

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). ▶ Complete all entries in accordance with the instructions to the Form 5500.	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>01/01/2014</u> and ending <u>02/05/2014</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 PROMETHEUS LABORATORIES INC. 401(K) PLAN	<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;">001</td> </tr> <tr> <td colspan="2">1c Effective date of plan 09/15/1997</td> </tr> </table>	1b Three-digit plan number (PN) ▶	001	1c Effective date of plan 09/15/1997	
1b Three-digit plan number (PN) ▶	001				
1c Effective date of plan 09/15/1997					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) PROMETHEUS LABORATORIES INC. 9410 CARROLL PARK DRIVE SAN DIEGO, CA 92121	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) 33-0685754</td> </tr> <tr> <td>2c Sponsor's telephone number 858-824-0895</td> </tr> <tr> <td>2d Business code (see instructions) 621510</td> </tr> </table>	2b Employer Identification Number (EIN) 33-0685754	2c Sponsor's telephone number 858-824-0895	2d Business code (see instructions) 621510	
2b Employer Identification Number (EIN) 33-0685754					
2c Sponsor's telephone number 858-824-0895					
2d Business code (see instructions) 621510					

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.	10/22/2014	TONI WAYNE
	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
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	0
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	0
c Other retired or separated participants entitled to future benefits.....		6c	0
d Subtotal. Add lines 6a , 6b , and 6c		6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	0
f Total. Add lines 6d and 6e		6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	0
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: 2E 2J 2F 2G 2K 3D 3H 2S 2T			
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 H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>02/05/2014</u>		
A Name of plan <u>PROMETHEUS LABORATORIES INC. 401(K) PLAN</u>		B Three-digit plan number (PN) <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PROMETHEUS LABORATORIES INC.</u>		D Employer Identification Number (EIN) <u>33-0685754</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)		
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(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)	0	0
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	0	0
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	0	0

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(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	0	0

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	0	0
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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)	0	
(B) Participants	2a(1)(B)	0	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0
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)	0	
(F) Other	2b(1)(F)	0	
(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)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	20208	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		20208
(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)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		2
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		20210

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	0	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		0
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	0	
(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		0

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		20210
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		20210

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: LAVINE, LOFGREN, MORRIS & ENGELBER

(2) EIN: 33-0690020

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	X		
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☒ Yes ☐ No Amount: 0

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)
NESTLE 401(K)SAVINGS PLAN	95-1572209	200

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

**PROMETHEUS LABORATORIES INC.
401(K) PLAN**

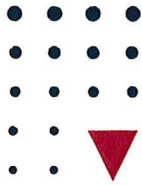
**INDEPENDENT AUDITORS' REPORT,
FINANCIAL STATEMENTS, AND
SUPPLEMENTAL SCHEDULE**

**For the Period from January 1, 2014 to February 5, 2014
and for the Year Ended December 31, 2013**

PROMETHEUS LABORATORIES INC. 401(K) PLAN

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**LAVINE, LOFGREN, MORRIS
& ENGELBERG, LLP**

**CERTIFIED
PUBLIC
ACCOUNTANTS**

4180	PHONE
LA JOLLA VILLAGE DRIVE	(858) 455-1200
SUITE 300	FAX
LA JOLLA	(858) 455-0898
CALIFORNIA	WEB SITE
92037	www.llme.com

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INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of the
Prometheus Laboratories Inc. 401(k) Plan
San Diego, California

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Prometheus Laboratories Inc. 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits – modified cash basis as of February 5, 2014, December 31, 2013, and December 31, 2012, and the related statements of changes in net assets available for benefits – modified cash basis for the period from January 1, 2014 to February 5, 2014 and for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the modified cash basis of accounting described in Note 2; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Massachusetts Mutual Life Insurance Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan administrator that the custodian held the Plan's investment assets and executed investment transactions. The Plan administrator has obtained certifications from the custodian as of February 5, 2014, December 31, 2013, and December 31, 2012, and for the period from January 1, 2014 to February 5, 2014 and for the year ended December 31, 2013, that the information provided to the Plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter – Basis of Accounting

We draw attention to Note 2 to the financial statements, which describes the basis of accounting. The financial statements are prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our Disclaimer of Opinion paragraph is not modified with respect to this matter.

