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

2014

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or
- [X] 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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
BESTCARE, INC. EMPLOYEES 401K PLAN AND TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1989

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)
BESTCARE, INC.

P.O. BOX 9010, 3000 HEMPSTEAD TURNP
LEVITTOWN, NY 11756

2b Employer Identification Number (EIN)
13-3121904

2c Plan Sponsor's telephone number
516-731-3770

2d Business code (see instructions)
621610

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.	10/07/2015	RICHARD FELICIANO
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address (include room or suite number) (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor

BESTCARE, INC.

P.O. BOX 9010, 3000 HEMPSTEAD TURNP
LEVITTOWN, NY 11756-9010

3b Administrator's EIN
13-3121904

3c Administrator's telephone number
516-731-3770

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**	525
6	Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1)	Total number of active participants at the beginning of the plan year	**6a(1)**	477
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	495
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	39
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	534
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	534
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	146
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 2G 2J 2K 3D 3H 2F

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)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	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)	X	**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)	X		**H** (Financial Information)
(2)			**I** (Financial Information – Small Plan)
(3)	X	2	**A** (Insurance Information)
(4)	X		**C** (Service Provider Information)
(5)	X		**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) .....…… ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ……..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2014

This Form is Open to Public Inspection

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
BESTCARE, INC. EMPLOYEES 401K PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BESTCARE, INC.

D Employer Identification Number (EIN)
13-3121904

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

1 Coverage Information:

(a) Name of insurance carrier

JOHN HANCOCK LIFE INSURANCE COMPANY OF NEW YORK

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
13-3646501	86375	81300	0	01/01/2014	12/31/2014

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
16539	2795

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

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

NATIONAL PLANNING CORPORATION
401 WILSHIRE BLVD, SUITE 1100
SANTA MONICA, CA 90401

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
16539	0	COMMISSIONS	3

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

ASSOCIATED PENSION CONSULTANTS, INC
6800 JERICHO TURNPIKE
SUITE 200W
SYOSSET, NY 11791

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
0	2795	TPA FEES PAID, TPA COMPENSATION	5

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	0
5	Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶ AS PER RATES OF DEPT OF INSURANCE

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

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

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

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

b	Balance at the end of the previous year			7b	875392
c	Additions: (1) Contributions deposited during the year	7c(1)	39274		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	1703		
	(4) Transferred from separate account	7c(4)	0		
	(5) Other (specify below)	7c(5)	7169		
	▶ LOAN REPAYMENTS, MARKET VALUE ADJUSTMENT				
	(6) Total additions			7c(6)	48146
d	Total of balance and additions (add lines **7b** and **7c(6)**)			7d	923538
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	919365		
	(2) Administration charge made by carrier	7e(2)	16		
	(3) Transferred to separate account	7e(3)	0		
	(4) Other (specify below)	7e(4)	4157		
	▶ NEGATIVE MARKET VALUE ADJUSTMENT, TPA FEE				
	(5) Total deductions			7e(5)	923538
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	0

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	0
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	0
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2014

This Form is Open to Public Inspection

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
BESTCARE, INC. EMPLOYEES 401K PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BESTCARE, INC.

D Employer Identification Number (EIN)
13-3121904

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

1 Coverage Information:

(a) Name of insurance carrier

VOYA RETIREMENT INSURANCE AND ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
71-0294708	86509	888643	145	01/01/2014	12/31/2014

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
50514	17556

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

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

NATIONAL PLANNING CORPORATION
401 WILSHIRE BLVD
STE 1100
SANTA MONICA, CA 90401

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
50514	0	COMMISSIONS	3

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

ASSOCIATED PENSION CONSULTANTS INC
6800 JERICHO TPKE
STE 200W
SYOSSET, NY 11791

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
0	17556	TPA PARTNERSHIP AND ALLIANCE PROGRAMS	5

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	**4**	20675
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	4920687

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP PENSION FUNDING

b	Balance at the end of the previous year			**7b**	0
c	Additions: (1) Contributions deposited during the year	**7c(1)**	329		
	(2) Dividends and credits	**7c(2)**	0		
	(3) Interest credited during the year	**7c(3)**	45		
	(4) Transferred from separate account	**7c(4)**	20301		
	(5) Other (specify below)	**7c(5)**	0		
	▶				
	(6) Total additions			**7c(6)**	20675
d	Total of balance and additions (add lines **7b** and **7c(6)**).			**7d**	20675
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**	0		
	(2) Administration charge made by carrier	**7e(2)**	0		
	(3) Transferred to separate account	**7e(3)**	0		
	(4) Other (specify below)	**7e(4)**	0		
	▶				
	(5) Total deductions			**7e(5)**	0
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	20675

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	0
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	0
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2014** **This Form is Open to Public Inspection.**

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
BESTCARE, INC. EMPLOYEES 401K PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BESTCARE, INC.

D Employer Identification Number (EIN)
13-3121904

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

VOYA RETIREMENT INS. & ANNTY. CO.

71-0294708

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

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

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

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

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

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

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

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

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

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

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

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

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

VOYA RETIREMENT INS & ANNTY CO

71-0294708

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	INVESTMENT ADVISORY	0	Yes [X] No [ ]	Yes [X] No [ ]	447	Yes [ ] No [X]

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

JOHN HANCOCK LIFE INSURANCE CO

13-3646501

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15	RECORDKEEPER	434	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2014

This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
BESTCARE, INC. EMPLOYEES 401K PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
BESTCARE, INC.

D Employer Identification Number (EIN)
13-3121904

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)

a Name of MTIA, CCT, PSA, or 103-12 IE: MAP CONTRACT SEPARATE ACCOUNT D

b Name of sponsor of entity listed in (a): VOYA RETIREMENT INSURANCE ANNUITY CO

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)
71-0294708-000	P	4920687

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

2014

This Form is Open to Public Inspection

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
BESTCARE, INC. EMPLOYEES 401K PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BESTCARE, INC.

D Employer Identification Number (EIN)
13-3121904

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	43	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	35020	33605
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	175	3165
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	96994	124011
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	3679191	4920687
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(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)	875392	20675
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	4686815	5102143
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	5526
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	5526
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	4686815	5096617

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)	33604	
(B) Participants	2a(1)(B)	394787	
(C) Others (including rollovers)	2a(1)(C)	7893	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		436284
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1703	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	4029	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		5732
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(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)		228153
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		0
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		670169
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	255041	
(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)		255041
f Corrective distributions (see instructions)	2f		2317
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	434	
(3) Investment advisory and management fees	2i(3)	2565	
(4) Other	2i(4)	10	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		3009
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		260367
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		409802
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: BOGARDT & COMPANY, LLP CPA'S (2) EIN: 11-3413381

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:

		Yes	No	Amount
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.)	4a		X	
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.)	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.)	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.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	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?	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?	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.)	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.)	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?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2014

This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
BESTCARE, INC. EMPLOYEES 401K PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BESTCARE, INC.

