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

2015

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

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
ACTIVCARE LIVING, INC 401(K) RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1996

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)

ACTIVCARE LIVING, INC

9619 CHESAPEAKE DR.
SUITE 103
SAN DIEGO, CA 92123-1328

2b Employer Identification Number (EIN)
95-3696840

2c Plan Sponsor's telephone number
858-565-4424

2d Business code (see instructions)
623000

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.	10/17/2016	DEBORAH MURPHY
	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)

Preparer's telephone number

3a	Plan administrator's name and address [X] Same as Plan Sponsor	**3b**	Administrator's EIN
		3c	Administrator's telephone number
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:	**4b**	EIN
a	Sponsor's name	**4c**	PN

5	Total number of participants at the beginning of the plan year	**5**	187
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)**	149
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	143
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	23
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	166
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	166
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	134
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 2F 2G 2J 2K 2T 3D

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)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(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) [ ] ___ **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 2015 Form M-1 annual report. If the plan was not required to file the 2015 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 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.**	**2015** **This Form is Open to Public Inspection.**

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

A Name of plan
ACTIVCARE LIVING, INC 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
95-3696840

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

THE VANGUARD GROUP, INC

23-1945930

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

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

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)

RETIREMENT BENEFITS GROUP

6165 GREENWICH DR
STE 240
SAN DIEGO, CA 92122-5909

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	12024	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

THE VANGUARD GROUP, INC

23-1945930

(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?
99 37 52 64 68 50 15	NONE	5148	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

(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

2015

This Form is Open to Public Inspection.

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

A Name of plan
ACTIVCARE LIVING, INC 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
95-3696840

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: GARTMORE MORLEY STABLE VALUE FUND

b Name of sponsor of entity listed in (a): GARTMORE TRUST COMPANY

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)
93-0573993-001	C	233580

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

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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

2015

This Form is Open to Public Inspection

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

A Name of plan
ACTIVCARE LIVING, INC 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
95-3696840

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	181043	124174
(9) Value of interest in common/collective trusts	1c(9)	103260	233580
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	3168381	3166315
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	3452684	3524069
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	3452684	3524069

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)		
	(B) Participants	2a(1)(B)	247079	
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		247079
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)	0	
	(E) Participant loans	2b(1)(E)	6155	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		6155
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	63058	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		63058
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		1981
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-96375
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		221898
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	133340	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		133340
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	5149	
(3) Investment advisory and management fees	2i(3)	12024	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		17173
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		150513
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		71385
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)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: THEFELD & ASSOCIATES **(2)** EIN: 33-0595513

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	N/A	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	N/A	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				
o	Did the plan trust incur unrelated business taxable income?	4o				
p	Were in-service distributions made during the plan year?	4p				

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

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

6c Name of trustee or custodian	**6d** Trustee's or custodian's telephone number

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

2015

This Form is Open to Public Inspection.

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

A Name of plan
ACTIVCARE LIVING, INC 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
95-3696840

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): 45-0404698

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):

Part VII IRS Compliance Questions

20a Is the plan a 401(k) plan?	☐ Yes	☐ No
20b If "Yes," how does the 401(k) plan satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under sections 401(k)(3) and 401(m)(2)?	☐ Design-based safe harbor method	☐ ADP/ACP test
20c If the ADP/ACP test is used, did the 401(k) plan perform ADP/ACP testing for the plan year using the "current year testing method" for nonhighly compensated employees (Treas. Reg sections 1.401(k)-2(a)(2)(ii) and 1.401(m)-2(a)(2)(ii))?	☐ Yes	☐ No
21a Check the box to indicate the method used by the plan to satisfy the coverage requirements under section 410(b):	☐ Ratio percentage test	☐ Average benefit test
21b Does the plan satisfy the coverage and nondiscrimination tests of sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules?	☐ Yes	☐ No
22a Has the plan been timely amended for all required tax law changes?	☐ Yes	☐ No ☐ N/A

22b Date the last plan amendment/restatement for the required tax law changes was adopted ____/____/____. Enter the applicable code _____ (See instructions for tax law changes and codes).

22c If the plan sponsor is an adopter of a pre-approved master and prototype (M&P) or volume submitter plan that is subject to a favorable IRS opinion or advisory letter, enter the date of that favorable letter _____/_____/_____ and the letter's serial number _____.

22d If the plan is an individually-designed plan and received a favorable determination letter from the IRS, enter the date of the plan's last favorable determination letter _____/_____/_____.

