year to add to prefunding balance		5,526,954
	d Portion of (c) to be added to prefunding balance		5,000,000
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	6,543,599

Part III Funding Percentages			
14	Funding target attainment percentage	14	90.69 %
15	Adjusted funding target attainment percentage	15	90.69 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	95.97 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
10/03/2013	24,000,000				
12/31/2013	6,000,000				
Totals ►			18(b)	30,000,000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	28,600,168

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 4.94 %	2nd segment: 6.15 %	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	3,846,589	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment.....	6,574,167		1,428,955
b Waiver amortization installment	0		0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34	5,275,544	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	3,846,058	3,846,058
36 Additional cash requirement (line 34 minus line 35).....	36	1,429,486	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	28,600,168	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	27,170,682	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	3,846,058	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

Schedule SB Attachment (Form 5500)—2013 Plan Year
Permanente Physicians Retirement Plan for OPMG, Inc
EIN: 34-1355001 PN: 011

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2013

Date	Amount	Interest Rate	Days to Discount to 1/1/2013	Interest Adjusted Contribution
October 3, 2013	\$ 24,000,000	6.14%	275	\$ 22,946,334
December 31, 2013	<u>6,000,000</u>	6.14%	364	<u>5,653,834</u>
Total Contribution	\$ 30,000,000			\$ 28,600,168

Schedule SB Attachment (Form 5500)—2013 Plan Year
 Permanente Physicians Retirement Plan for OPMG, Inc
 EIN: 34-1355001 PN: 011

Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at mid-year, except for the 100% retirement age.

(a)	(b)	(c)	(d)
Age	Rate	Weight	Product (a) × (b) × (c)
55.5	3.00%	1.0000	1.67
56.5	3.00%	0.9700	1.64
57.5	3.00%	0.9409	1.62
58.5	3.00%	0.9127	1.60
59.5	3.00%	0.8853	1.58
60.5	15.00%	0.8587	7.79
61.5	15.00%	0.7299	6.73
62.5	15.00%	0.6204	5.82
63.5	20.00%	0.5274	6.70
64.5	20.00%	0.4219	5.44
65.5	20.00%	0.3375	4.42
66.5	30.00%	0.2700	5.39
67.5	30.00%	0.1890	3.83
68.5	30.00%	0.1323	2.72
69.5	30.00%	0.0926	1.93
70	100.00%	0.0648	4.54
Weighted Average			63.42

Schedule SB Attachment (Form 5500)—2013 Plan Year
Permanente Physicians Retirement Plan for OPMG, Inc
EIN: 34-1355001 PN: 011

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Interest Rates for Minimum Funding Purposes Based on segment rates with a four-month lookback (as of September 2012), each adjusted as needed to fall within the 25-year average interest rate corridor under MAP-21.

1st Segment Rate 4.94%.

2nd Segment Rate 6.15%.

3rd Segment Rate 6.76%.

Interest Rates for Maximum Tax Purposes Based on segment rates with a four-month lookback (as of September 2012), without regard to the MAP-21 interest rate corridor.

1st Segment Rate 1.75%.

2nd Segment Rate 4.62%.

3rd Segment Rate 5.72%.

Lump Sum Interest Rate Same as funding interest rates above.

Salary Increases Sample annual increases in salary are shown below:

Age	Rate
25	8.25%
30	7.25%
35	6.85%
40	5.95%
45	3.95%
50	3.95%
55	3.55%
60	3.55%

Optional Payment Form Election Percentage Lump sum: 80%.

Joint and survivor pop-up annuity or equivalent: 5%.

Other elections: Life annuity equivalent.

Retirement Age

Active Participants

Terminated Vested Participants

See Table A.

Age 63.

Mortality Rates

Healthy and Disabled

2013 Static Mortality Table with separate annuitant and non-annuitant rates.

Withdrawal Rates

See Table B.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Permanente Physicians Retirement Plan for OPMG, Inc
EIN: 34-1355001 PN: 011

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Surviving Spouse Benefit	It is assumed that 75% of males and 65% of females have an eligible spouse. Wives are assumed to be two years younger than their husbands.
Benefit and Compensation Limits	Benefits and compensation are limited by the current IRC section 415 maximum benefit of \$205,000 and the 401(a)(17) compensation limit of \$255,000.
Valuation of Plan Assets	3-year smoothed value.
Expected Return on Assets	
2011 plan year	6.57%
2012 plan year	7.52%
Trust Expenses Included in Target Normal Cost	105% of the prior year's administrative expenses (including the prior year's PBGC premiums).
	The amount for 2013 is \$222,558.
Actuarial Method	Standard unit credit.
Valuation Date	January 1, 2013.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Permanente Physicians Retirement Plan for OPMG, Inc
EIN: 34-1355001 PN: 011

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Table A
Retirement Rates

Retirement rates that vary by age and eligibility for unreduced retirement are shown below:

Age	Not Eligible	Eligible
55-59	3.0%	3.0%
60-62	10.0%	15.0%
63-64	10.0%	20.0%
65	20.0%	20.0%
66-69	30.0%	30.0%
70	100.0%	100.0%

Table B
Probabilities of Withdrawal

Sample ultimate rates applicable to employees with five or more years of service are as follows:

Age	Rate	
	Male	Female
25	6.6%	6.3%
30	6.0%	5.9%
35	5.5%	5.5%
40	5.1%	5.1%
45	4.7%	4.7%
50	4.1%	4.1%
55	3.3%	3.3%
60	2.4%	2.4%

For employees with less than five years of service the above turnover rates are increased by multiplying by the following percentages:

Years of Service	Factor	
	Male	Female
less than 1	275%	275%
1, but less than 2	250%	250%
2, but less than 3	200%	200%
3, but less than 5	150%	150%

Schedule SB Attachment (Form 5500)—2013 Plan Year
Permanente Physicians Retirement Plan for OPMG, Inc
EIN: 34-1355001 PN: 011

Schedule SB, Part V—Summary of Plan Provisions

This section provides a brief summary of the benefits under the plan that are being valued in this report. Refer to the official governing documents for further details of the plan's provisions.

Effective Date	February 1, 1982, restatement effective January 1, 2012.
Most Recent Amendment	Third amendment, signed September 30, 2013, effective July 31, 2013.
Eligible Employees	Physicians employed by Ohio Permanente Medical Group, Inc.
Participation	Participation begins on the first anniversary of hire if the eligible employee has at least 1,000 hours of employment. Otherwise, participation begins on the first day of the plan year in which the eligible employee has 1,000 hours of employment.
Normal Retirement	
Eligibility	Age 65.
Monthly Benefit	The sum of the amounts determined under (1) and (2) below: (1) 2.0% of highest average compensation times years of credited service up to 20 years. (2) 1.0% of highest average compensation times years of credited service over 20 years.
Early Retirement	
Eligibility	10 years of service.
Monthly Benefit	The accrued normal retirement benefit earned to the participant's termination date, reduced actuarially using the UP-1984 Mortality Table set back two years for retirees and five years for beneficiaries and a 5.5% interest rate. There is no reduction in the normal retirement benefit if the participant is age 60 with 20 years of service at termination.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Permanente Physicians Retirement Plan for OPMG, Inc
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Schedule SB, Part V—Summary of Plan Provisions

Late Retirement

Eligibility	Termination after normal retirement date.
Monthly Benefit	The accrued normal retirement benefit earned to the participant's termination date.