D Employer Identification Number (EIN)
13-3121904

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 13-3646501 71-0294708

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

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

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

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):

BESTCARE, INC. EMPLOYEES 401(k) PLAN AND TRUST

FINANCIAL STATEMENTS

and

INDEPENDENT AUDITORS' REPORT

DECEMBER 31, 2014 AND 2013

Bogardt & Company, LLP
Certified Public Accountants
140 Fell Court, Suite 300
Hauppauge, N.Y. 11788

BESTCARE, INC. EMPLOYEES 401(K) PLAN AND TRUST

Financial Statements

and

Independent Auditors' Report

December 31, 2014 and 2013

Bestcare, Inc. Employees 401(k) Plan and Trust

Table of Contents

December 31, 2014 and 2013

Independent Auditors' Report	1-2
Statements of Net Assets Available for Plan Benefits	3
Statements of Changes in Net Assets Available for Plan Benefits	4
Notes to Financial Statements	5 -13
Supplemental Schedule:	
Assets Held for Investment Purposes	14

Bogardt & Company, LLP
Certified Public Accountants

140 Fell Court, Suite 300
Hauppauge, New York 11788

Telephone 631 348-0100
Telefax 631 348-7510
www.bogardtandcompany.com

INDEPENDENT AUDITORS' REPORT

The Board of Directors
Bestcare, Inc.:

We were engaged to audit the accompanying financial statements of the Bestcare, Inc. Employees 401(k) Plan and Trust (the Plan), which comprise the statements of net assets available for plan benefits as of December 31, 2014 and 2013, and the related statements of changes in net assets available for plan benefits for the years ended December 31, 2014 and 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 accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by the Voya Retirement Insurance and Annuity Company and John Hancock Life Insurance Company of New York,

(continued)

(the Custodians), of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Custodians held the Plan's investment assets and executed investment transactions. The Plan Administrator has obtained a certification from the Custodians as of December 31, 2014 and 2013 and for the years ended December 31, 2014 and 2013, that the information provided to the Plan Administrator by the Custodians is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of assets held for investment purposes as of December 31, 2014 is required by the Department of Labor's (DOL) 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 Custodians, 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.

Hauppauge, NY
October 6, 2015

Bogardt & Company, LLP

Bestcare, Inc. Employees 401(k) Plan and Trust
Statements of Net Assets Available for Plan Benefits
As of December 31, 2014 and 2013

	2014	2013
Assets:		
Cash	$ 3,165	218
Participant directed investments at fair value (notes 3, 4 and 7)	4,941,362	4,554,583
Receivables:		
Notes receivable from participants	124,011	96,994
Employer's contributions receivable	33,605	35,020
Total receivables	157,616	132,014
Total assets at fair value	5,102,143	4,686,815
Liabilities:		
Due to Bestcare, Inc.	3,000	-
Due to participants	2,526	-
Total liabilities	5,526	-
Net assets available for plan benefits	$ 5,096,617	4,686,815

See accompanying notes to financial statements.

Bestcare, Inc. Employees 401(k) Plan and Trust
Statements of Changes in Net Assets Available for Plan Benefits
For the Years Ended December 31, 2014 and 2013

	2014	2013
Additions to net assets attributable to:		
Investment income:		
Net appreciation in fair value of investments	$ 228,153	549,656
Interest and dividends	5,732	12,878
Total investment income	233,885	562,534
Contributions:		
Participants'	394,787	417,782
Employer's	33,604	35,020
Rollovers	7,893	41,974
Total contributions	436,284	494,776
Total additions	670,169	1,057,310
Deductions:		
Benefits paid to participants	257,358	402,893
Administration expenses	3,009	2,759
Total deductions	260,367	405,652
Net increase	409,802	651,658
Net assets available for plan benefits:		
Beginning of year	4,686,815	4,035,157
End of year	$ 5,096,617	4,686,815

See accompanying notes to financial statements.

Bestcare Inc. Employees 401(k) Plan and Trust
Notes to Financial Statements
December 31, 2014 and 2013

1. Description of the Plan

The following description of the Bestcare, Inc. Employees 401(k) Plan and Trust (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more comprehensive description of the Plan's provisions. Bestcare, Inc. (the Company) is the Trustee and Plan Administrator. The Plan's Custodian and investment manager was the John Hancock Life Insurance Company of New York (John Hancock) until September 1, 2014 at which time Voya Retirement Insurance and Annuity Company (VOYA) became the investment manager and Custodian, (The Custodians).

a. General - The Plan, is a defined contribution plan, amended May 28, 2004, effective January 1, 2004 covering all employees of the Company including employees of certain related businesses, who are 21 years of age or older, and have completed one year of service; and excludes all professionals and para-professionals in the field force covered by a collective bargaining agreement of Bestcare, Inc. and Bestcare, Inc. d/b/a All City Care. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). Certain employees of the Company administrate the Plan.

b. Contributions and vesting – Participants may elect to defer an amount of compensation up to the maximum allowable dollar limit permitted by the Internal Revenue Code (IRC). All contributions are invested by the Custodians as stipulated by the participant. Participants may elect to commence salary reductions as of January and July of each year. For 2014 and 2013 the Company matched 10% of a participant's salary reduction, provided that salary reductions did not exceed 10% of a participant's annual compensation.

Employees immediately vest in their contributions, plus earnings less losses thereon and vest in the Company's matching contribution upon completing three years of service. Forfeited employer contributions may be allocated to active Plan participants at the end of the year or applied to administrative expenses. For the years ending December 31, 2014 and 2013 the amount of forfeited employer contributions was immaterial.

c. Participant accounts – Company and participant contributions are accounted for separately in individual participant's accounts. In addition, each participant account is credited (charged) with its proportionate share of each fund's investment earnings and other income (losses).

d. Investment options – The Plan provided for contributions to be invested in any of fifty-nine different pooled separate accounts and three guaranteed interest accounts managed by John Hancock until August 31, 2014 and now provides for contributions to be invested in any of twenty-six different pooled separate accounts and two fixed interest account managed by VOYA.