Other Matter – Plan Merger

As further discussed in Note 1 to the financial statements, in June 2013 the members of the Plan's Administrative Committee and Plan's trustees approved the merger of the Plan into an affiliate plan. Our Disclaimer of Opinion paragraph is not modified with respect to this matter.

Other Matter – Supplemental Schedule

The supplemental schedule – modified cash basis (Schedule H, Part IV, Line 4j) for the year ended December 31, 2013 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Larimer, Lofgren, Morris + Engallberg, LLP

La Jolla, California
September 15, 2014

PROMETHEUS LABORATORIES INC. 401(K) PLAN

Statements of Net Assets Available for Benefits – Modified Cash Basis As of February 5, 2014, December 31, 2013 and December 31, 2012

	February 5, 2014	December 31, 2013	December 31, 2012
ASSETS			
Investments at fair value:			
Mutual funds	\$ -	\$ -	\$ 30,029,890
Guaranteed investment contract	-	-	6,083,021
	-	-	36,112,911
Notes receivable from participants	-	-	592,026
Total assets	-	-	36,704,937
LIABILITIES	-	-	-
Net assets reflecting investments at fair value	-	-	36,704,937
Adjustment from fair value to contract value for fully benefit-responsive investment contract	-	-	(81,082)
NET ASSETS AVAILABLE FOR BENEFITS	\$ -	\$ -	\$ 36,623,855

See accompanying notes to financial statements.

PROMETHEUS LABORATORIES INC. 401(K) PLAN

Statements of Changes in Net Assets Available for Benefits – Modified Cash Basis For the Period from January 1, 2014 to February 5, 2014 and for the Year Ended December 31, 2013

	February 5, 2014	2013
Additions to net assets attributed to:		
Investment income/(loss):		
Net realized and unrealized appreciation in fair value of mutual funds	\$ 2	\$ 6,863,508
Dividend income from mutual funds	20,208	1,924,295
Interest income from guaranteed investment contract	-	130,236
Realized loss - guaranteed investment contract	-	(147,412)
Net investment income	20,210	8,770,627
Interest income on notes receivable from participants	-	25,317
Other loss	-	(10,947)
Contributions:		
Participant - current	-	4,245,200
Participant - rollover	-	1,596,921
Employer matching	-	1,758,279
Total contributions	-	7,600,400
Total additions	20,210	16,385,397
Deductions from net assets attributed to:		
Benefits paid to participants, including rollover distributions	-	6,990,316
Administrative fees	-	116,165
Total deductions	-	7,106,481
Net increase in net assets prior to transfer of assets to another plan	20,210	9,278,916
Transfer of Plan assets to another plan	(20,210)	(45,902,771)
Net decrease in net assets available for benefits	-	(36,623,855)
Net assets available for plan benefits:		
Beginning of year	-	36,623,855
End of year	\$ -	\$ -

See accompanying notes to financial statements.

PROMETHEUS LABORATORIES INC. 401(K) PLAN

Notes to Financial Statements

As of February 5, 2014, December 31, 2013 and December 31, 2012

NOTE 1. DESCRIPTION OF PLAN

The Prometheus Laboratories Inc. 401(k) Plan (the "Plan") is a defined contribution plan established on September 15, 1997. The Plan is sponsored by Prometheus Laboratories Inc. (the "Company") to allow eligible employees of the Company to adopt a regular program of savings for retirement.

The Plan is subject to the requirements of the Employee Retirement Income Security Act of 1974 ("ERISA"). Significant elements of the Plan are summarized below. Participants should refer to the Plan agreement, as amended, for a more complete description of the Plan's provisions.