Disability Retirement

Eligibility	5 years of service and the Administrative Committee determines the participant is unable to conduct a normal medical practice because of a disability which is expected to be of long-continued and indefinite duration and which is incurred during service.
Monthly Benefit	The accrued normal retirement benefit earned to the participant's disability retirement date, reduced in the same manner as the early retirement benefit.

In-Service Retirement

Eligibility	A participant with an accrued benefit for years prior to 1995 if he then has 5 or more years of Service or if he has reached the fifth anniversary of his or her participation date may elect to begin receipt of retirement benefits while active after age 65.
Monthly Benefit	<p>The accrued normal retirement benefit earned to the participant's In-Service retirement date.</p> <p>A participant continues to accrue benefits after commencing In-Service Retirement. When the participant's Service ends, the additional accrued benefit will be offset by the value of the Retirement Income received during the participant's continued employment.</p>

Vested Termination

Eligibility	5 years of service.
Monthly Benefit	The accrued normal retirement benefit earned to the participant's date of termination, payable at age 65.

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Schedule SB, Part V—Summary of Plan Provisions

In-Service Death Benefits

Eligibility	Any vested participant who is employed within the controlled group at the date of death.
Monthly Benefit	100% of the participant's accrued benefit at the time of death, adjusted for the 100% joint and survivor annuity form of payment, payable at the participant's normal retirement date. If the survivor elects early commencement, the benefit is further reduced in the same manner as the early retirement benefit. If the beneficiary is not the spouse, payment commences within one year of the participant's death in the form of a life annuity or lump sum that is actuarially equivalent to the participant's accrued benefit.

Pre-Retirement Death Benefits

Eligibility	Any vested participant who is married and who has terminated employment at the date of death.
Monthly Benefit	50% of the participant's accrued benefit at the time of death, adjusted for the 50% joint and survivor annuity form of payment, payable at the participant's normal retirement date.

Normal Form of Payment

Unmarried	Life annuity.
Married	50% joint and survivor annuity (actuarially reduced).
Optional Forms of Payment	(1) Life annuity; (2) Joint and survivor annuity with 50%, 66-2/3%, or 75% continuation to the survivor; (3) Life annuity with 60, 120, 180, or 240 monthly payments guaranteed; (4) Lump sum; and (5) 100% joint and survivor annuity with 15-year guaranteed period and pop-up.

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Schedule SB, Part V—Summary of Plan Provisions

Normal Form of Payment (continued)

Optional Forms of Payment (continued)

The 50% joint and survivor annuity and the 100% joint and survivor annuity with 15-year guaranteed period and pop-up have a greater actuarial value than the life annuity. All other optional forms of payment have the same actuarial value as the life annuity.

Definitions

Actuarial Equivalence

Actuarial equivalence is based on the IRC 417(e) basis for the month which is two months before the benefit starting date.

Credited Service

Each calendar year in which a participant has 2,000 or more hours of employment is counted as a year of credited service. Proportional credited service based on a 2,000-hour year is counted for any complete or partial year in which the participant has fewer than 2,000 hours of employment.

Special rules apply for credited service before 1999 and for other special circumstances.

Highest Average Compensation

A participant's average monthly compensation for the highest 36 consecutive months of employment in the last 120 months of employment. The total monthly compensation included in the final average compensation for any 12-month period is limited in accordance with IRC section 401(a)(17).

The monthly compensation is the monthly amount of basic compensation. Monthly compensation does not include share of profits, bonuses, or other special compensation. Monthly compensation includes the monthly amount contributed under salary reduction agreements to plans under IRC sections 401(k), 129, and 125. Other special rules also apply.

Service

Each calendar year in which an employee has 1,000 or more hours of employment is counted as a year of service. Proportional service based on a 1,000-hour year is counted for any year in which the participant has fewer than 1,000 hours of employment.

Plan Changes Since the Prior Year

The plan was amended to freeze benefits and to vest certain Participants effective, July 31, 2013. The plan was terminated on October 1, 2013. As a result, this is the final Schedule SB that will be filed for the plan. All accrued benefits were deemed distributed by August 15, 2014. A copy of the board resolution and plan amendment are attached.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Permanente Physicians Retirement Plan for OPMG, Inc
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Schedule SB, Part V—Summary of Plan Provisions

Board Resolution

CERTIFIED COPY OF RESOLUTIONS
REGARDING FREEZING AND TERMINATING
THE DEFINED BENEFIT PENSION PLANS AND MONEY PURCHASE PENSION PLAN
OF OHIO PERMANENTE MEDICAL GROUP, INC.

I, Nabil Chehade, President of Ohio Permanente Medical Group, Inc., hereby certify that the following resolutions were adopted by unanimous written consent of the Board of Directors on June 11, 2013:

RESOLVED, that the Corporation adopt an Amendment to the Permanente Physicians Retirement Plan for Ohio Permanente Medical Group, Inc. ("PPRP") to freeze all future benefit accruals effective July 31, 2013 and terminate the plan effective October 1, 2013 (a copy of which shall be signed by an Officer of the Corporation and filed with the Secretary of the Corporation);

FURTHER RESOLVED, that the Corporation adopt an Amendment to the Kaiser Permanente Salaried Retirement Plan for Ohio Permanente Medical Group, Inc. ("SRP") to freeze all future benefit accruals effective July 31, 2013 and terminate the plan effective October 1, 2013 (a copy of which shall be signed by an Officer of the Corporation and filed with the Secretary of the Corporation);

FURTHER RESOLVED, that the Corporation adopt Amendments to the PPRP and SRP to provide that any and all participants and beneficiaries, including, but not limited to, current retirees and/or beneficiaries in pay status receiving annuities, shall have the right to elect distribution of their benefits in the form of a lump sum distribution upon termination of the Plans;

FURTHER RESOLVED, that the Corporation advise the Trustee of the PPRP and SRP, State Street Bank, the Plan Administrator of the PPRP and SRP, and the Investment Committee for the PPRP and SRP of its intent to terminate the plans and to direct the Trustee to take appropriate actions to protect and preserve plan assets, which the Corporation believes may involve liquidating plan assets and holding such assets in cash, pending distribution of benefits to plan participants;

FURTHER RESOLVED, that the Corporation adopt an Amendment to the Kaiser Permanente Supplemental Savings and Retirement Plan for Ohio Permanente Medical Group, Inc. ("Plan B") to freeze all future benefit accruals effective July 31, 2013 and terminate the plan effective October 1, 2013 (a copy of which shall be signed by an Officer of the Corporation and filed with the Secretary of the Corporation);

FURTHER RESOLVED, that the Corporation is authorized and directed to provide each affected participant and beneficiary with a copy of the 204(h) Notice notifying such participants and beneficiaries of the freezing of benefit

Schedule SB Attachment (Form 5500)—2013 Plan Year
Permanente Physicians Retirement Plan for OPMG, Inc
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Schedule SB, Part V—Summary of Plan Provisions

Board Resolution

FURTHER RESOLVED, that the appropriate officers of the Corporation are further authorized and directed to sign such documents and conduct any other activities necessary to effect the purposes and intentions of these resolutions;

FURTHER RESOLVED, that the Corporation request the Plan Administrator to separately engage the law firm, Trucker Huss, the actuarial firms, Aon Hewitt and Mercer, and Vanguard to represent and advise it in termination of the PPRP, the SRP, and Plan B.