(continued)

1. Description of the Plan (continued)

Pooled separate accounts are collective investments in mutual funds. The Company's contributions are invested in the manner stipulated by each participant.

e. Notes receivable from participants – The Plan allows participants to borrow against their vested account balance with a repayment period not to exceed five years. Interest rates are based on the Company's commercial bank's prime rate of interest plus 1.5% at the time the loan is made. Such notes are limited to the lesser of $50,000 or 50% of their account balance. Principal and interest are paid ratably through payroll deductions. Interest rates were 4.75%. Repayment of the entire balance is permitted at any time. Outstanding notes at December 31, 2014 and 2013 were $124,011 and $96,994 respectively.

f. Benefits – Unless a participant elects to the contrary, lump sum distributions of benefits are made as soon as practicable following a participant attaining normal retirement (age 65) or terminates employment. Should a participant terminate due to becoming disabled while employed, that participant is entitled to 100% of the value of his or her account based upon the Plan's vesting schedule as determined on the actual date of distribution. The death benefit of a participant shall be equal to 100% of the value of the participant's account based upon the Plan's vesting schedule as determined on the actual date of distribution.

If a participant terminates employment for reasons other than retirement, disability or death, he or she is entitled to receive a distribution of the vested portion of his or her account, net of certain fees related to the administration of the Plan.

At December 31, 2014 and 2013 the amount of benefits payable to participants whose employment has been terminated was $912,259 and $671,680 respectively.

2. Summary of significant accounting policies

a. Basis of accounting and presentation - The financial statements of the Plan are prepared under the accrual method of accounting.

b. Use of estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires the Plan Administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at

(continued)

2. Summary of significant accounting policies (continued)

the date of the financial statements and the reported amounts of changes therein during the reporting period. Actual results could differ from those estimates.

c. Investment valuation and income recognition – The pooled separate accounts in the Plan are valued at the fair value of the underlying mutual fund portfolio. The guaranteed interest accounts in the Plan are valued at fair value based upon contributions net of withdrawals less fees plus compounded interest earned over a defined term. The completeness and accuracy of all investment information has been certified by the Custodians (note 3).

Interest income is accrued when earned. The Plan presents, in the Statements of Changes in Net Assets Available for Plan Benefits, investment income which includes interest and dividend income and the net appreciation or (depreciation) in fair value of its investments, which consist of the realized gains or (losses) and unrealized appreciation or (depreciation) on investments.

d. Notes receivable from participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document.

e. Payment of benefits – Benefits are recorded when paid.

f. Risks and uncertainties – The Plan invests in various types of investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risks 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 Statements of Net Assets Available for Plan Benefits.

Recent market conditions have resulted in an unusually high degree of volatility and increased the risks and short-term liquidity associated with certain investments held by the Plan, which could impact the value of the investments after the date of these financial statements.

g. Reclassifications - Certain reclassifications have been made to the financial statements for prior years to conform to the current year presentation.

h. Administrative expenses – The Plan's administration costs are partially paid by the Company.

(continued)

3. Information certified by Custodians

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule including the participant directed investments and notes receivable from participants held at December 31, 2014 and 2013, and net appreciation in fair value of investments, interest and dividends for the years ended December 31, 2014 and 2013, was obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by the Voya Retirement Insurance and Annuity Company and John Hancock Life Insurance Company of New York (the Custodians of the Plan).

4. Fair value measurements

The Plan reports investments in accordance with ASC 820, *Fair Value Measurements* that establishes a framework for measuring fair value which 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 measurement) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 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; 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.

(continued)

4. Fair value measurements (continued)

Following is a description of the valuation methodologies used for assets measured at fair value.

There have been no changes in the methodologies used at December 31, 2014 or 2013.

Pooled Separate Accounts: Valued at the underlying fair values of the investments of mutual funds in the pooled separate accounts.

Guaranteed Interest Accounts and Fixed Interest Account: The fair value of the investment contracts is based on contributions net of withdrawals less fees plus compounded interest earned over a defined term.

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.

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2014 and 2013:

	Investments at fair value as of December 31, 2014			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Target date funds	$ -	4,816,557	-	$ 4,816557
Other	-	61,721	-	61,721
Index funds	-	34,269	-	34,269
Growth funds	-	8,136	-	8,136
Total pooled separate accounts	-	4,920,683	-	4,920,683
Fixed interest account	-	20,679	-	20,679
Total investments at fair value	$ -	4,941,362	-	$ 4,941,362

(continued)

4. Fair value measurements (continued)

	Investments at fair value as of December 31, 2013			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Asset allocation	$ -	2,668,967	-	$ 2,668,967
Growth and income	-	367,893	-	367,893
Growth	-	268,041	-	268,041
Aggressive growth	-	279,586	-	279,586
Other	-	94,704	-	94,704
Total pooled separate accounts	-	3,679,191	-	3,679,191
Guaranteed interest accounts	-	-	875,392	875,392
Total investments at fair value	$ -	3,679,191	875,392	$ 4,554,583

5. Plan termination

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

6. Federal income taxes

The Internal Revenue Service (IRS) has determined and informed the Plan by letter dated July 23, 2010, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan Administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believe that the Plan is qualified and the related Trust is exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not 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, 2014, there are no uncertain positions taken or expected to be taken that would require recognition of a liability 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 Internal Revenue Service examined and accepted the Plan's tax return for the year ending December 31, 2011. The Plan Administrator believes it is no longer subject to income tax for years prior to 2012.

(continued)

7. Investments

The Plan's investments at December 31, 2014 and 2013 consisted of the following:

		2014		2013
Pooled separate accounts at fair value:				
Fair value as determined by quoted market price (fair value)				
Vanguard Target Retirement Income Fund	*	850,972		-
Vanguard Target Retirement 2010 Fund	*	681,528		-
Vanguard Target Retirement 2030 Fund	*	635,767		-
Vanguard Target Retirement 2020 Fund	*	630,913		-
Vanguard Target Retirement 2025 Fund	*	566,308		-
Vanguard Target Retirement 2015 Fund	*	556,246		-
Vanguard Target Retirement 2035 Fund	*	443,975		-
Vanguard Target Retirement 2040 Fund	*	323,522		-
Vanguard Target Retirement 2060 Fund		69,440		-
Vanguard Target Retirement 2050 Fund		31,561		-
DFA Real Estate Securities Portfolio Fund		25,590		-
Vanguard Target Retirement 2045 Fund		23,155		-
Vanguard Mid-Cap Index Fund		21,840		-
Voya Fixed Account		20,675		-
Vanguard Total Stock Market Index Fund		12,429		-
American Funds Washington Mutual Fund		9,536		-
American Funds American Balanced Fund		9,288		-
DFA Inflation-Protected Securities Port Fund		6,273		-
American Funds Fundamental Investor Fund		4,786		-
American Funds The Growth Fund		4,753		-
Clear Bridge Small Cap Growth Fund		3,383		-
DFA U.S. Targeted Value Portfolio Fund		3,170		-
American Funds New Perspective Fund		3,148		-
American Funds Euro Pacific Growth Fund		3,025		-
Neuberger Berman Mid Cap Growth Fund		25		-
Voya Intermediate Bond Fund		25		-
Western Asset High Yield Fund		25		-
Voya Money Market Fund		4		-
Lifestyle Growth 820 Fund		-	*	805,725
Lifestyle Moderate 460 Fund		-	*	555,539
Lifestyle Conservative 280 Fund		-	*	475,261
Lifestyle Balanced 640 Fund		-	*	332,047
Lifestyle Aggressive 1000 Fund		-	*	305,616
Retirement Living 2010		-		140,188
500 Index Fund		-		102,949
JNY Energy Fund		-		66,244
JNY Mutual Beacon Fund		-		65,564
JNY T Rowe Price Health Science Fund		-		64,646
JNY T Rowe Price Equity Income Fund		-		49,036
Fundamental Large Cap Fund		-		44,843
Money Market Fund		-		44,434
Blue Chip Growth Fund		-		41,781
JNY Science and Technology Fund		-		38,196
Utilities Fund		-		37,203
JNY Lord Abbott Mid Cap Value Fund		-		36,624
Capital Appreciation Fund		-		34,513
Disciplined Value Fund		-		31,210