Transfer of Plan Assets to Another Plan – Plan Merger

In July 2011, the Company was acquired by Nestle Health Science and in June 2013, the Plan's Administrative Committee and trustees approved the merger of the Plan into the Nestle 401(k) Savings Plan (the "Nestle Plan"). All Plan assets held by the Plan as of December 31, 2013 totaling \$45,902,771, including notes receivable from participants of \$723,577, were transferred to the Nestle Plan on December 31, 2013. Certain dividends and realized gains totaling \$20,210 relating to the Plan's investments were not received by the Plan until 2014 and on February 5, 2014, these remaining Plan assets were transferred to the Nestle Plan. As such, the Plan effectively terminated on February 5, 2014.

Eligibility

Employees who are at least eighteen years of age are eligible to participate in the Plan on the first of the month following their date of hire or coinciding with their hire date if they were hired on the first of the month. Leased employees, union employees and non-resident alien are ineligible to participate in the Plan.

Participant Contributions

Participants may elect to contribute up to 100% of their annual compensation to the Plan, subject to limitations imposed by the Internal Revenue Code ("IRC"). Employees age 50 or older may elect to defer additional amounts (called "catch-up contributions") to the Plan up to the maximum allowed by the IRC. Participants may also contribute amounts representing rollover distributions from other qualified sources. The Plan permits pre-tax contributions, ROTH contributions, ROTH account conversions, and, prior to November 4, 2013, after-tax contributions. Effective November 4, 2013, the Plan no longer allows after-tax contributions.

Newly eligible employees, except those who affirmatively elect otherwise, automatically have 4% of their compensation deferred into the Plan.

Employer Contributions

The Plan allows the Company to make discretionary matching and profit-sharing contributions. Effective January 1, 2013, the Plan was amended to be a safe harbor Plan, whereby Company matching contributions are equal to 100% of participant contributions up to 4% of a participant's eligible compensation. Safe harbor matching contributions are made on a per-payroll basis and catch-up contributions were taken into account for matching purposes. There was no discretionary profit-sharing contribution approved for 2013. Effective November 4, 2013, the Plan was amended to only allow safe harbor matching contributions.

PROMETHEUS LABORATORIES INC. 401(K) PLAN

Notes to Financial Statements

As of February 5, 2014, December 31, 2013 and December 31, 2012

NOTE 1. DESCRIPTION OF PLAN (Continued)

Participant Accounts

Each participant's account is credited with the participant's contributions, the employer contributions and allocations of Plan earnings and losses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Prior to January 1, 2014, vesting in employer contributions was 20% for each Plan year that an employee was credited with at least 1,000 hours of service, as defined by the Plan, and participants became 100% vested after five years of credited service. In addition, an employee became fully vested if, while employed, the employee died, became disabled, or reached age 55.

Effective January 1, 2014, all active participants in the Plan who were not otherwise fully vested in their accounts became fully vested.

Forfeitures

Forfeitures of Company contributions are used to reduce Plan expenses and then, to the extent forfeitures remain, they are used to reduce Company contributions to the Plan. During 2013, \$249,838 was added to the forfeiture account, there were \$243 of investment gains, \$310,149 was used to fund matching contributions, and \$16,100 was used to reduce Plan expenses. On December 31, 2013, the ending forfeiture balance of \$57,939 was transferred to the Nestle Plan. As of February 5, 2014, and December 31, 2013, the forfeiture balance was zero. As of December 31, 2012, the forfeiture balance was \$134,107.

Notes Receivable from Participants (Participant Loans)

Participants may borrow against their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loans are required to be repaid within 5 years unless the loan is used to acquire a principal residence, which, until November 4, 2013, could allow for a repayment period up to 30 years. Effective November 4, 2013, the loan repayment period for newly issued loans used for the purchase of a principal residence may not exceed 15 years. The loans bear interest at a rate of 1% in excess of the prime rate. Principal and interest on loans are paid regularly through payroll deductions. Outstanding loans become due and payable upon a participant's termination of employment with the Company.

On December 31, 2013, all notes receivable from participants were transferred to the Nestle Plan.