Schedule SB, Part V—Summary of Plan Provisions

Plan Termination Amendment

**THIRD AMENDMENT
TO THE
PERMANENTE PHYSICIANS RETIREMENT PLAN FOR OHIO
PERMANENTE MEDICAL GROUP, INC.**

The Permanente Physicians Retirement Plan for Ohio Permanente Medical Group, Inc. ("Plan"), which was amended and restated effective January 1, 2012, and subsequently amended to freeze benefits and to vest certain Participants effective July 31, 2013, hereby is further amended to terminate the Plan, to make changes in accordance with an Internal Revenue Service Compliance Statement ("Compliance Statement") and to make any other legally required changes as follows effective as of the dates specified below:

I. Amendments Relating To Plan Termination

1. Effective October 1, 2013, ARTICLE A, INTRODUCTION AND HISTORY, is amended by adding the following new Section A-5, Plan Termination, to read as follows:

Section A-5 Plan Termination

The Plan's "termination date" within the meaning of Section 4048 of ERISA is October 1, 2013. Additional provisions applicable to Participants and Beneficiaries on account of the termination of the Plan are described in Appendix IX.

2. Effective October 1, 2013, ARTICLE I, ADMINISTRATION AND MANAGEMENT OF THE PLAN AND PLAN ASSETS, is amended by adding the following new Section I-13, Resignation, to read as follows:

Section I-13 Resignation

At its sole discretion, and in accordance with its fiduciary duties, Health Plan may resign its position as Plan Administrator and named fiduciary, thereby terminating its, and its delegates', role as a Plan fiduciary for all purposes under the Plan, by providing written notice to Medical Group of its intention to resign. Upon receipt of written notice by Medical Group, Health Plan and its delegates will no longer be Plan Administrator nor named fiduciary and either a successor designated by Medical Group shall serve in those capacities or, if none is so designated, Medical Group shall be the Plan Administrator and named fiduciary for the Plan.

Schedule SB, Part V—Summary of Plan Provisions

Plan Termination Amendment

3. Effective October 1, 2013, Section J-2(b), Allocation and Distribution of Plan Assets, is amended in its entirety to read as follows:

(b) Allocation and Distribution of Assets

In the event of a termination, Plan assets shall be allocated in accordance with Section 4044 of ERISA and any residual assets of the Plan shall be distributed to Medical Group, provided that all liabilities of the Plan (within the meaning of Section 4044 of ERISA) to Participants and Beneficiaries have been satisfied.

4. Effective October 1, 2013, Section J-4, Merger or Consolidation, is amended in its entirety to delete the last paragraph requiring automatic Plan termination under certain circumstances, to read as follows:

Section J-4 Merger or Consolidation

No merger or consolidation with nor any transfer of Plan Assets or liabilities of the Plan to another plan qualified under Code Section 401(a) is authorized unless each Participant in the Plan would (if the Plan then terminated) receive a benefit immediately after the merger, consolidation, or transfer which is equal to or greater than the benefit the Participant would have been entitled to receive immediately before the merger, consolidation, or transfer (if the Plan then terminated).

5. Effective October 1, 2013, a new APPENDIX IX, PLAN TERMINATION, is added to the Plan, to read as follows:

APPENDIX IX

PLAN TERMINATION

The Plan's "termination date" is October 1, 2013. Subject to requirements imposed by the Pension Benefit Guaranty Corporation, the following additional provisions are effective as of October 1, 2013.

1. Deferred Vested Participants

A Participant or Beneficiary may elect to retire in connection with termination of the Plan. A Participant who is Vested but not otherwise eligible for a Retirement Income (a Deferred Vested Participant) and who elects to retire in connection with termination of the Plan is eligible to elect any optional form of benefit described in Section F-1, including a single Lump Sum payment, in accordance with procedures established by the Plan Administrator.

2. Additional Election for Current Annuitants

Schedule SB, Part V—Summary of Plan Provisions

Plan Termination Amendment

A Participant who had a Benefit Commencement Date prior to October 1, 2013 and who elected an optional form of benefit providing for periodic distributions is permitted a one-time election to receive the actuarial present value of his remaining Accrued Benefit in another form of benefit described in Section F-1, including a single Lump Sum payment, in accordance with procedures established by the Plan Administrator. A Participant's election to receive a new distribution option under this paragraph will be subject to first obtaining the consent of his Spouse, if married, in accordance with Section F-3(c). Spousal consent must include, where law requires, both the current Spouse and the former Spouse if the Participant has remarried since the original Benefit Commencement Date. A Participant who elects a new distribution option will be considered to have a new Benefit Commencement Date as of the last day of the month in which the new benefit is payable. A Participant who does not elect a new distribution option shall continue to receive his benefit in the current payment form.

Any Beneficiary (including a surviving Spouse) receiving periodic distributions as of October 1, 2013 is permitted a one-time election to receive the actuarial present value of his remaining benefit payments in the form of a single Lump Sum payment, in accordance with procedures established by the Plan Administrator.

3. Timing of Information for Participants

For information provided to participants on or after October 1, 2013, "90-day period ending on the Benefit Commencement Date" in Section F-4 shall be replaced with "180-day period ending on the Benefit Commencement Date."

4. Small Lump Sum Payments

If the actuarial present value of a Participant's Accrued Benefit or a Beneficiary's death benefit does not exceed \$1,000 as of the Plan's termination date (taking into account all amounts including rollover amounts), the Plan will, with the consent of the Participant, the Participant's Spouse, or the Participant's Beneficiary, distribute the Plan benefit as a single Lump Sum payment as soon as administratively practicable to the Participant, the Spouse, or the Beneficiary (as the case may be). No distribution will be made under this provision if the Participant, the Spouse or the Beneficiary (as the case may be), has begun to receive benefits under an optional form providing for periodic distributions.

5. Lump Sum Death Benefit for Non-Spouse Beneficiaries

The only form of benefit payable to a non-Spouse Beneficiary of a Participant who dies on or after October 1, 2013 is a Lump Sum paid on the last day of the month following the month of the Participant's death.

6. Election Period

For elections made on or after October 1, 2013, "90-day period" in the definition of "Election Period" in ARTICLE N shall be replaced with "180-day period."

7. Automatic Removal of Health Plan as Plan Administrator and Fiduciary

Schedule SB, Part V—Summary of Plan Provisions

Plan Termination Amendment

Notwithstanding and without regard to Section I-13 above, Health Plan shall be automatically removed as Plan Administrator and fiduciary to the Plan in the event that Health Plan (or its designee), as Plan Administrator and fiduciary, does not file, for any reason as determined by the Plan Administrator in its sole discretion, the PBGC Form 500 for the Plan by the first day of the third month following the Plan termination date. In the event Health Plan is automatically removed as Plan Administrator and fiduciary, Medical Group or its designee shall immediately and without notice assume and acknowledge responsibility for, and control of, all funds and other assets, and any and all discretionary authority or discretionary responsibility for the administration of the Plan and any and all discretionary authority or discretionary control respecting management of the Plan or respecting management or disposition of any assets of the Plan, previously delegated to, assumed by, expressly or impliedly, or exercised by Health Plan.

II. Amendments Relating to Compliance Statement

1. Effective May 1, 2003, Section C-1(b)(i)(E), Active Service, is amended in its entirety to read as follows:

(E) Each compensated hour of, or hour for which an individual is entitled to compensation for, postgraduate training as an employee of Kaiser Foundation Hospitals.. Notwithstanding the preceding sentence, postgraduate training begun on and after January 1, 2011 as an employee of Kaiser Foundation Hospitals does not count as Service.