(continued)

7. Investments (continued)

Retirement Living 2015	-		30,144
JNY American Funds Washington Mutual Fund	-		27,911
JNY American Funds Investment Company of America Fund	-		26,610
JNY PIMCO Total Return Fund	-		25,039
JNY Oppenheimer Global Fund	-		24,723
International Value Fund	-		23,817
Equity Income Fund	-		21,511
Heritage Fund	-		18,597
Small Cap Value Fund	-		18,313
Mid Cap Index Fund	-		15,188
JNY Templeton World Fund	-		15,123
International Equity Index Fund	-		13,624
Small Growth Fund	-		13,388
JNY Mutual Discovery Fund	-		12,169
JNY Salomon Brothers High Yield Fund	-		10,536
JNY American Funds Growth Fund	-		9,240
JNY American Funds Euro Pacific Fund	-		9,048
JNY T Rowe Price Spectrum Income Fund	-		8,320
Retirement Living 2030	-		7,651
Retirement Living 2050	-		7,351
JNY PIMCO Global Bond Fund	-		6,994
Real Estate Securities Fund	-		5,759
JNY Legg Part. Aggressive Growth Fund	-		5,628
Retirement Living 2020	-		5,521
Financial Services Fund	-		5,435
Small Cap Index Fund	-		5,058
JNY American Funds Am Balanced Fund	-		4,787
Mid Cap Stock Fund	-		4,686
JNY Oppenheimer Development Market Fund	-		4,457
JNY PIMCO Real Return Fund	-		4,131
Retirement Living 2025	-		3,924
JNY Short Term Federal Fund	-		3,337
DFA U.S. Small Cap Fund	-		2,400
JNY Domini Social Equity Fund	-		1,994
International Small Cap Fund	-		1,429
Growth Value Fund	-		1,296
Franklin Small and Medium Growth Fund	-		985
Investment Quality Bond Fund	-		727
Science and Technology Fund	-		662
Total Stock Market Index Fund	-		59
Total pooled separate accounts	4,941,362		3,679,191
Guaranteeded interest accounts at fair value			
3 Year Guaranteed Interest Account	-	*	503,913
5 Year Guaranteed Interest Account	-	*	255,398
10 Year Guaranteed Interest Account	-		116,081
Total guaranteed interest accounts	-		875,392
Total investments at fair value	$ 4,941,362		$ 4,554,583

* *Represents five percent or more of the Plan's assets as of December 31, 2014 and 2013.*

(continued)

7. Investments (continued)

During the years ending December 31, 2014 and 2013 the Plan's investments in pooled separate accounts including gains and losses on investments bought and sold during the year appreciated in value by $228,153 and $549,656 respectively

8. Related party transactions

VOYA and John Hancock acted as the Plan's Custodians and investment managers, which therefore qualifies their transactions as party-in-interest.

9. Subsequent events

Management has evaluated the impact of all subsequent events on the Plan through October 6, 2015, the date of the financial statements are available to be issued. Management has determined that there are no material subsequent events that would require disclosure in or adjustments to the Plan's financial statements.

Bestcare, Inc. Employees 401(k) Plan and Trust
Form 5500, Sch. H Part IV (i) - Schedule of Assets Held for Investment Purposes
December 31, 2014

Column A	Column B	Column C	Column E
	Identity of Issue, Borrower, Lessor	Description of Investment	Current Value
*	Voya Retirement Ins. & Annty. Co.	Vanguard Target Retirement Income Fund	$ 850,972
*	Voya Retirement Ins. & Annty. Co.	Vanguard Target Retirement 2010 Fund	681,528
*	Voya Retirement Ins. & Annty. Co.	Vanguard Target Retirement 2030 Fund	635,767
*	Voya Retirement Ins. & Annty. Co.	Vanguard Target Retirement 2020 Fund	630,913
*	Voya Retirement Ins. & Annty. Co.	Vanguard Target Retirement 2025 Fund	566,308
*	Voya Retirement Ins. & Annty. Co.	Vanguard Target Retirement 2015 Fund	556,246
*	Voya Retirement Ins. & Annty. Co.	Vanguard Target Retirement 2035 Fund	443,975
*	Voya Retirement Ins. & Annty. Co.	Vanguard Target Retirement 2040 Fund	323,522
*	Voya Retirement Ins. & Annty. Co.	Vanguard Target Retirement 2060 Fund	69,440
*	Voya Retirement Ins. & Annty. Co.	Vanguard Target Retirement 2050 Fund	31,561
*	Voya Retirement Ins. & Annty. Co.	DFA Real Estate Securities Portfolio Fund	25,590
*	Voya Retirement Ins. & Annty. Co.	Vanguard Target Retirement 2045 Fund	23,155
*	Voya Retirement Ins. & Annty. Co.	Vanguard Mid-Cap Index Fund	21,840
*	Voya Retirement Ins. & Annty. Co.	Voya Fixed Account	20,675
*	Voya Retirement Ins. & Annty. Co.	Vanguard Total Stock Market Index Fund	12,429
*	Voya Retirement Ins. & Annty. Co.	American Funds Washington Mutual Fund	9,536
*	Voya Retirement Ins. & Annty. Co.	American Funds American Balanced Fund	9,288
*	Voya Retirement Ins. & Annty. Co.	DFA Inflation-Protected Securities Port Fund	6,273
*	Voya Retirement Ins. & Annty. Co.	American Funds Fundamental Investor Fund	4,786
*	Voya Retirement Ins. & Annty. Co.	American Funds The Growth Fund	4,753
*	Voya Retirement Ins. & Annty. Co.	Clear Bridge Small Cap Growth Fund	3,383
*	Voya Retirement Ins. & Annty. Co.	DFA U.S. Targeted Value Portfolio Fund	3,170
*	Voya Retirement Ins. & Annty. Co.	American Funds New Perspective Fund	3,148
*	Voya Retirement Ins. & Annty. Co.	American Funds Euro Pacific Growth Fund	3,025
*	Voya Retirement Ins. & Annty. Co.	Neuberger Berman Mid Cap Growth Fund	25
*	Voya Retirement Ins. & Annty. Co.	Voya Intermediate Bond Fund	25
*	Voya Retirement Ins. & Annty. Co.	Western Asset High Yield Fund	25
*	Voya Retirement Ins. & Annty. Co.	Voya Money Market Fund	4
*	Notes receivable from participants	Interest 4.75%	124,011
Total assets held for investment purposes			$ 5,065,373

* Party-in-interest transactions, which are exempt from prohibited transactions rules under Section 408(b) of ERISA.