Payment of Benefits

Upon disability, death, termination, retirement, attaining age 59½, and/or hardship, participants may elect to receive a distribution of their account in a full or partial lump sum, equal installments over a specific period, or defer distribution if the account exceeds \$1,000. The Plan may elect to distribute vested account balances of less than \$1,000. Initial distributions must begin no later than the April 1st following the Plan year in which the later of the following two events occurs: 1) the participant attains age 70½, or 2) termination of employment.

PROMETHEUS LABORATORIES INC. 401(K) PLAN

Notes to Financial Statements

As of February 5, 2014, December 31, 2013 and December 31, 2012

NOTE 1. DESCRIPTION OF PLAN (Continued)

Investment Options

Upon enrollment in the Plan, participants direct the allocation of their accounts to any or all of the Plan's investment options. Subsequently, participants may change their allocations and transfer account balances between the investment options in accordance with the Plan. Contributions by participants with no investment selections in place are deposited into a customized aged-based target retirement fund. In addition, the Plan's forfeiture account is invested in the Guaranteed Investment Contract.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The Plan maintains its books and financial statements using the modified cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles in the United States of America. Under this method, contributions and earnings are recognized when received, rather than when earned, and expenses and excess contributions are recorded when paid, not when incurred.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The 2012 statement of net assets available for benefits presents the fair value of the investment contract as well as the adjustment of the fully benefit-responsive investment contract from fair value to contract value. The statement of changes in net assets available for benefits for year ended December 31, 2013 reflects the interest earned and realized losses on the Plan's fully benefit responsive investment option (Note 6).

Use of Estimates

The preparation of financial statements in conformity with the modified cash basis of accounting requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Investment Valuation and Income Recognition

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

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded when received. Net realized and unrealized appreciation in fair value of investments includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payments of Benefits

Benefits are recorded when paid.

PROMETHEUS LABORATORIES INC. 401(K) PLAN

Notes to Financial Statements

As of February 5, 2014, December 31, 2013 and December 31, 2012

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Notes Receivable from Participants (Participant Loans)

Notes receivable from participants are measured at their unpaid principal balance. Related fees are recorded as administrative expenses, charged to participant accounts and expensed when they are paid. If a participant ceases to make loan repayments and the Plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Subsequent Events

The Plan has evaluated subsequent events through the date of the independent auditors' report, which is the date these financial statements were available to be issued.

NOTE 3. TAX STATUS

The Company has adopted a volume submitter plan and relies upon the volume submitter plan's opinion letter from the Internal Revenue Service ("IRS"). The Company has not applied for a determination letter from the IRS specific to the Plan. The volume submitter plan has been amended since receiving the opinion letter; however, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the accompanying financial statements.

The modified cash basis of accounting requires Plan management to evaluate tax positions taken by the Plan if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the applicable taxing authorities. 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.

NOTE 4. INVESTMENTS

Prior to their transfer to the Nestle Plan, the Plan's investments were held by the custodian of the Plan, Massachusetts Mutual Life Insurance Company ("Mass Mutual"). Mass Mutual is both the custodian and recordkeeper of the Plan. All investments are participant-directed. The following investments represent 5% or more of the Plan's net assets as of December 31, 2012:

	<u>2012</u>
Mutual funds:	
Vanguard Wellington	\$ 4,691,760
Putnam Equity Income	3,545,489
JP Morgan Large Cap Growth	3,086,930
MassMutual Select Overseas	2,793,849
JP Morgan Mid Cap Value	2,523,432
T. Rowe Price Health Sciences	2,004,506
Guaranteed investment contract:	
MassMutual - SAGIC Core Bond at contract value (fair value at \$6,083,021)	6,001,939

PROMETHEUS LABORATORIES INC. 401(K) PLAN

Notes to Financial Statements

As of February 5, 2014, December 31, 2013 and December 31, 2012

NOTE 5. FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board ("FASB") *Accounting Standards Codification* ("ASC") 820, *Fair Value Measurements and Disclosures*, provides the 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 under FASB ASC 820 are described as follows:

Level 1 – Inputs are unadjusted, quoted market prices in active markets for identical assets or liabilities at the measurement date.