2. Effective May 1, 2003, Section C-2(b)(i)(E), Active Service, is amended in its entirety to read as follows:

(E) Each compensated hour of, or hour for which an individual is entitled to compensation for, postgraduate training as an employee of Kaiser Foundation Hospitals. Notwithstanding the preceding sentence, the first year of postgraduate training begun on and after January 1, 2011 as an employee of Kaiser Foundation Hospitals does not count as Credited Service.

3. Effective May 1, 2003, Section C-3, Service and Credited Service Rules for Transferred Participants, is amended in its entirety to read as follows:

Section C-3 Service and Credited Service Rules for Transferred Participants

Effective May 1, 2003, the following provisions apply to Participants in this Plan who have received or are entitled to receive a pension benefit from another qualified defined benefit plan maintained by Medical Group or an organization listed in the Medical Group Appendix or who are entitled to a pension from this Plan which counts service from another qualified defined benefit plan maintained by Medical Group or an organization listed in the Medical Group Appendix.

- (a) Minimum Service Calculation

Schedule SB, Part V—Summary of Plan Provisions

Plan Termination Amendment

For purposes of calculating years of Service under Section C-1(a) on and after May 1, 2003, years of Service shall be no less than that calculated as follows:

- (i) Service for each calendar year shall be determined on December 31 of each year and shall be based on the qualified defined benefit plan that most recently employed the Participant and under which the Participant was eligible to earn Service.
- (ii) The qualified defined benefit plan in (i) above refers to a qualified defined benefit plan sponsored by Medical Group or an organization listed in the Medical Group Appendix.
- (iii) If the Participant has terminated employment with Medical Group and all organizations listed in the Medical Group Appendix, "December 31 of each year" in (i) above shall be replaced with "the date of termination of employment for such calendar year".
- (iv) The total years of Service to be used for this minimum service calculation shall be the sum of Service for each of the calendar years as calculated above.

(b) Equivalency Rule for Service and Credited Service for Certain Transfers

For purposes of calculating years of Service under C-1(a) and years of Credited Service under C-2(a) on and after May 1, 2003, if a Participant is entitled to Service or Credited Service for employment with an organization listed in the Medical Group Appendix that does not count actual hours worked, Hours of Service and Hours of Credited Service for the period of employment with the other organization will be determined using the 190-hour equivalency rule of 29 C.F.R. § 2530.200b-3(e)(1)(iv).

For purposes of calculating Hours of Service and Hours of Credited Service under the 190-hour equivalency rule of this Section C-3(b), if a Participant is actively employed by the other organization on one day during a calendar month, the Participant will be treated as having earned 190 Hours of Service and Hours of Credited Service that calendar month. If a Participant works additional hours during a calendar month due to employment with Medical Group or another organization listed in the Medical Group Appendix, the Hours of Service and Hours of Credited Service for that calendar month will be the greater of 190 hours or the number of additional hours earned that month while employed by Medical Group or another organization listed in the Medical Group Appendix.

Schedule SB, Part V—Summary of Plan Provisions

Plan Termination Amendment

4. Effective May 1, 2003, Section E-7, Minimum Benefit Calculation for Certain Transferred Participants, is amended to add a new paragraph (b) that reads as follows:

- (b) Effective May 1, 2003, the Accrued Benefit of Participant who (i) was hired by Medical Group prior to November 11, 2011, (ii) prior to such hire earned service with another organization listed in the Medical Group Appendix, and (iii) had a Benefit Commencement Date on or after May 31, 2003 and prior to November 11, 2011, will be determined under the terms of the Plan as modified in the manner described below:

The reduction amount for the overlapping periods of Credited Service described in Section E-6(a) will be no less than an amount equal to the lesser of:

- (A) The benefit from this Plan attributable to the same period of employment covered by such other plan; or
- (B) The benefit from such other plan attributable to the same period of employment which is covered by this Plan.
5. Effective January 1, 2010, Section F-3(c), Spousal Consent, is amended in its entirety to read as follows:

Effective for Benefit Commencement Dates after January 1, 2010, an election for an Option by a Participant with a Spouse shall not be effective unless such Spouse consents to such Option and any designated Beneficiary as described in this Section F-3(c). Any spousal consent: (i) shall be in writing, (ii) shall be witnessed by a notary public; (iii) shall be effective only with respect to such Spouse; (iv) shall acknowledge the effect of the Participant's election, and (v) shall be irrevocable unless the Participant revokes his election. The Participant's election must either designate a specific Beneficiary or form of benefits which may not be changed by the Participant without further spousal consent, or it must expressly permit the Participant to change the Beneficiary or form of benefits without further consent by the Spouse. Any other Plan provision notwithstanding, no spousal consent shall be required if: (i) it is established to the satisfaction of the Administrative Committee that there is no Spouse or that the Spouse cannot be located; (ii) the Participant is legally separated or has been abandoned (within the meaning of local law) and has an appropriate court order, unless a qualified domestic relations order provides otherwise; (iii) the Participant elects a 50% Joint and Survivor Annuity with his Spouse as the Joint Annuitant; or (iv) consent cannot be obtained because of other circumstances as permitted by regulations under the Code. If the Spouse is legally incompetent to give consent, the Spouse's legal guardian (including the Participant) may give consent.

III. Other Amendments

Schedule SB Attachment (Form 5500)—2013 Plan Year
Permanente Physicians Retirement Plan for OPMG, Inc
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Schedule SB, Part V—Summary of Plan Provisions

Plan Termination Amendment

1. Effective September 16, 2013 or such other date as determined by the Internal Revenue Service, the definition of Spouse in ARTICLE N, DEFINITIONS, is amended in its entirety to delete the Defense of Marriage Act provisions to read as follows:

Spouse

The person who is recognized as the Participant's spouse in accordance with the laws of any state, the District of Columbia, a U.S territory or a foreign jurisdiction. Spouse shall not include a domestic partner or a civil union.

IN WITNESS WHEREOF, pursuant to Section J-1, Amendment, and Section J-2, Termination, of the Plan, the Board of Directors of Ohio Permanente Medical Group, Inc. has caused this Amendment to be executed this 30 day of September, 2013.

Schedule SB Attachment (Form 5500)—2013 Plan Year
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Schedule SB, Part V—Summary of Plan Provisions

Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

Schedule SB Attachment (Form 5500)—2013 Plan Year
 Permanente Physicians Retirement Plan for OPMG, Inc
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Schedule SB, line 26—Schedule of Active Participant Data

Number of Participants and Average Compensation

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25										
25-29										
30-34	1	4								
35-39	2	4	3	1			1			
40-44		10	6	5						
45-49		10	3	4	4	1				
50-54		3	3	6	8	10	2			
55-59		4	3	7	7	10	5			
60-64		3	2	3	1	9	3	1	1	
65-69				1	1	4	3	2	4	1
70+			1	1	1				1	1

Excludes active transfers.