See independent auditors' report

Plan Name: BESTCARE, INC. EMPLOYEES 401(K) PLAN AND TRUST
Plan ID: 812026

Summary of Investment Expenses and Indirect Compensation

The chart below summarizes the investment expenses for the funds available under your Voya Financial, Inc. (Voya) program and the revenue received by Voya from the funds in support of the recordkeeping and administrative services we provide in connection with your plan. Voya uses this revenue to maintain the investment, administrative and technological platforms and other supporting services used by your plan. Part of this revenue may also be used to compensate one or more of your plan's other service providers. Among those additional service providers are the plan's adviser and third party administrator (TPA). For informational purposes, we are providing the amounts paid to certain other providers in the summary below. Amounts shown are expressed as a percentage of program assets based on formulas in effect as of the date above, and are subject to change.

Note: The amounts shown below are not added to each other. Rather, the revenue Voya receives is paid directly or indirectly from the total investment expenses. The compensation paid by Voya is a Voya expense and is not separately charged to the plan.

Summary	
Average Annual Investment Expense of Managed Investment Options (1)	1.07%
Average Annual Managed Investment Option Revenue (2)	0.90%
Average Annual Total Investment Option Revenue (3)	0.90%

[1] **Average Annual Investment Expense of Managed Investment Options**: This is the weighted average of the Total Investment Expenses for the plan investment options, based on assets at the reporting date, excluding any funds for which the expenses are N/A and any self directed brokerage accounts.

[2] **Average Annual Managed Investment Option Revenue**: This is the weighted average revenue to Voya, based on assets at the reporting date, from the funds included in the Total Investment Expenses. (Paid to Voya from Total Investment Expenses)

[3] **Average Annual Total Investment Option Revenue:** This is the weighted average revenue to Voya from all plan investment options, based on assets at the reporting date, including any assets in the Voya Fixed or Guaranteed Accumulation Account.

Plan Name: BESTCARE, INC. EMPLOYEES 401(K) PLAN AND TRUST
Plan ID: 812026

Investment Expenses and Indirect Compensation

The chart below shows the components of the investment expenses for the non-fixed interest funds available under your plan as well as the revenue paid to Voya Financial, Inc. (Voya) from the funds in support of the recordkeeping and administrative services we provide in connection with your plan. The revenue received by Voya from the fund is paid by the fund itself or a related party (e.g. the fund's investment manager) and is not an additional expense above the fund fees. Voya uses this revenue to maintain the investment, administrative and technological platforms and other supporting services used by your plan. Part of this revenue may also be used to compensate your advisor. Amounts shown below are based on charges in effect as of the date above and are subject to change.

Please refer to the Appendix for a description of the services provided in connection with the following fees paid by the Funds to Voya:

		Expenses Paid									Recordkeeping Revenue to Voya				
		Fund Expenses							Voya Contract Charges	Total					
Fund No	Fund Name	(A) Management Fees	(B) 12b-1 Fees	(C) Other Expenses	(D) Gross Fund Expense (A+B+C)	(E) Waivers and Adjustments	(F) Net Fund Expense (D+E)	Prospectus Date	(G) Daily Asset Charge	(H) Total Net Fund Expense (F+G)	(I) Total Daily Asset Charge (From Column G)	(J) Sub TA/Expense Reimbursement	(K) 12b-1 Fee	(L) Service Fee	(M) Total Revenue to Voya (I+J+K+L)
1122	Vanguard Totl Stck Mkt Index Fd Adm	0.03%	0.00%	0.02%	0.05%	0.00%	0.05%	04/28/2014	0.90%	0.95%	0.90%	0.00%	0.00%	0.00%	0.90%
1295	Vanguard Trgt Retire 2010 Fnd Inv	0.00%	0.00%	0.16%	0.16%	0.00%	0.16%	01/27/2014	0.90%	1.06%	0.90%	0.00%	0.00%	0.00%	0.90%
1296	Vanguard Trgt Retire 2020 Fnd Inv	0.00%	0.00%	0.16%	0.16%	0.00%	0.16%	01/27/2014	0.90%	1.06%	0.90%	0.00%	0.00%	0.00%	0.90%
1297	Vanguard Trgt Retire 2030 Fnd Inv	0.00%	0.00%	0.17%	0.17%	0.00%	0.17%	01/27/2014	0.90%	1.07%	0.90%	0.00%	0.00%	0.00%	0.90%
1298	Vanguard Trgt Retire 2040 Fnd Inv	0.00%	0.00%	0.18%	0.18%	0.00%	0.18%	01/27/2014	0.90%	1.08%	0.90%	0.00%	0.00%	0.00%	0.90%
1299	Vanguard Trgt Retire 2050 Fnd Inv	0.00%	0.00%	0.18%	0.18%	0.00%	0.18%	01/27/2014	0.90%	1.08%	0.90%	0.00%	0.00%	0.00%	0.90%
1438	DFA Real Estate Securities Port Inst	0.17%	0.00%	0.02%	0.19%	-0.01%	0.18%	02/28/2014	0.90%	1.08%	0.90%	0.00%	0.00%	0.00%	0.90%
1723	American Funds EuroPacific R6	0.42%	0.00%	0.07%	0.49%	0.00%	0.49%	08/29/2014	0.90%	1.39%	0.90%	0.00%	0.00%	0.00%	0.90%
1724	American Funds Growth Fnd R6	0.28%	0.00%	0.06%	0.34%	0.00%	0.34%	08/29/2014	0.90%	1.24%	0.90%	0.00%	0.00%	0.00%	0.90%
1899	American Funds Nw Prspctv R6	0.39%	0.00%	0.06%	0.45%	0.00%	0.45%	08/29/2014	0.90%	1.35%	0.90%	0.00%	0.00%	0.00%	0.90%
1990	American Funds Wash Mtual R6	0.24%	0.00%	0.06%	0.30%	0.00%	0.30%	08/29/2014	0.90%	1.20%	0.90%	0.00%	0.00%	0.00%	0.90%
2323	American Funds Fdmntl Inv R6	0.25%	0.00%	0.06%	0.31%	0.00%	0.31%	08/29/2014	0.90%	1.21%	0.90%	0.00%	0.00%	0.00%	0.90%
2566	DFA U.S. Targeted Value Port Inst	0.35%	0.00%	0.02%	0.37%	0.00%	0.37%	02/28/2014	0.90%	1.27%	0.90%	0.00%	0.00%	0.00%	0.90%
3223	DFA Inflat-Prot Securities Port Inst	0.10%	0.00%	0.02%	0.12%	0.00%	0.12%	02/28/2014	0.90%	1.02%	0.90%	0.00%	0.00%	0.00%	0.90%
3447	Vanguard Trgt Retire 2060 Fnd Inv	0.00%	0.00%	0.18%	0.18%	0.00%	0.18%	01/27/2014	0.90%	1.08%	0.90%	0.00%	0.00%	0.00%	0.90%
3497	ClrBrg Sm Cp Growth Fnd IS	0.75%	0.00%	0.04%	0.79%	0.00%	0.79%	03/01/2014	0.90%	1.69%	0.90%	0.00%	0.00%	0.00%	0.90%
3528	Western Asst High Yield Fund IS	0.55%	0.00%	0.06%	0.61%	0.00%	0.61%	07/30/2014	0.90%	1.51%	0.90%	0.00%	0.00%	0.00%	0.90%
3833	Neuberger Berman Md Cp Grw Fnd R6	0.61%	0.00%	6.61%	7.22%	-6.53%	0.69%	12/16/2013	0.90%	1.59%	0.90%	0.00%	0.00%	0.00%	0.90%
4062	Voya Fixed Account	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	0.43%	0.43%
628	Voya Money Mkt Fnd A (Holding Acct)	0.40%	0.00%	0.27%	0.67%	0.00%	0.67%	07/31/2014	0.00%	0.67%	0.00%	0.17%	0.00%	0.00%	0.17%
6431	Voya Intermediate Bond Fund R6	0.17%	0.00%	0.17%	0.34%	0.00%	0.34%	07/31/2014	0.90%	1.24%	0.90%	0.00%	0.00%	0.00%	0.90%
7027	American Funds Am Balancd R6	0.24%	0.00%	0.05%	0.29%	0.00%	0.29%	08/29/2014	0.90%	1.19%	0.90%	0.00%	0.00%	0.00%	0.90%
756	Vanguard Mid-Cap Index Fund Adm	0.07%	0.00%	0.02%	0.09%	0.00%	0.09%	04/28/2014	0.90%	0.99%	0.90%	0.00%	0.00%	0.00%	0.90%
791	Vanguard Trgt Retire 2015 Fnd Inv	0.00%	0.00%	0.16%	0.16%	0.00%	0.16%	01/27/2014	0.90%	1.06%	0.90%	0.00%	0.00%	0.00%	0.90%
793	Vanguard Trgt Retire 2035 Fnd Inv	0.00%	0.00%	0.18%	0.18%	0.00%	0.18%	01/27/2014	0.90%	1.08%	0.90%	0.00%	0.00%	0.00%	0.90%

Plan Name: BESTCARE, INC. EMPLOYEES 401(K) PLAN AND TRUST
Plan ID: 812026

		Expenses Paid									Recordkeeping Revenue to Voya				
		Fund Expenses							Voya Contract Charges	Total					
Fund No	Fund Name	(A) Management Fees	(B) 12b-1 Fees	(C) Other Expenses	(D) Gross Fund Expense (A+B+C)	(E) Waivers and Adjustments	(F) Net Fund Expense (D+E)	Prospectus Date	(G) Daily Asset Charge	(H) Total Net Fund Expense (F+G)	(I) Total Daily Asset Charge (From Column G)	(J) Sub TA/Expense Reimbursement	(K) 12b-1 Fee	(L) Service Fee	(M) Total Revenue to Voya (I+J+K+L)
794	Vanguard Trgt Retire 2045 Fnd Inv	0.00%	0.00%	0.18%	0.18%	0.00%	0.18%	01/27/2014	0.90%	1.08%	0.90%	0.00%	0.00%	0.00%	0.90%
795	Vanguard Trgt Retire Income Fnd Inv	0.00%	0.00%	0.16%	0.16%	0.00%	0.16%	01/27/2014	0.90%	1.06%	0.90%	0.00%	0.00%	0.00%	0.90%
926	Vanguard Trgt Retire 2025 Fnd Inv	0.00%	0.00%	0.17%	0.17%	0.00%	0.17%	01/27/2014	0.90%	1.07%	0.90%	0.00%	0.00%	0.00%	0.90%

Plan Name: BESTCARE, INC. EMPLOYEES 401(K) PLAN AND TRUST
Plan ID: 812026

Fund Notes

DFA Real Estate Securities Portfolio - Institutional Class: The "Management Fee," "Total Annual Fund Operating Expenses" and "Total Annual Fund Operating Expenses After Fee Waiver and/or Expense Reimbursement or (Recovery)" have been adjusted to reflect the estimated management fee to be paid by the Portfolio for the fiscal year ended October 31, 2013, as a result of a decrease in the management fee payable by the Portfolio from 0.30% to 0.17% effective February 28, 2012. The Advisor has agreed to waive certain fees and in certain instances, assume certain expenses of the Portfolio. The Fee Waiver and Expense Assumption Agreement for the Portfolio will remain in effect through February 28, 2014, and may not be terminated by the Advisor prior to that date. Under certain circumstances, the Advisor retains the right to seek reimbursement for any fees previously waived and/or expenses previously assumed up to thirty-six months after such fee waiver and/or expense assumption. DFA Real Estate Securities Portfolio - Institutional Class: The Advisor has agreed to waive certain fees and in certain instances, assume certain expenses of the Portfolio. The Fee Waiver and Expense Assumption Agreement for the Portfolio will remain in effect through February 28, 2015, and may only be terminated by the Fund's Board of Directors prior to that date. Under certain circumstances, the Advisor retains the right to seek reimbursement for any fees previously waived and/or expenses previously assumed up to thirty-six months after such fee waiver and/or expense assumption.

ClearBridge Small Cap Growth Fund - Class IS: The manager has agreed to waive fees and/or reimburse operating expenses (other than interest, brokerage, taxes, extraordinary expenses and acquired fund fees and expenses) so that total annual operating expenses are not expected to exceed 1.05% for Class I shares. In addition, total annual fund operating expenses for Class IS shares will not exceed total annual fund operating expenses for Class I shares. These arrangements cannot be terminated prior to December 31, 2015 without the Board of Trustees' consent. The manager is permitted to recapture amounts waived and/or reimbursed to a class during the same fiscal year if the class' total annual operating expenses have fallen to a level below the limits described above.