23 Is the Plan maintained in a U.S. territory (i.e., Puerto Rico (if no election under ERISA section 1022(i)(2) has been made), American Samoa, Guam, the Commonwealth of the Northern Mariana Islands or the U.S. Virgin Islands)?	☐ Yes	☐ No

ACTIVCARE LIVING, INC. 401(k) RETIREMENT PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTARY SCHEDULE

Years Ended December 31, 2015 and 2014

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*Other schedules required by 29 CFR 2520.103-10 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.

Thefeld & Associates
Certified Public Accountants

2333 Camino Del Rio South #330
San Diego
California
92108
858 • 490-2710
Fax • 490-2717

Members:
American
Institute of
Certified
Public
Accountants

Members:
California
Society of
Certified
Public
Accountants

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
the ActivCare Living, Inc. 401(k) Retirement Plan
San Diego, California 92123

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of ActivCare Living, Inc. 401(k) Retirement Plan ("Plan"), which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014, and the related statement of changes in net assets available for benefits for the year then ended December 31, 2015, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note C, which was certified by Ascensus Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certification from the trustee as of and for the years ended December 31, 2015 and 2014, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Emphasis-of-Matter

The accompanying financial statements have been prepared assuming that the Plan will continue as a going concern. As stated in Note L to the financial statements, the Board of Directors of ActivCare Living Inc., the Plan's Sponsor, voted on October 6, 2016 to terminate the Plan, which indicates that the Plan is not a going concern. The financial statements do not include any adjustments that might be necessary upon termination. Our opinion is not modified with respect to that matter.

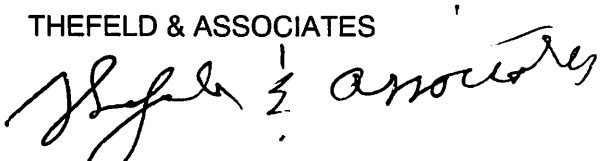
Other Matter

The supplemental schedule of assets held at end of year, as of or for the year ended December 31, 2015, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

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

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

THEFELD & ASSOCIATES



San Diego, California
October 17, 2016

ActivCare Living, Inc. 401(k) Retirement Plan
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2015 and 2014

	2015	2014
ASSETS		
Investments, at fair value	$ 3,400,426	$ 3,272,636
Receivables:		
Notes receivable from participants	124,174	181,043
TOTAL ASSETS	3,524,600	3,453,679
LIABILITIES		
Accrued expenses	726	2,649
TOTAL LIABILITIES	726	2,649
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	3,523,874	3,451,030
Adjustment from fair value to contract value for fully benefit-responsive investment contract	(531)	(995)
NET ASSETS AVAILABLE FOR BENEFITS	$ 3,523,343	$ 3,450,035

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

ActivCare Living, Inc. 401(k) Retirement Plan
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year ended December 31, 2015

ADDITIONS		
Additions to net assets attributed to:		
Investment income:		
Dividends		$ 64,048
Net appreciation (depreciation) in fair value of investments		(95,384)
		(31,336)
Interest income on notes receivable from participants		6,155
Contributions:		
Participants		247,055
	TOTAL ADDITIONS	221,874
DEDUCTIONS		
Deductions from net assets attributed to:		
Benefits paid to participants		133,341
Administrative and advisor fees		15,225
	TOTAL DEDUCTIONS	148,566
	NET INCREASE	73,308
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year		3,450,035
	END OF YEAR	$ 3,523,343

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

ActivCare Living, Inc. 401(k) Retirement Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2015

NOTE A – DESCRIPTION OF PLAN

The following description of the ActivCare Living, Inc. ("Company") 401(k) Retirement Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution, a prototype Plan established by Ascensus Inc. ("Ascensus"), covering all eligible employees, as defined in the Plan, who have reached age 21 and have completed 1 year of service. Participants are eligible to participate in the Plan on the first day of the month following eligibility. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is administered by the Company. The Plan trustee, Ascensus Trust Company, has the authority and responsibility for the management and investment of the Plan assets. The Plan is an individual account plan where the participants have the opportunity to exercise control over the assets in their individual account and to choose, among a range of investment funds, the manner in which the assets in their account are invested. There are no non-participant directed funds with the Plan.