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Schedule SB Attachment (Form 5500)—2013 Plan Year
Permanente Physicians Retirement Plan for OPMG, Inc
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Schedule SB, line 32—Schedule of Amortization Bases

Type of Base		Present Value of Remaining Installments	Date Established	Remaining Years		Amortization Amount
Shortfall	\$	4,617,377	January 1, 2013	7	\$	770,603
Shortfall	\$	(7,413,654)	January 1, 2012	6	\$	(1,400,679)
Shortfall	\$	9,370,444	January 1, 2011	5	\$	2,059,031

Schedule SB Attachment (Form 5500)—2013 Plan Year
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Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2013

Date	Amount	Interest Rate	Days to Discount to 1/1/2013	Interest Adjusted Contribution
October 3, 2013	\$ 24,000,000	6.14%	275	\$ 22,946,334
December 31, 2013	<u>6,000,000</u>	6.14%	364	<u>5,653,834</u>
Total Contribution	\$ 30,000,000			\$ 28,600,168

Schedule SB Attachment (Form 5500)—2013 Plan Year
 Permanente Physicians Retirement Plan for OPMG, Inc
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Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at mid-year, except for the 100% retirement age.

(a)	(b)	(c)	(d)
Age	Rate	Weight	Product (a) × (b) × (c)
55.5	3.00%	1.0000	1.67
56.5	3.00%	0.9700	1.64
57.5	3.00%	0.9409	1.62
58.5	3.00%	0.9127	1.60
59.5	3.00%	0.8853	1.58
60.5	15.00%	0.8587	7.79
61.5	15.00%	0.7299	6.73
62.5	15.00%	0.6204	5.82
63.5	20.00%	0.5274	6.70
64.5	20.00%	0.4219	5.44
65.5	20.00%	0.3375	4.42
66.5	30.00%	0.2700	5.39
67.5	30.00%	0.1890	3.83
68.5	30.00%	0.1323	2.72
69.5	30.00%	0.0926	1.93
70	100.00%	0.0648	4.54
Weighted Average			63.42

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Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Interest Rates for Minimum Funding Purposes Based on segment rates with a four-month lookback (as of September 2012), each adjusted as needed to fall within the 25-year average interest rate corridor under MAP-21.

1st Segment Rate 4.94%.

2nd Segment Rate 6.15%.

3rd Segment Rate 6.76%.

Interest Rates for Maximum Tax Purposes Based on segment rates with a four-month lookback (as of September 2012), without regard to the MAP-21 interest rate corridor.

1st Segment Rate 1.75%.

2nd Segment Rate 4.62%.

3rd Segment Rate 5.72%.

Lump Sum Interest Rate Same as funding interest rates above.

Salary Increases Sample annual increases in salary are shown below:

Age	Rate
25	8.25%
30	7.25%
35	6.85%
40	5.95%
45	3.95%
50	3.95%
55	3.55%
60	3.55%

Optional Payment Form Election Percentage Lump sum: 80%.
Joint and survivor pop-up annuity or equivalent: 5%.
Other elections: Life annuity equivalent.

Retirement Age
Active Participants See Table A.
Terminated Vested Participants Age 63.

Mortality Rates
Healthy and Disabled 2013 Static Mortality Table with separate annuitant and non-annuitant rates.

Withdrawal Rates See Table B.

Schedule SB Attachment (Form 5500)—2013 Plan Year
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Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Surviving Spouse Benefit	It is assumed that 75% of males and 65% of females have an eligible spouse. Wives are assumed to be two years younger than their husbands.
Benefit and Compensation Limits	Benefits and compensation are limited by the current IRC section 415 maximum benefit of \$205,000 and the 401(a)(17) compensation limit of \$255,000.
Valuation of Plan Assets	3-year smoothed value.
Expected Return on Assets	
2011 plan year	6.57%
2012 plan year	7.52%
Trust Expenses Included in Target Normal Cost	105% of the prior year's administrative expenses (including the prior year's PBGC premiums).
	The amount for 2013 is \$222,558.
Actuarial Method	Standard unit credit.
Valuation Date	January 1, 2013.

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Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Table A
Retirement Rates

Retirement rates that vary by age and eligibility for unreduced retirement are shown below:

Age	Not Eligible	Eligible
55-59	3.0%	3.0%
60-62	10.0%	15.0%
63-64	10.0%	20.0%
65	20.0%	20.0%
66-69	30.0%	30.0%
70	100.0%	100.0%

Table B
Probabilities of Withdrawal

Sample ultimate rates applicable to employees with five or more years of service are as follows:

Age	Rate	
	Male	Female
25	6.6%	6.3%
30	6.0%	5.9%
35	5.5%	5.5%
40	5.1%	5.1%
45	4.7%	4.7%
50	4.1%	4.1%
55	3.3%	3.3%
60	2.4%	2.4%

For employees with less than five years of service the above turnover rates are increased by multiplying by the following percentages:

Years of Service	Factor	
	Male	Female
less than 1	275%	275%
1, but less than 2	250%	250%
2, but less than 3	200%	200%
3, but less than 5	150%	150%

Schedule SB Attachment (Form 5500)—2013 Plan Year
Permanente Physicians Retirement Plan for OPMG, Inc
EIN: 34-1355001 PN: 011

Schedule SB, Part V—Summary of Plan Provisions

This section provides a brief summary of the benefits under the plan that are being valued in this report. Refer to the official governing documents for further details of the plan's provisions.

Effective Date	February 1, 1982, restatement effective January 1, 2012.
Most Recent Amendment	Third amendment, signed September 30, 2013, effective July 31, 2013.
Eligible Employees	Physicians employed by Ohio Permanente Medical Group, Inc.
Participation	Participation begins on the first anniversary of hire if the eligible employee has at least 1,000 hours of employment. Otherwise, participation begins on the first day of the plan year in which the eligible employee has 1,000 hours of employment.
Normal Retirement	
Eligibility	Age 65.
Monthly Benefit	The sum of the amounts determined under (1) and (2) below: (1) 2.0% of highest average compensation times years of credited service up to 20 years. (2) 1.0% of highest average compensation times years of credited service over 20 years.
Early Retirement	
Eligibility	10 years of service.
Monthly Benefit	The accrued normal retirement benefit earned to the participant's termination date, reduced actuarially using the UP-1984 Mortality Table set back two years for retirees and five years for beneficiaries and a 5.5% interest rate. There is no reduction in the normal retirement benefit if the participant is age 60 with 20 years of service at termination.

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Schedule SB, Part V—Summary of Plan Provisions

Late Retirement

Eligibility	Termination after normal retirement date.
Monthly Benefit	The accrued normal retirement benefit earned to the participant's termination date.

Disability Retirement

Eligibility	5 years of service and the Administrative Committee determines the participant is unable to conduct a normal medical practice because of a disability which is expected to be of long-continued and indefinite duration and which is incurred during service.
Monthly Benefit	The accrued normal retirement benefit earned to the participant's disability retirement date, reduced in the same manner as the early retirement benefit.

In-Service Retirement

Eligibility	A participant with an accrued benefit for years prior to 1995 if he then has 5 or more years of Service or if he has reached the fifth anniversary of his or her participation date may elect to begin receipt of retirement benefits while active after age 65.
Monthly Benefit	<p>The accrued normal retirement benefit earned to the participant's In-Service retirement date.</p> <p>A participant continues to accrue benefits after commencing In-Service Retirement. When the participant's Service ends, the additional accrued benefit will be offset by the value of the Retirement Income received during the participant's continued employment.</p>

Vested Termination

Eligibility	5 years of service.
Monthly Benefit	The accrued normal retirement benefit earned to the participant's date of termination, payable at age 65.