Level 2 – Inputs are either directly or indirectly observable for the asset or liability through correlation with related market data at the measurement date and for the duration of the instrument's anticipated life.

Level 3 – Inputs are both unobservable and significant to the overall fair value measurement for the asset or liability at the measurement date. These inputs reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date. Consideration is given to the risk inherent in the valuation technique and the risk inherent in the inputs to the model.

The asset 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 maximize the use of observable inputs and minimize the use of unobservable inputs. The following is a description of the valuation methodologies used for investments measured at fair value at December 31, 2012:

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

Guaranteed investment contract: The fair value of the guaranteed investment contract, determined by the insurance company, represents the liquidation value as documented within the guaranteed investment contract and assumes that the intrinsic value of the general investment account guarantee is immaterial. The guaranteed investment contract utilizes the underlying separate account as an investment vehicle and provides certain contract value guarantees. Liquidation value is the fair value of the assets in the separate account. The valuation of the underlying separate account held at the insurance company for the Plan's guaranteed investment contract is the sole input to the fair value of the guaranteed investment contract.

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

PROMETHEUS LABORATORIES INC. 401(K) PLAN

Notes to Financial Statements

As of February 5, 2014, December 31, 2013 and December 31, 2012

NOTE 5. FAIR VALUE MEASUREMENTS (Continued)

The following tables set forth by level within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2012:

	December 31, 2012			Total
	Level 1	Level 2	Level 3	
Guaranteed Investment Contract	\$ -	\$ -	\$ 6,083,021	\$ 6,083,021
Mutual Funds:				
Large Value	7,127,899	-	-	7,127,899
Moderate Allocation	4,691,760	-	-	4,691,760
Mid Cap	4,041,896	-	-	4,041,896
Foreign Large Blend	2,793,849	-	-	2,793,849
Bond	2,766,629	-	-	2,766,629
Health	2,004,506	-	-	2,004,506
Large Blend	1,881,526	-	-	1,881,526
Small Blend	1,656,472	-	-	1,656,472
Large Growth	1,477,071	-	-	1,477,071
Small Growth	571,478	-	-	571,478
Diversified Emerging Markets	520,025	-	-	520,025
Real Estate	335,495	-	-	335,495
Small Value	146,860	-	-	146,860
Money Market	14,424	-	-	14,424
Total investments at fair value	<u>\$ 30,029,890</u>	<u>\$ -</u>	<u>\$ 6,083,021</u>	<u>\$ 36,112,911</u>

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 investments for the year ended December 31, 2013:

	Guaranteed Investment Contract
Balance at December 31, 2012	\$ 6,083,021
Interest income	130,236
Realized gains/(losses)	(147,412)
Purchases	3,873,727
Sales	(9,939,572)
Balance at December 31, 2013	<u>\$ -</u>

PROMETHEUS LABORATORIES INC. 401(K) PLAN

Notes to Financial Statements

As of February 5, 2014, December 31, 2013 and December 31, 2012

NOTE 6. GUARANTEED INVESTMENT CONTRACT

Effective May 1, 2012, the Plan entered into a fully benefit-responsive group annuity insurance contract (Guaranteed Investment Contract) with Mass Mutual. Mass Mutual maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

Because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. The guaranteed investment contract is presented on the statement of net assets available for benefits – modified cash basis as of December 31, 2012 at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value, as reported to the Plan by Mass Mutual, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2012 was \$6,083,021. The crediting interest rate is established by Mass Mutual and the rate resets quarterly and the Plan is notified by the insurance company when the rate resets. The crediting interest rates ranged from 1.90% to 2.10% for 2013.

During the year ended December 31, 2013, the average yield earned by the Plan and average yield credited to participants was 4.28%.

The Guaranteed Investment Contract was fully liquidated prior to the Plan asset transfer on December 31, 2013. At the time of liquidation, its fair value was less than its contract value by \$147,412, which is reflected in the 2013 statement of changes in net assets available for benefits - modified cash basis as "Realized loss – guaranteed investment contract".