Contributions

Each year, participants may contribute up to 20% of pretax annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. The participants may make two kinds of elective deferrals – pre-tax elective deferrals and/or Roth elective deferrals. See Note K for a discussion on Roth elective deferrals. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers 27 mutual funds and 1 stable fund as investment options for participants. The Company may make discretionary matching contributions to the Plan. Contributions are subject to certain limitations. There were no discretionary contributions made by the employer in 2015 and 2014.

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contribution and (b) Plan earnings, and charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings or account balances or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

The portion of the participant's account attributable to elective deferral contributions plus actual earnings thereon and rollover contributions is 100% vested immediately and non-forfeitable. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is 100% vested after three years of credited services.

NOTE A – DESCRIPTION OF PLAN (continued)

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant's account. Participants are not permitted to take loans from their Roth elective deferrals. The interest on loan is equal to the prime rate as published in *The Wall Street Journal* plus one percentage points. Loan terms range from 1 to 30 years. In 2015 and 2014, loan interest rate was 4.25% per annum. Principal and interest is paid ratably through semi-monthly payroll deductions. Interest income for 2015 and 2014 were $6,155 and $8,702, respectively.

Payment of Benefits

On termination of service due to death, disability or retirement, a participant (or beneficiary) may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or non-recurring partial payment from the vested portion of his or her account. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

Forfeited Accounts

Unvested 401(k) amounts forfeited by terminated employees will be applied to reduce employer contribution and administration fees. At December 31, 2015 and 2014, there were no forfeited amounts.

Administrative and Advisor Fees

The fees charged by the Plan's investment advisor are allocated pro-rata among the account balances of all participants in the Plan based on the ratio of each participant's account balance to the aggregate of all participants' accounts balances under the Plan. Fees to process distributions and loans are charged directly against the requesting participant's account balance. The administrative fees for 2015 and 2014 were $15,225 and $18,112, respectively.

In addition to the fees for the audited financial statements, the Company absorbs the administrative fees charged by the Plan's recordkeeper and trustee. In 2015 and 2014, the administrative fees paid by the Company were $9,263 and $8,075, respectively.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of the Plan's significant accounting policies consistently applied in the preparation of the accompanying financial statements follows.

Basis of Accounting

The Plan uses the accrual basis of accounting in conformity with generally accepted accounting principles.

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

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investments Valuation and Income Recognition

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

Dividend income is accrued on the exdividend date. Purchases and sales of securities are recorded on a trade-date basis. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold, as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balances plus any accrued but unpaid interest. Delinquent notes receivable from participants are recorded as a distribution based upon the terms of the Plan document.

Payment of Benefits

Benefits are recorded when paid.

NOTE C – INVESTMENTS

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by the Plan trustee.

	2015	2014
Investments, at fair value	$3,165,368	$3,168,381
Investments, at contract value	233,580	103,260
Participants loans	123,326	179,784
Investment income (loss)	(24,775)	203,188

The following investments represent 5% or more of the Plan's net assets available for benefits at December 31, 2015 and 2014.

Description of Investment	2015	2014
Vanguard Target Retirement 2020 Inv – 28,715 and 28,768 shares, respectively	$ 779,606	$ 818,736
Vanguard Target Retirement 2015 Inv – 35,453 and 28,751 shares, respectively	504,502	439,607
Vanguard Target Retirement 2030 Inv – 15,556 and 13,889 shares, respectively	431,214	403,340
Vanguard Target Retirement 2025 Inv – 19,302 and 16,639 shares, respectively	301,496	275,036
Vanguard Target Retirement 2010 Inv – 9,928 and 11,460 shares, respectively	247,017	301,619
Morley Stable Value Fund Class 125 – 9,405 and 4,211 shares, respectively	234,111	104,255
Vanguard Target Retirement 2035 Inv – 10,962 and 9,180 shares, respectively	184,605	163,763

The average yield for 2015 and 2014 was approximately -0.90% and 5.96%, respectively. Dividend income for 2015 and 2014 were $64,048 and $82,445, respectively. The fair values of the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated by $95,384 in 2015 and appreciated by $113,301 in 2014, as follows:

	2015	2014
Stable funds	$ 1,981	$ 194
Mutual funds	(97,365)	113,107

NOTE D - FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future 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.

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Mutual funds: Valued at the quoted net asset value of the shares held by the Plan at year end.

Stable funds (collective trust funds): Valued at net asset value, exclusive of the adjustment to contract value, of the collective trust funds held by the Plan at year end.