Schedule SB Attachment (Form 5500)—2013 Plan Year
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Schedule SB, Part V—Summary of Plan Provisions

In-Service Death Benefits

Eligibility	Any vested participant who is employed within the controlled group at the date of death.
Monthly Benefit	100% of the participant's accrued benefit at the time of death, adjusted for the 100% joint and survivor annuity form of payment, payable at the participant's normal retirement date. If the survivor elects early commencement, the benefit is further reduced in the same manner as the early retirement benefit. If the beneficiary is not the spouse, payment commences within one year of the participant's death in the form of a life annuity or lump sum that is actuarially equivalent to the participant's accrued benefit.

Pre-Retirement Death Benefits

Eligibility	Any vested participant who is married and who has terminated employment at the date of death.
Monthly Benefit	50% of the participant's accrued benefit at the time of death, adjusted for the 50% joint and survivor annuity form of payment, payable at the participant's normal retirement date.

Normal Form of Payment

Unmarried	Life annuity.
Married	50% joint and survivor annuity (actuarially reduced).
Optional Forms of Payment	(1) Life annuity; (2) Joint and survivor annuity with 50%, 66-2/3%, or 75% continuation to the survivor; (3) Life annuity with 60, 120, 180, or 240 monthly payments guaranteed; (4) Lump sum; and (5) 100% joint and survivor annuity with 15-year guaranteed period and pop-up.

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Schedule SB, Part V—Summary of Plan Provisions

Normal Form of Payment (continued)

Optional Forms of Payment (continued)

The 50% joint and survivor annuity and the 100% joint and survivor annuity with 15-year guaranteed period and pop-up have a greater actuarial value than the life annuity. All other optional forms of payment have the same actuarial value as the life annuity.

Definitions

Actuarial Equivalence

Actuarial equivalence is based on the IRC 417(e) basis for the month which is two months before the benefit starting date.

Credited Service

Each calendar year in which a participant has 2,000 or more hours of employment is counted as a year of credited service. Proportional credited service based on a 2,000-hour year is counted for any complete or partial year in which the participant has fewer than 2,000 hours of employment.

Special rules apply for credited service before 1999 and for other special circumstances.

Highest Average Compensation

A participant's average monthly compensation for the highest 36 consecutive months of employment in the last 120 months of employment. The total monthly compensation included in the final average compensation for any 12-month period is limited in accordance with IRC section 401(a)(17).

The monthly compensation is the monthly amount of basic compensation. Monthly compensation does not include share of profits, bonuses, or other special compensation. Monthly compensation includes the monthly amount contributed under salary reduction agreements to plans under IRC sections 401(k), 129, and 125. Other special rules also apply.

Service

Each calendar year in which an employee has 1,000 or more hours of employment is counted as a year of service. Proportional service based on a 1,000-hour year is counted for any year in which the participant has fewer than 1,000 hours of employment.

Plan Changes Since the Prior Year

The plan was amended to freeze benefits and to vest certain Participants effective, July 31, 2013. The plan was terminated on October 1, 2013. As a result, this is the final Schedule SB that will be filed for the plan. All accrued benefits were deemed distributed by August 15, 2014. A copy of the board resolution and plan amendment are attached.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Permanente Physicians Retirement Plan for OPMG, Inc
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Schedule SB, Part V—Summary of Plan Provisions

Board Resolution

CERTIFIED COPY OF RESOLUTIONS
REGARDING FREEZING AND TERMINATING
THE DEFINED BENEFIT PENSION PLANS AND MONEY PURCHASE PENSION PLAN
OF OHIO PERMANENTE MEDICAL GROUP, INC.

I, Nabil Chehade, President of Ohio Permanente Medical Group, Inc., hereby certify that the following resolutions were adopted by unanimous written consent of the Board of Directors on June 11, 2013:

RESOLVED, that the Corporation adopt an Amendment to the Permanente Physicians Retirement Plan for Ohio Permanente Medical Group, Inc. ("PPRP") to freeze all future benefit accruals effective July 31, 2013 and terminate the plan effective October 1, 2013 (a copy of which shall be signed by an Officer of the Corporation and filed with the Secretary of the Corporation);

FURTHER RESOLVED, that the Corporation adopt an Amendment to the Kaiser Permanente Salaried Retirement Plan for Ohio Permanente Medical Group, Inc. ("SRP") to freeze all future benefit accruals effective July 31, 2013 and terminate the plan effective October 1, 2013 (a copy of which shall be signed by an Officer of the Corporation and filed with the Secretary of the Corporation);

FURTHER RESOLVED, that the Corporation adopt Amendments to the PPRP and SRP to provide that any and all participants and beneficiaries, including, but not limited to, current retirees and/or beneficiaries in pay status receiving annuities, shall have the right to elect distribution of their benefits in the form of a lump sum distribution upon termination of the Plans;

FURTHER RESOLVED, that the Corporation advise the Trustee of the PPRP and SRP, State Street Bank, the Plan Administrator of the PPRP and SRP, and the Investment Committee for the PPRP and SRP of its intent to terminate the plans and to direct the Trustee to take appropriate actions to protect and preserve plan assets, which the Corporation believes may involve liquidating plan assets and holding such assets in cash, pending distribution of benefits to plan participants;

FURTHER RESOLVED, that the Corporation adopt an Amendment to the Kaiser Permanente Supplemental Savings and Retirement Plan for Ohio Permanente Medical Group, Inc. ("Plan B") to freeze all future benefit accruals effective July 31, 2013 and terminate the plan effective October 1, 2013 (a copy of which shall be signed by an Officer of the Corporation and filed with the Secretary of the Corporation);

FURTHER RESOLVED, that the Corporation is authorized and directed to provide each affected participant and beneficiary with a copy of the 204(h) Notice notifying such participants and beneficiaries of the freezing of benefit

Schedule SB Attachment (Form 5500)—2013 Plan Year
Permanente Physicians Retirement Plan for OPMG, Inc
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Schedule SB, Part V—Summary of Plan Provisions

Board Resolution

FURTHER RESOLVED, that the appropriate officers of the Corporation are further authorized and directed to sign such documents and conduct any other activities necessary to effect the purposes and intentions of these resolutions;

FURTHER RESOLVED, that the Corporation request the Plan Administrator to separately engage the law firm, Trucker Huss, the actuarial firms, Aon Hewitt and Mercer, and Vanguard to represent and advise it in termination of the PPRP, the SRP, and Plan B.

Schedule SB, Part V—Summary of Plan Provisions

Plan Termination Amendment

**THIRD AMENDMENT
TO THE
PERMANENTE PHYSICIANS RETIREMENT PLAN FOR OHIO
PERMANENTE MEDICAL GROUP, INC.**

The Permanente Physicians Retirement Plan for Ohio Permanente Medical Group, Inc. ("Plan"), which was amended and restated effective January 1, 2012, and subsequently amended to freeze benefits and to vest certain Participants effective July 31, 2013, hereby is further amended to terminate the Plan, to make changes in accordance with an Internal Revenue Service Compliance Statement ("Compliance Statement") and to make any other legally required changes as follows effective as of the dates specified below:

I. Amendments Relating To Plan Termination

1. Effective October 1, 2013, ARTICLE A, INTRODUCTION AND HISTORY, is amended by adding the following new Section A-5, Plan Termination, to read as follows:

Section A-5 Plan Termination

The Plan's "termination date" within the meaning of Section 4048 of ERISA is October 1, 2013. Additional provisions applicable to Participants and Beneficiaries on account of the termination of the Plan are described in Appendix IX.