NOTE 7. INFORMATION CERTIFIED BY THE CUSTODIAN

All investment information disclosed in the accompanying financial statements and supplemental schedule, including investments held (if any) at February 5, 2014, December 31, 2013 and 2012, net realized and unrealized appreciation in fair value of investments, dividend income, other income/loss and interest income for period from January 1, 2014 to February 5, 2014 and for the year ended December 31, 2013, was obtained or derived from information provided to the Plan administrator and certified as complete and accurate by the custodian of the Plan.

NOTE 8. RELATED PARTY TRANSACTIONS

The Company provides administrative services to the Plan at no cost to the Plan. Certain Plan operating expenses are paid by the Company. Certain investments are managed by the custodian of the Plan. These transactions qualify as party-in-interest transactions.

PROMETHEUS LABORATORIES INC. 401(K) PLAN

Notes to Financial Statements

As of February 5, 2014, December 31, 2013 and December 31, 2012

NOTE 9. SELF-CORRECTION OF OPERATIONAL FAILURES

During 2013, the Company identified certain operational failures relating to certain participant elective deferrals and related matching contributions. In 2013, the Company remitted \$1,627, representing the missed participant deferral opportunity and related lost earnings, and allocated \$698 from the forfeiture account, representing the missed employer matching contributions and related lost earnings, to the affected participants' accounts.

During 2013, the Company identified certain operational failures relating to under-vesting and incorrect forfeiture of employer contributions. In 2013, the Plan reinstated \$13,833 plus earnings, as applicable, from the forfeiture account to the affected participants' accounts.

The Company and the Plan administrator believe they have corrected the operational failures under the IRS Employee Plans Compliance Resolution System's Self-Correction Program. Based on such actions, Plan management and the Company believe the operational failures will not cause the Plan to be disqualified by the IRS and that the self-corrective actions allow the Plan to be in compliance with the Plan documents and ERISA. Accordingly, no provision for income taxes has been included in the accompanying financial statements.

SUPPLEMENTAL SCHEDULE

PROMETHEUS LABORATORIES INC. 401(K) PLAN

Attachment for Form 5500 – Schedule H, Part IV, Line 4j – Schedule of Reportable Transactions
For the Year Ended December 31, 2013

EIN: 33-0685754
Plan Number: 001

(a)	(b)	(c)	(d)	(g)	(h)	(i)
Identity of party involved	Description of asset (include interest rate and maturity in case of a loan)	Purchase price	Selling price	Cost of asset	Current value of asset on transaction date	Net gain or (loss)
Mutual Funds:						
Vanguard	Vanguard Wellington	\$ -	\$ 5,380,464	\$ 5,070,371	\$ 5,070,371	\$ 310,093
Putnam	Putnam Equity Income	-	4,574,177	4,190,959	4,574,177	383,218
JP Morgan	JP Morgan Large Cap Growth	-	3,917,442	3,483,640	3,917,442	433,802
JP Morgan	JP Morgan Mid Cap Value	-	3,342,529	2,995,341	3,342,529	347,188
* MassMutual	MassMutual Select Overseas	-	3,314,575	2,919,587	3,314,575	394,988
T. Rowe Price	T. Rowe Price Health Sciences	-	2,775,118	2,424,787	2,775,118	350,331
Vanguard	Vanguard 500 Index	-	2,646,519	2,368,203	2,646,519	278,316
T. Rowe Price	T. Rowe Price New Horizons	-	2,378,030	2,136,469	2,378,030	241,561
Columbia	Columbia Small Cap Index	-	2,108,623	1,872,873	2,108,623	235,750
Guaranteed Investment Contract:						
* MassMutual	MassMutual - SAGIC Core Bond	-	6,224,384	6,370,404	6,224,384	(146,020)
Total		\$ -	\$ 36,661,861	\$ 33,832,634	\$ 36,351,768	\$ 2,829,227

* Indicates party-in-interest.

See accompanying independent auditors' report.