The following table sets forth by level within the fair value hierarchy the Plan's assets at fair value as of December 31, 2015, and 2014:

	Assets at Fair Value as of December 31, 2015			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 3,166,315	-	-	$ 3,166,315
Stable funds	-	$ 234,111	-	234,111
Total assets at fair value	$ 3,166,315	$ 234,111	-	$ 3,400,426

	Assets at Fair Value as of December 31, 2014			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 3,168,381	-	-	$ 3,168,381
Stable funds	-	$ 104,255	-	104,255
Total assets at fair value	$ 3,168,381	$ 104,255	-	$ 3,272,636

NOTE E – STABLE FUNDS

During 2015 and 2014, the Plan invested in Morley Stable Value Fund ("Fund"), which is a collective investment fund offered by Morley Capital Management Collective Investment Trust.

The objective of the Morley Stable Value Fund is to provide preservation of capital, relatively stable returns consistent with its comparatively low risk profile, and liquidity for benefit-responsive payments. The Fund seeks to achieve this objective by investing primarily in a variety of high quality stable value investment contracts, as well as cash and cash equivalents. It is intended that the Fund's stable value investment contracts will maintain a minimum weighted average credit quality rating of A or better. The duration of the Fund's investments will not exceed 4 years. The Fund is typically appropriate for investors who desire low volatility, stable principal value, and returns commensurate with a capital preservation objective for a component of their retirement savings. The Fund is designed for long term retirement investing.

The Morley Stable Value Fund follows the accounting and reporting guidance in the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Sections 946, *Financial Services – Investment Companies.*

Note 2, Summary of Significant Accounting Policies, of the Morley Stable Value Fund financial statements provides a detailed discussion of its valuation policies. The financial statements of Morley Stable Value Fund are available upon request.

The Plan does not invest directly in fully benefit-responsive contracts, and therefore is not required to include it its financial statements the disclosure requirements for stable value investment funds. For more information not included in these financial statements, refer to the financial statements of Morley Stable Value Fund.

The fair value to contract value ratio for the Plan as of December 31, 2015 and 2014 was:

	2015	2014
Net assets reflecting investments at fair value	$ 3,523,874	$ 3,451,030
Net assets reflecting investments at contract value	3,523,343	3,450,035
Fair value to contract value ratio	100.02%	100.03%

NOTE F – PLAN TERMINATION

As discussed in Note L, the Board of Directors voted to terminate the Plan effective October 15, 2016. The Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants become 100% vested in their employer contributions.

NOTE G – RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDUE H OF FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500:

	2015	2014
Net assets available for benefits per the financial statements	$ 3,523,343	$ 3,450,035
Accrued expenses, end of year	726	2,649
Net assets available for benefits per Schedule H to the Form 5500	$ 3,524,069	$ 3,452,684

The following is a reconciliation of net increase in net assets available for benefits per the financial statements to Schedule H of Form 5500:

	2015	2014
Net increase in net assets available for benefits per the financial statements	$ 73,308	$ 327,335
Contributions receivable, beg of year	-	(6,186)
Accrued interest on notes receivable, beg of year	-	(486)
Accrued expenses, beg of year	(2,649)	-
Accrued expenses, end of year	726	2,649
Net increase in net assets available for benefits per Schedule H to the Form 5500	$ 71,385	$ 323,312

There were no Plan assets allocated to participants who had elected to withdraw from the Plan as of December 31, 2015 and 2014.

NOTE H – PARTY IN-INTEREST TRANSACTION

Certain Plan investments are shares of mutual funds managed by Vanguard. Vanguard Retirement Plan Services provides the Plan recordkeeping services and, therefore, these transactions quality as party-in-interest.

NOTE I – TAX STATUS

The Plan is using the Ascensus Inc. Prototype Plan and as such the Internal Revenue Service will not issue a determination letter with respect to this Plan. However, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code.

NOTE J – RISKS AND UNCERTAINTIES

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

NOTE K – PLAN AMENDMENT

Effective October 1, 2014, an amendment to the Plan was adopted that permits Roth Elective Deferrals. The total Roth elective deferrals for 2015 and 2014 were $91 and $63, respectively.

Effective January 1, 2015, an amendment to the Plan was adopted that authorizes automatic contribution arrangement in the Plan.

NOTE L – SUBSEQUENT EVENT

On October 6, 2016, the Board of Directors voted to terminate the Plan effective October 15, 2016 and intended to distribute all the assets by December 31, 2016.

The Plan has evaluated subsequent events through October 17, 2016, the date the financial statements were available to be issued.