Western Asset High Yield Fund - Class IS: The manager has agreed to waive fees and/or reimburse operating expenses (other than interest, brokerage commissions, taxes, extraordinary expenses and deferred organizational expenses) so that total annual operating expenses are not expected to exceed 0.65%. In addition, total annual fund operating expenses for Class IS shares will not exceed total annual fund operating expenses for Class I shares, subject to recapture as described. These arrangements cannot be terminated prior to December 31, 2015 without the Board's consent. The manager is permitted to recapture amounts waived or reimbursed within two years after the fiscal year in which the manager earned the fee or incurred the expense if the total annual operating expenses have fallen to a level below the limits described. In no case will the manager recapture any amount that would result, on any particular business day of the fund, in the total annual expenses exceeding this limit or any other lower limit then in effect.

Neuberger Berman Mid Cap Growth Fund - Class R6 Shares: Neuberger Berman Management LLC (NBM) has contractually undertaken to waive and/or reimburse certain fees and expenses so that the total annual operating expenses (excluding interest, taxes, brokerage commissions, acquired fund fees and expenses, dividend expenses relating to short sales, and extraordinary expenses, if any) are limited to 0.68% of average net assets. This undertaking lasts until 8/31/2016 and may not be terminated during its term without the consent of the Board of Trustees. The Fund has agreed that Class R6 will repay NBM for fees and expenses waived or reimbursed for that class provided that repayment does not cause annual operating expenses to exceed 0.68% of its average net assets. Any such repayment must be made within three years after the year in which NBM incurred the expense.

Voya Intermediate Bond Fund - Class R6: The adviser is contractually obligated to limit expenses to 0.50% through August 1, 2015. The limitation does not extend to interest, taxes, brokerage commissions, extraordinary expenses, and Acquired Fund Fees and Expenses. This limitation is subject to possible recoupment by the adviser within 36 months of the waiver or reimbursement. Termination or modification of this obligation requires approval by the Fund's board.

Certain data provided by Morningstar, Inc. ("Morningstar data"). All Morningstar data is © 2015 Morningstar, Inc. All Rights Reserved. Morningstar data contained herein: (1) is proprietary to Morningstar and/or its content providers; (2) may not be copied or distributed; and (3) is not warranted to be accurate, complete or timely. Neither Morningstar nor its content providers are responsible for any damages or losses arising from any use of the Morningstar data. Past performance is no guarantee of future results.

Other Indirect Compensation

Float

Voya and its affiliated companies ("Voya") earn income in the form of bank service credits on contributions awaiting investment and on payments awaiting distribution from the bank accounts that Voya maintains (or "float"). The bank service credits are applied against the bank service fees that apply to the bank accounts that Voya maintains and may not be redeemed for cash. Specifically, the bank accounts have been established to receive and hold for a reasonable time:

- contributions or other amounts to be invested in your retirement plan, or
- amounts redeemed to pay a distribution or disbursement from your plan.

Your Voya service provider will receive income in the form of bank service credits (as described below) and offset such credits against bank service fees that are charged to Voya for the use of such bank accounts and for services provided by the banks for processing receipts or disbursements.

Float Generated by Contributions:

Your Voya service provider uses a bank account to receive and hold contributions or other Plan deposit amounts to be invested. Contributions or other deposit amounts are held until Authorized Instructions are received in good order. Income in the form of bank service credits are earned on the bank account during any waiting period for Authorized Instructions. For Authorized Instructions received in good order by the close of the New York Stock Exchange (normally 4:00 p.m. Eastern Time), contributions or other deposit amounts will be invested on that business day. For Authorized Instructions received in good order after the close of the New York Stock Exchange, contributions or other deposit amounts will be processed on the next business day.

Float Generated by Distributions:

Your Voya service provider and/or one or more of its corporate affiliates receives income in the form of bank service credits in connection with distributions or disbursements that Voya pays on the plan's behalf. The service credits accrue during the period beginning when an amount is redeemed from the Plan's investment to fund a distribution or disbursement check and ending when the check is presented for payment.

Additionally, from time to time, the corporate affiliate of your Voya service provider may receive money market like rates of return on other deposit or short term investment products in which distributions may be held until such time as the check is presented for payment.

Transaction Processing Errors

Voya processes your Plan's investment instructions on an "omnibus" or aggregated basis. If Voya's correction of a Voya processing error results in a loss to your Plan or its Participants, Voya will absorb the loss. If any gain results in connection with the correction of a Voya processing error, Voya will net any such gain against other losses absorbed by Voya and retain any resulting net gain as a component of its compensation for transaction processing services, including its agreement to make Plan and Participant accounts whole for losses resulting from Voya processing errors. For more information on our error correction policy, please refer to Voya Retirement Insurance and Annuity Company's Policy for Correction of Processing Errors ("VRIAC Policy"). The VRIAC policy is posted in the Sponsor Disclosure section of the Sponsor Web.

Revenue Sharing

In addition, to the extent former or current Affiliates of Voya perform services for the Plan, such Affiliate may share any revenue received with Voya or may credit Voya for such revenue against amounts due from Voya to such Affiliate. Such revenue sharing may include, but it is not limited to, revenue sharing in connection with investment management, brokerage or trustee/custodial services.

Conference Support

Some fund families provide financial support to Voya companies in connection with training and education events attended by Voya employees and representatives. This financial support may include expenses associated with meals. For calendar year 2014 such amount was approximately $2.50 per plan. This estimate was determined by dividing the total amount received from all fund families by the number of plans for which Voya provides investment services.

Appendix: Definitions for Indirect Fees

- **Fund No:** The fund number assigned by Voya
- **Fund Name:** The name of the Fund

Please note that some of the funds available under your plan may include Voya proprietary funds. Proprietary funds are funds which are owned by Voya companies. The mutual funds listed for your plan which start with Voya's name are Voya proprietary funds.

FUND EXPENSES

- **Management Fees**: Fees paid to the Fund for investment advisory activities related to the selection and management of fund investments. These fees may include fees paid to the trustee of a collective investment trust.
- **12b-1 Fees**: Fees paid to the Fund for distribution services provided on behalf of a fund. If the fund imposes 12b-1 fees, such payments are made out of fund assets.
- **Other Expenses**: Fees paid to the Fund for other expenses associated with maintenance of a fund, such as: accounting, audit, recordkeeping, prospectus delivery, proxy support, periodic fund reports printing and/or mailing, etc.
- **Gross Fund Expense:** The sum of the management fees, 12b-1 fees and other expenses paid by the Fund.
- **Waivers and Adjustments**: An adjustment to a portion of the mutual fund fees as stated in the fund's most current prospectus. For certain funds, the investment adviser or other service provider to the fund may waive a portion of its fees or reimburse certain fund expenses, which will reduce the expense ratio of the fund for the period of the waiver or adjustment. These waivers and adjustments may not necessarily continue in the future. Please refer to the footnotes at the end of this report for further information regarding any Waivers and Adjustments shown.
- **Net Fund Expense**: The Gross Fund Expense reduced by any waiver or adjustment in effect.
- **Prospectus Date**: The date of the fund prospectus from which the fund fees have been provided.