2. Effective October 1, 2013, ARTICLE I, ADMINISTRATION AND MANAGEMENT OF THE PLAN AND PLAN ASSETS, is amended by adding the following new Section I-13, Resignation, to read as follows:

Section I-13 Resignation

At its sole discretion, and in accordance with its fiduciary duties, Health Plan may resign its position as Plan Administrator and named fiduciary, thereby terminating its, and its delegates', role as a Plan fiduciary for all purposes under the Plan, by providing written notice to Medical Group of its intention to resign. Upon receipt of written notice by Medical Group, Health Plan and its delegates will no longer be Plan Administrator nor named fiduciary and either a successor designated by Medical Group shall serve in those capacities or, if none is so designated, Medical Group shall be the Plan Administrator and named fiduciary for the Plan.

Schedule SB, Part V—Summary of Plan Provisions

Plan Termination Amendment

3. Effective October 1, 2013, Section J-2(b), Allocation and Distribution of Plan Assets, is amended in its entirety to read as follows:

(b) Allocation and Distribution of Assets

In the event of a termination, Plan assets shall be allocated in accordance with Section 4044 of ERISA and any residual assets of the Plan shall be distributed to Medical Group, provided that all liabilities of the Plan (within the meaning of Section 4044 of ERISA) to Participants and Beneficiaries have been satisfied.

4. Effective October 1, 2013, Section J-4, Merger or Consolidation, is amended in its entirety to delete the last paragraph requiring automatic Plan termination under certain circumstances, to read as follows:

Section J-4 Merger or Consolidation

No merger or consolidation with nor any transfer of Plan Assets or liabilities of the Plan to another plan qualified under Code Section 401(a) is authorized unless each Participant in the Plan would (if the Plan then terminated) receive a benefit immediately after the merger, consolidation, or transfer which is equal to or greater than the benefit the Participant would have been entitled to receive immediately before the merger, consolidation, or transfer (if the Plan then terminated).

5. Effective October 1, 2013, a new APPENDIX IX, PLAN TERMINATION, is added to the Plan, to read as follows:

APPENDIX IX

PLAN TERMINATION

The Plan's "termination date" is October 1, 2013. Subject to requirements imposed by the Pension Benefit Guaranty Corporation, the following additional provisions are effective as of October 1, 2013.

1. Deferred Vested Participants

A Participant or Beneficiary may elect to retire in connection with termination of the Plan. A Participant who is Vested but not otherwise eligible for a Retirement Income (a Deferred Vested Participant) and who elects to retire in connection with termination of the Plan is eligible to elect any optional form of benefit described in Section F-1, including a single Lump Sum payment, in accordance with procedures established by the Plan Administrator.

2. Additional Election for Current Annuitants

Schedule SB, Part V—Summary of Plan Provisions

Plan Termination Amendment

A Participant who had a Benefit Commencement Date prior to October 1, 2013 and who elected an optional form of benefit providing for periodic distributions is permitted a one-time election to receive the actuarial present value of his remaining Accrued Benefit in another form of benefit described in Section F-1, including a single Lump Sum payment, in accordance with procedures established by the Plan Administrator. A Participant's election to receive a new distribution option under this paragraph will be subject to first obtaining the consent of his Spouse, if married, in accordance with Section F-3(c). Spousal consent must include, where law requires, both the current Spouse and the former Spouse if the Participant has remarried since the original Benefit Commencement Date. A Participant who elects a new distribution option will be considered to have a new Benefit Commencement Date as of the last day of the month in which the new benefit is payable. A Participant who does not elect a new distribution option shall continue to receive his benefit in the current payment form.

Any Beneficiary (including a surviving Spouse) receiving periodic distributions as of October 1, 2013 is permitted a one-time election to receive the actuarial present value of his remaining benefit payments in the form of a single Lump Sum payment, in accordance with procedures established by the Plan Administrator.

3. Timing of Information for Participants

For information provided to participants on or after October 1, 2013, "90-day period ending on the Benefit Commencement Date" in Section F-4 shall be replaced with "180-day period ending on the Benefit Commencement Date."

4. Small Lump Sum Payments

If the actuarial present value of a Participant's Accrued Benefit or a Beneficiary's death benefit does not exceed \$1,000 as of the Plan's termination date (taking into account all amounts including rollover amounts), the Plan will, with the consent of the Participant, the Participant's Spouse, or the Participant's Beneficiary, distribute the Plan benefit as a single Lump Sum payment as soon as administratively practicable to the Participant, the Spouse, or the Beneficiary (as the case may be). No distribution will be made under this provision if the Participant, the Spouse or the Beneficiary (as the case may be), has begun to receive benefits under an optional form providing for periodic distributions.

5. Lump Sum Death Benefit for Non-Spouse Beneficiaries

The only form of benefit payable to a non-Spouse Beneficiary of a Participant who dies on or after October 1, 2013 is a Lump Sum paid on the last day of the month following the month of the Participant's death.

6. Election Period

For elections made on or after October 1, 2013, "90-day period" in the definition of "Election Period" in ARTICLE N shall be replaced with "180-day period."

7. Automatic Removal of Health Plan as Plan Administrator and Fiduciary

Schedule SB, Part V—Summary of Plan Provisions

Plan Termination Amendment

Notwithstanding and without regard to Section I-13 above, Health Plan shall be automatically removed as Plan Administrator and fiduciary to the Plan in the event that Health Plan (or its designee), as Plan Administrator and fiduciary, does not file, for any reason as determined by the Plan Administrator in its sole discretion, the PBGC Form 500 for the Plan by the first day of the third month following the Plan termination date. In the event Health Plan is automatically removed as Plan Administrator and fiduciary, Medical Group or its designee shall immediately and without notice assume and acknowledge responsibility for, and control of, all funds and other assets, and any and all discretionary authority or discretionary responsibility for the administration of the Plan and any and all discretionary authority or discretionary control respecting management of the Plan or respecting management or disposition of any assets of the Plan, previously delegated to, assumed by, expressly or impliedly, or exercised by Health Plan.

II. Amendments Relating to Compliance Statement

1. Effective May 1, 2003, Section C-1(b)(i)(E), Active Service, is amended in its entirety to read as follows:

(E) Each compensated hour of, or hour for which an individual is entitled to compensation for, postgraduate training as an employee of Kaiser Foundation Hospitals.. Notwithstanding the preceding sentence, postgraduate training begun on and after January 1, 2011 as an employee of Kaiser Foundation Hospitals does not count as Service.

2. Effective May 1, 2003, Section C-2(b)(i)(E), Active Service, is amended in its entirety to read as follows:

(E) Each compensated hour of, or hour for which an individual is entitled to compensation for, postgraduate training as an employee of Kaiser Foundation Hospitals. Notwithstanding the preceding sentence, the first year of postgraduate training begun on and after January 1, 2011 as an employee of Kaiser Foundation Hospitals does not count as Credited Service.

3. Effective May 1, 2003, Section C-3, Service and Credited Service Rules for Transferred Participants, is amended in its entirety to read as follows:

Section C-3 Service and Credited Service Rules for Transferred Participants

Effective May 1, 2003, the following provisions apply to Participants in this Plan who have received or are entitled to receive a pension benefit from another qualified defined benefit plan maintained by Medical Group or an organization listed in the Medical Group Appendix or who are entitled to a pension from this Plan which counts service from another qualified defined benefit plan maintained by Medical Group or an organization listed in the Medical Group Appendix.