SUPPLEMENTARY SCHEDULE

ActivCare Living, Inc. 401(k) Retirement Plan
SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN 95-3696840
Plan #001
December 31, 2015

(a)	(b) Identity of Issue, Brrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(e) Current Value
	Morley Stable Value Fund Fee Class 125	Common/collective trust	$ 234,111
	Vanguard 500 Index Admiral	Registered investment company	60,818
	Vanguard Value Index Admiral	Registered investment company	267
	Vanguard Growth Index Adm	Registered investment company	256
	Prudential Jennison Utility Z	Registered investment company	94,911
	Vanguard Small Cap Index Admiral	Registered investment company	20,438
	Principal Global Div Inc Instl	Registered investment company	261
	Prudential Total Return Bond	Registered investment company	14,209
	Vanguard Extended Mkt Index Admiral	Registered investment company	117,658
	American Funds EuroPacific Gr R6	Registered investment company	32,698
	Vanguard Mid-Cap Value Index Inv	Registered investment company	2,631
	Vanguard Mid-Cap Growth Index Inv	Registered investment company	8,395
	DFA U.S. Targeted Value Portfolio I	Registered investment company	4,082
	Vanguard Small Cap Growth Index Inv	Registered investment company	2,261
	Vanguard Target Retirement 2010 Inv	Registered investment company	247,017
	Vanguard Target Retirement 2015 Inv	Registered investment company	504,502
	Vanguard Target Retirement 2020 Inv	Registered investment company	779,606
	Vanguard Target Retirement 2025 Inv	Registered investment company	301,496
	Vanguard Target Retirement 2030 Inv	Registered investment company	431,214
	Vanguard Target Retirement 2035 Inv	Registered investment company	184,605
	Vanguard Target Retirement 2040 Inv	Registered investment company	86,375
	Vanguard Target Retirement 2045 Inv	Registered investment company	156,127
	Vanguard Target Retirement 2050 Inv	Registered investment company	20,275
	Vanguard Target Retirement 2055 Inv	Registered investment company	5,944
	Vanguard Target Retirement 2060 Inv	Registered investment company	35,864
	Goldman Sachs Strategic Income Instl	Registered investment company	11,625
	Vanguard Total Bond Market Index Adm	Registered investment company	475
	Vanguard Target Retirement Income Inv	Registered investment company	42,305
	Participant Loans	4.25% interest, maturity dates range from 7/19/2016 to 1/30/2044	124,174
			$ 3,524,600

ACTIVCARE LIVING, INC. 401(k) RETIREMENT PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTARY SCHEDULE

Years Ended December 31, 2015 and 2014

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*Other schedules required by 29 CFR 2520.103-10 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.

Thefeld & Associates
Certified Public Accountants

2333 Camino Del Rio South #330
San Diego
California
92108
858 • 490-2710
Fax • 490-2717

Members:
American
Institute of
Certified
Public
Accountants

Members:
California
Society of
Certified
Public
Accountants

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
the ActivCare Living, Inc. 401(k) Retirement Plan
San Diego, California 92123

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of ActivCare Living, Inc. 401(k) Retirement Plan ("Plan"), which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014, and the related statement of changes in net assets available for benefits for the year then ended December 31, 2015, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note C, which was certified by Ascensus Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certification from the trustee as of and for the years ended December 31, 2015 and 2014, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Emphasis-of-Matter

The accompanying financial statements have been prepared assuming that the Plan will continue as a going concern. As stated in Note L to the financial statements, the Board of Directors of ActivCare Living Inc., the Plan's Sponsor, voted on October 6, 2016 to terminate the Plan, which indicates that the Plan is not a going concern. The financial statements do not include any adjustments that might be necessary upon termination. Our opinion is not modified with respect to that matter.

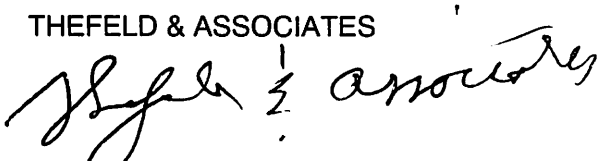
Other Matter

The supplemental schedule of assets held at end of year, as of or for the year ended December 31, 2015, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

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

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

THEFELD & ASSOCIATES



San Diego, California
October 17, 2016

ActivCare Living, Inc. 401(k) Retirement Plan
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2015 and 2014