VOYA CONTRACT CHARGES

- **Daily Asset Charge**: A Voya contract charge assessed against the variable funds for marketing and sales expenses as well as the costs of various services (e.g., call centers, websites, daily valuation systems, regulatory information, transaction processing, communication, education and enrollment support) in support of your program. This fee paid to Voya may be comprised of a base contract charge as well as additional charges for optional services selected by the plan.

- **Total Net Fund Expense**: The Net Fund Expense plus the Daily Asset Charge.
- **Total Revenue to Voya:** The sum of the Total Daily Asset Charge plus amounts received by Voya from the Fund or fund custodian for Sub TA Expense Reimbursement, 12b-1 Fees and other services.

REVENUE TO VOYA

- **Total Daily Asset Charge**: The Daily Asset charge.
- **Sub Transfer Agent (Sub TA) Expense Reimbursement**: The amount paid to Voya Retirement Insurance and Annuity Company ("VRIAC") or its affiliates by the Fund Family or Fund Transfer Agent for plan and participant level recordkeeping services.
- **12b-1 Fees:** The amount paid to VRIAC or its affiliates by the fund family from the fund's 12b-1 fees for distribution services.
- **Service Fee:** The amount paid to VRIAC or its affiliates by the Fund Family or Fund Transfer Agent for other services provided in connection with the investment option. If your plan uses the Voya Fixed Account or Voya Guaranteed Accumulation Account (GAA), the amount shown in the "Service Fee" column represents our reasonable and good faith estimate of the cost of the recordkeeping and other administrative services being offset through a reduction in the rates of interest that would otherwise be credited. In developing our estimate, we applied guidance issued by the Department of Labor in connection with Form 5500 Schedule C reporting. Under that guidance, if the rate of return on a fixed rate investment contract is net of the expense of recordkeeping and similar administrative services, then the amount so "netted" should be reported as a fee charged against the Plan's investment in order to avoid the inference that the Plan services were being provided free of charge. Estimates of those amounts are permitted so long as the estimate is reasonable, and the methodology and assumptions used to prepare the estimate are disclosed.

  The rate credited to your Plan's Fixed Account and/or GAA ("fixed accounts") balance is a "net" rate that reflects the costs of the recordkeeping and other administrative services we provide. We have estimated the amount of that rate reduction and reported it in the "Service Fee" column of our indirect compensation report in order to inform your understanding of the costs of our recordkeeping and administrative services. Set forth below is a description of the method we used in developing our estimate:

  First, we determined the ratio of (1) our estimated internal costs for providing plan recordkeeping, trusteeship and similar services to all of our Plan customers as of the prior calendar year end, to (2) our average total assets during the same calendar year. We applied that ratio to your Plan's fixed account(s) to arrive at an estimate of the dollar amount of reportable compensation attributable to netting the costs of providing such services against the Fixed Account/GAA rate.

- **Total Revenue to Voya:** The sum of the Total Daily Asset Charge plus amounts received by Voya from the Fund or fund custodian for Sub TA Expense Reimbursement, 12b-1 Fees and other services.

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

Name of Plan:

► Bestcare, Inc. Employees 401(k) Plan and Trust

Employer Identification Number:► 13-3121904

For plan year (beginning/ending):► 01/01/14-12/31/14 Plan number:► 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Voya Retirement Ins. & Annty. Co.	American Funds American Balanced		9288
	Voya Retirement Ins. & Annty. Co.	American Funds EuroPacific Growth		3026
	Voya Retirement Ins. & Annty. Co.	American Funds Fundamental Investor		4786
	Voya Retirement Ins. & Annty. Co.	American Funds New Perspective		3148
	Voya Retirement Ins. & Annty. Co.	American Funds The Growth Fund		4753
	Voya Retirement Ins. & Annty. Co.	American Funds Washington Mutual		9536
	Voya Retirement Ins. & Annty. Co.	ClearBridge Small Cap Growth Fund		3383
	Voya Retirement Ins. & Annty. Co.	DFA Inflation-Protected Securities Port		6273
	Voya Retirement Ins. & Annty. Co.	DFA Real Estate Securites Portfolio		25590
	Voya Retirement Ins. & Annty. Co.	DFA U.S. Targeted Value Portfolio		3170
	Voya Retirement Ins. & Annty. Co.	Neuberger Berman Mid Cap Growth		25
	Voya Retirement Ins. & Annty. Co.	Vanguard Mid-Cap Index Fund		21840
	Voya Retirement Ins. & Annty. Co.	Vanguard Target Retirement 2010 Fund		681528
	Voya Retirement Ins. & Annty. Co.	Vanguard Target Retirement 2015 Fund		556246
	Voya Retirement Ins. & Annty. Co.	Vanguard Target Retirement 2020 Fund		630913
	Voya Retirement Ins. & Annty. Co.	Vanguard Target Retirement 2025 Fund		566308
	Voya Retirement Ins. & Annty. Co.	Vanguard Target Retirement 2030 Fund		635767
	Voya Retirement Ins. & Annty. Co.	Vanguard Target Retirement 2035 Fund		443975
	Voya Retirement Ins. & Annty. Co.	Vanguard Target Retirement 2040 Fund		323522
	Voya Retirement Ins. & Annty. Co.	Vanguard Target Retirement 2045 Fund		23155
	Voya Retirement Ins. & Annty. Co.	Vanguard Target Retirement 2050 Fund		31561
	Voya Retirement Ins. & Annty. Co.	Vanguard Target Retirement 2060 Fund		69440
	Voya Retirement Ins. & Annty. Co.	Vanguard Target Retirement Income Fund		850972
	Voya Retirement Ins. & Annty. Co.	Vanguard Total Stock Market Index Fund		12429
	Voya Retirement Ins. & Annty. Co.	Voya Fixed Account		20675
	Voya Retirement Ins. & Annty. Co.	Voya Intermediate Bond Fund		25
	Voya Retirement Ins. & Annty. Co.	Voya Money Market Fund		4
	Voya Retirement Ins. & Annty. Co.	Western Asset High Yield Fund		25
	JP Morgan Chase	Cash		165
	Participant Loans	Interest Rates of 4.75%		124011