- (a) Minimum Service Calculation

Schedule SB, Part V—Summary of Plan Provisions

Plan Termination Amendment

For purposes of calculating years of Service under Section C-1(a) on and after May 1, 2003, years of Service shall be no less than that calculated as follows:

- (i) Service for each calendar year shall be determined on December 31 of each year and shall be based on the qualified defined benefit plan that most recently employed the Participant and under which the Participant was eligible to earn Service.
- (ii) The qualified defined benefit plan in (i) above refers to a qualified defined benefit plan sponsored by Medical Group or an organization listed in the Medical Group Appendix.
- (iii) If the Participant has terminated employment with Medical Group and all organizations listed in the Medical Group Appendix, "December 31 of each year" in (i) above shall be replaced with "the date of termination of employment for such calendar year".
- (iv) The total years of Service to be used for this minimum service calculation shall be the sum of Service for each of the calendar years as calculated above.

(b) Equivalency Rule for Service and Credited Service for Certain Transfers

For purposes of calculating years of Service under C-1(a) and years of Credited Service under C-2(a) on and after May 1, 2003, if a Participant is entitled to Service or Credited Service for employment with an organization listed in the Medical Group Appendix that does not count actual hours worked, Hours of Service and Hours of Credited Service for the period of employment with the other organization will be determined using the 190-hour equivalency rule of 29 C.F.R. § 2530.200b-3(e)(1)(iv).

For purposes of calculating Hours of Service and Hours of Credited Service under the 190-hour equivalency rule of this Section C-3(b), if a Participant is actively employed by the other organization on one day during a calendar month, the Participant will be treated as having earned 190 Hours of Service and Hours of Credited Service that calendar month. If a Participant works additional hours during a calendar month due to employment with Medical Group or another organization listed in the Medical Group Appendix, the Hours of Service and Hours of Credited Service for that calendar month will be the greater of 190 hours or the number of additional hours earned that month while employed by Medical Group or another organization listed in the Medical Group Appendix.

Schedule SB, Part V—Summary of Plan Provisions

Plan Termination Amendment

4. Effective May 1, 2003, Section E-7, Minimum Benefit Calculation for Certain Transferred Participants, is amended to add a new paragraph (b) that reads as follows:

- (b) Effective May 1, 2003, the Accrued Benefit of Participant who (i) was hired by Medical Group prior to November 11, 2011, (ii) prior to such hire earned service with another organization listed in the Medical Group Appendix, and (iii) had a Benefit Commencement Date on or after May 31, 2003 and prior to November 11, 2011, will be determined under the terms of the Plan as modified in the manner described below:

The reduction amount for the overlapping periods of Credited Service described in Section E-6(a) will be no less than an amount equal to the lesser of:

- (A) The benefit from this Plan attributable to the same period of employment covered by such other plan; or
- (B) The benefit from such other plan attributable to the same period of employment which is covered by this Plan.
5. Effective January 1, 2010, Section F-3(c), Spousal Consent, is amended in its entirety to read as follows:

Effective for Benefit Commencement Dates after January 1, 2010, an election for an Option by a Participant with a Spouse shall not be effective unless such Spouse consents to such Option and any designated Beneficiary as described in this Section F-3(c). Any spousal consent: (i) shall be in writing, (ii) shall be witnessed by a notary public; (iii) shall be effective only with respect to such Spouse; (iv) shall acknowledge the effect of the Participant's election, and (v) shall be irrevocable unless the Participant revokes his election. The Participant's election must either designate a specific Beneficiary or form of benefits which may not be changed by the Participant without further spousal consent, or it must expressly permit the Participant to change the Beneficiary or form of benefits without further consent by the Spouse. Any other Plan provision notwithstanding, no spousal consent shall be required if: (i) it is established to the satisfaction of the Administrative Committee that there is no Spouse or that the Spouse cannot be located; (ii) the Participant is legally separated or has been abandoned (within the meaning of local law) and has an appropriate court order, unless a qualified domestic relations order provides otherwise; (iii) the Participant elects a 50% Joint and Survivor Annuity with his Spouse as the Joint Annuitant; or (iv) consent cannot be obtained because of other circumstances as permitted by regulations under the Code. If the Spouse is legally incompetent to give consent, the Spouse's legal guardian (including the Participant) may give consent.

III. Other Amendments

Schedule SB Attachment (Form 5500)—2013 Plan Year
Permanente Physicians Retirement Plan for OPMG, Inc
EIN: 34-1355001 PN: 011

Schedule SB, Part V—Summary of Plan Provisions

Plan Termination Amendment

1. Effective September 16, 2013 or such other date as determined by the Internal Revenue Service, the definition of Spouse in ARTICLE N, DEFINITIONS, is amended in its entirety to delete the Defense of Marriage Act provisions to read as follows:

Spouse

The person who is recognized as the Participant's spouse in accordance with the laws of any state, the District of Columbia, a U.S territory or a foreign jurisdiction. Spouse shall not include a domestic partner or a civil union.

IN WITNESS WHEREOF, pursuant to Section J-1, Amendment, and Section J-2, Termination, of the Plan, the Board of Directors of Ohio Permanente Medical Group, Inc. has caused this Amendment to be executed this 30 day of September, 2013.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Permanente Physicians Retirement Plan for OPMG, Inc
EIN: 34-1355001 PN: 011

Schedule SB, Part V—Summary of Plan Provisions

Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

Schedule SB Attachment (Form 5500)—2013 Plan Year
 Permanente Physicians Retirement Plan for OPMG, Inc
 EIN: 34-1355001 PN: 011

Schedule SB, line 26—Schedule of Active Participant Data

Number of Participants and Average Compensation

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25										
25-29										
30-34	1	4								
35-39	2	4	3	1			1			
40-44		10	6	5						
45-49		10	3	4	4	1				
50-54		3	3	6	8	10	2			
55-59		4	3	7	7	10	5			
60-64		3	2	3	1	9	3	1	1	
65-69				1	1	4	3	2	4	1
70+			1	1	1				1	1

Excludes active transfers.

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Schedule SB Attachment (Form 5500)—2013 Plan Year
Permanente Physicians Retirement Plan for OPMG, Inc
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Schedule SB, line 32—Schedule of Amortization Bases

Type of Base		Present Value of Remaining Installments	Date Established	Remaining Years		Amortization Amount
Shortfall	\$	4,617,377	January 1, 2013	7	\$	770,603
Shortfall	\$	(7,413,654)	January 1, 2012	6	\$	(1,400,679)
Shortfall	\$	9,370,444	January 1, 2011	5	\$	2,059,031

Plan Name	Permanente Physicians Retirement Plan for OPMG, Inc
Plan Sponsor EIN	34-1355001
ERISA Plan No.	011
Plan Year End	12/31/2013

The required attachment noted below is included within the Accountant's Opinion attachment to the Form 5500 Schedule H, Part III, which consists of the entire Audit report issued by the Plan's Independent Qualified Public Accountant (IQPA).

Form/Schedule	Line Item	Description
5500 Schedule H	Line 4i	Schedule of Assets (Held at End of Year)

Plan Name	Permanente Physicians Retirement Plan for OPMG, Inc
Plan Sponsor EIN	34-1355001
ERISA Plan No.	011
Plan Year End	12/31/2013

The required attachment noted below is included within the Accountant's Opinion attachment to the Form 5500 Schedule H, Part III, which consists of the entire Audit report issued by the Plan's Independent Qualified Public Accountant (IQPA).

Form/Schedule	Line Item	Description
5500 Schedule H	Line 4j	Schedule of Reportable Transactions