	2015	2014
ASSETS		
Investments, at fair value	$ 3,400,426	$ 3,272,636
Receivables:		
Notes receivable from participants	124,174	181,043
TOTAL ASSETS	3,524,600	3,453,679
LIABILITIES		
Accrued expenses	726	2,649
TOTAL LIABILITIES	726	2,649
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	3,523,874	3,451,030
Adjustment from fair value to contract value for fully benefit-responsive investment contract	(531)	(995)
NET ASSETS AVAILABLE FOR BENEFITS	$ 3,523,343	$ 3,450,035

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

ActivCare Living, Inc. 401(k) Retirement Plan
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year ended December 31, 2015

ADDITIONS		
Additions to net assets attributed to:		
Investment income:		
Dividends		$ 64,048
Net appreciation (depreciation) in fair value of investments		(95,384)
		(31,336)
Interest income on notes receivable from participants		6,155
Contributions:		
Participants		247,055
	TOTAL ADDITIONS	221,874
DEDUCTIONS		
Deductions from net assets attributed to:		
Benefits paid to participants		133,341
Administrative and advisor fees		15,225
	TOTAL DEDUCTIONS	148,566
	NET INCREASE	73,308
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year		3,450,035
	END OF YEAR	$ 3,523,343

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

ActivCare Living, Inc. 401(k) Retirement Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2015

NOTE A – DESCRIPTION OF PLAN

The following description of the ActivCare Living, Inc. ("Company") 401(k) Retirement Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution, a prototype Plan established by Ascensus Inc. ("Ascensus"), covering all eligible employees, as defined in the Plan, who have reached age 21 and have completed 1 year of service. Participants are eligible to participate in the Plan on the first day of the month following eligibility. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is administered by the Company. The Plan trustee, Ascensus Trust Company, has the authority and responsibility for the management and investment of the Plan assets. The Plan is an individual account plan where the participants have the opportunity to exercise control over the assets in their individual account and to choose, among a range of investment funds, the manner in which the assets in their account are invested. There are no non-participant directed funds with the Plan.

Contributions

Each year, participants may contribute up to 20% of pretax annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. The participants may make two kinds of elective deferrals – pre-tax elective deferrals and/or Roth elective deferrals. See Note K for a discussion on Roth elective deferrals. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers 27 mutual funds and 1 stable fund as investment options for participants. The Company may make discretionary matching contributions to the Plan. Contributions are subject to certain limitations. There were no discretionary contributions made by the employer in 2015 and 2014.

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contribution and (b) Plan earnings, and charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings or account balances or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

The portion of the participant's account attributable to elective deferral contributions plus actual earnings thereon and rollover contributions is 100% vested immediately and non-forfeitable. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is 100% vested after three years of credited services.

NOTE A – DESCRIPTION OF PLAN (continued)

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant's account. Participants are not permitted to take loans from their Roth elective deferrals. The interest on loan is equal to the prime rate as published in *The Wall Street Journal* plus one percentage points. Loan terms range from 1 to 30 years. In 2015 and 2014, loan interest rate was 4.25% per annum. Principal and interest is paid ratably through semi-monthly payroll deductions. Interest income for 2015 and 2014 were $6,155 and $8,702, respectively.

Payment of Benefits

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Forfeited Accounts

Unvested 401(k) amounts forfeited by terminated employees will be applied to reduce employer contribution and administration fees. At December 31, 2015 and 2014, there were no forfeited amounts.

Administrative and Advisor Fees

The fees charged by the Plan's investment advisor are allocated pro-rata among the account balances of all participants in the Plan based on the ratio of each participant's account balance to the aggregate of all participants' accounts balances under the Plan. Fees to process distributions and loans are charged directly against the requesting participant's account balance. The administrative fees for 2015 and 2014 were $15,225 and $18,112, respectively.

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	2015	2014
Stable funds	$ 1,981	$ 194
Mutual funds	(97,365)	113,107

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The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future 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 fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 3 inputs were available to the Plan.

Mutual funds: Valued at the quoted net asset value of the shares held by the Plan at year end.

Stable funds (collective trust funds): Valued at net asset value, exclusive of the adjustment to contract value, of the collective trust funds held by the Plan at year end.

The following table sets forth by level within the fair value hierarchy the Plan's assets at fair value as of December 31, 2015, and 2014:

	Assets at Fair Value as of December 31, 2015			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 3,166,315	-	-	$ 3,166,315
Stable funds	-	$ 234,111	-	234,111
Total assets at fair value	$ 3,166,315	$ 234,111	-	$ 3,400,426

	Assets at Fair Value as of December 31, 2014			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 3,168,381	-	-	$ 3,168,381
Stable funds	-	$ 104,255	-	104,255
Total assets at fair value	$ 3,168,381	$ 104,255	-	$ 3,272,636

NOTE E – STABLE FUNDS

During 2015 and 2014, the Plan invested in Morley Stable Value Fund ("Fund"), which is a collective investment fund offered by Morley Capital Management Collective Investment Trust.

The objective of the Morley Stable Value Fund is to provide preservation of capital, relatively stable returns consistent with its comparatively low risk profile, and liquidity for benefit-responsive payments. The Fund seeks to achieve this objective by investing primarily in a variety of high quality stable value investment contracts, as well as cash and cash equivalents. It is intended that the Fund's stable value investment contracts will maintain a minimum weighted average credit quality rating of A or better. The duration of the Fund's investments will not exceed 4 years. The Fund is typically appropriate for investors who desire low volatility, stable principal value, and returns commensurate with a capital preservation objective for a component of their retirement savings. The Fund is designed for long term retirement investing.

The Morley Stable Value Fund follows the accounting and reporting guidance in the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Sections 946, *Financial Services – Investment Companies.*

Note 2, Summary of Significant Accounting Policies, of the Morley Stable Value Fund financial statements provides a detailed discussion of its valuation policies. The financial statements of Morley Stable Value Fund are available upon request.

The Plan does not invest directly in fully benefit-responsive contracts, and therefore is not required to include it its financial statements the disclosure requirements for stable value investment funds. For more information not included in these financial statements, refer to the financial statements of Morley Stable Value Fund.

The fair value to contract value ratio for the Plan as of December 31, 2015 and 2014 was:

	2015	2014
Net assets reflecting investments at fair value	$ 3,523,874	$ 3,451,030
Net assets reflecting investments at contract value	3,523,343	3,450,035
Fair value to contract value ratio	100.02%	100.03%

NOTE F – PLAN TERMINATION

As discussed in Note L, the Board of Directors voted to terminate the Plan effective October 15, 2016. The Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants become 100% vested in their employer contributions.

NOTE G – RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDUE H OF FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500:

	2015	2014
Net assets available for benefits per the financial statements	$ 3,523,343	$ 3,450,035
Accrued expenses, end of year	726	2,649
Net assets available for benefits per Schedule H to the Form 5500	$ 3,524,069	$ 3,452,684

The following is a reconciliation of net increase in net assets available for benefits per the financial statements to Schedule H of Form 5500:

	2015	2014
Net increase in net assets available for benefits per the financial statements	$ 73,308	$ 327,335
Contributions receivable, beg of year	-	(6,186)
Accrued interest on notes receivable, beg of year	-	(486)
Accrued expenses, beg of year	(2,649)	-
Accrued expenses, end of year	726	2,649
Net increase in net assets available for benefits per Schedule H to the Form 5500	$ 71,385	$ 323,312

There were no Plan assets allocated to participants who had elected to withdraw from the Plan as of December 31, 2015 and 2014.

NOTE H – PARTY IN-INTEREST TRANSACTION

Certain Plan investments are shares of mutual funds managed by Vanguard. Vanguard Retirement Plan Services provides the Plan recordkeeping services and, therefore, these transactions quality as party-in-interest.

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

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Effective October 1, 2014, an amendment to the Plan was adopted that permits Roth Elective Deferrals. The total Roth elective deferrals for 2015 and 2014 were $91 and $63, respectively.

Effective January 1, 2015, an amendment to the Plan was adopted that authorizes automatic contribution arrangement in the Plan.

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On October 6, 2016, the Board of Directors voted to terminate the Plan effective October 15, 2016 and intended to distribute all the assets by December 31, 2016.

The Plan has evaluated subsequent events through October 17, 2016, the date the financial statements were available to be issued.

SUPPLEMENTARY SCHEDULE

ActivCare Living, Inc. 401(k) Retirement Plan
SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN 95-3696840
Plan #001
December 31, 2015

(a)	(b) Identity of Issue, Brrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(e) Current Value
	Morley Stable Value Fund Fee Class 125	Common/collective trust	$ 234,111
	Vanguard 500 Index Admiral	Registered investment company	60,818
	Vanguard Value Index Admiral	Registered investment company	267
	Vanguard Growth Index Adm	Registered investment company	256
	Prudential Jennison Utility Z	Registered investment company	94,911
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	Vanguard Target Retirement 2030 Inv	Registered investment company	431,214
	Vanguard Target Retirement 2035 Inv	Registered investment company	184,605
	Vanguard Target Retirement 2040 Inv	Registered investment company	86,375
	Vanguard Target Retirement 2045 Inv	Registered investment company	156,127
	Vanguard Target Retirement 2050 Inv	Registered investment company	20,275
	Vanguard Target Retirement 2055 Inv	Registered investment company	5,944
	Vanguard Target Retirement 2060 Inv	Registered investment company	35,864
	Goldman Sachs Strategic Income Instl	Registered investment company	11,625
	Vanguard Total Bond Market Index Adm	Registered investment company	475
	Vanguard Target Retirement Income Inv	Registered investment company	42,305
	Participant Loans	4.25% interest, maturity dates range from 7/19/2016 to 1/30/2044	124,174
			$ 3,524,600

ACTIVCARE LIVING, INC. 401(k) RETIREMENT PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTARY SCHEDULE

Years Ended December 31, 2015 and 2014

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*Other schedules required by 29 CFR 2520.103-10 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.

Thefeld & Associates
Certified Public Accountants

2333 Camino Del Rio South #330
San Diego
California
92108
858 • 490-2710
Fax • 490-2717

Members:
American
Institute of
Certified
Public
Accountants

Members:
California
Society of
Certified
Public
Accountants

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
the ActivCare Living, Inc. 401(k) Retirement Plan
San Diego, California 92123

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of ActivCare Living, Inc. 401(k) Retirement Plan ("Plan"), which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014, and the related statement of changes in net assets available for benefits for the year then ended December 31, 2015, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note C, which was certified by Ascensus Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certification from the trustee as of and for the years ended December 31, 2015 and 2014, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Emphasis-of-Matter

The accompanying financial statements have been prepared assuming that the Plan will continue as a going concern. As stated in Note L to the financial statements, the Board of Directors of ActivCare Living Inc., the Plan's Sponsor, voted on October 6, 2016 to terminate the Plan, which indicates that the Plan is not a going concern. The financial statements do not include any adjustments that might be necessary upon termination. Our opinion is not modified with respect to that matter.

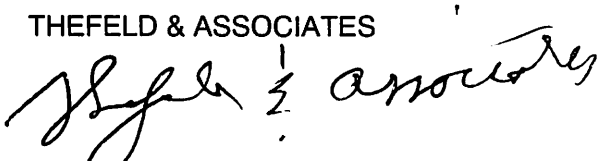
Other Matter

The supplemental schedule of assets held at end of year, as of or for the year ended December 31, 2015, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

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

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

THEFELD & ASSOCIATES



San Diego, California
October 17, 2016

ActivCare Living, Inc. 401(k) Retirement Plan
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2015 and 2014

	2015	2014
ASSETS		
Investments, at fair value	$ 3,400,426	$ 3,272,636
Receivables:		
Notes receivable from participants	124,174	181,043
TOTAL ASSETS	3,524,600	3,453,679
LIABILITIES		
Accrued expenses	726	2,649
TOTAL LIABILITIES	726	2,649
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	3,523,874	3,451,030
Adjustment from fair value to contract value for fully benefit-responsive investment contract	(531)	(995)
NET ASSETS AVAILABLE FOR BENEFITS	$ 3,523,343	$ 3,450,035

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

ActivCare Living, Inc. 401(k) Retirement Plan
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year ended December 31, 2015

ADDITIONS		
Additions to net assets attributed to:		
Investment income:		
Dividends		$ 64,048
Net appreciation (depreciation) in fair value of investments		(95,384)
		(31,336)
Interest income on notes receivable from participants		6,155
Contributions:		
Participants		247,055
	TOTAL ADDITIONS	221,874
DEDUCTIONS		
Deductions from net assets attributed to:		
Benefits paid to participants		133,341
Administrative and advisor fees		15,225
	TOTAL DEDUCTIONS	148,566
	NET INCREASE	73,308
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year		3,450,035
	END OF YEAR	$ 3,523,343

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

ActivCare Living, Inc. 401(k) Retirement Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2015

NOTE A – DESCRIPTION OF PLAN

The following description of the ActivCare Living, Inc. ("Company") 401(k) Retirement Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution, a prototype Plan established by Ascensus Inc. ("Ascensus"), covering all eligible employees, as defined in the Plan, who have reached age 21 and have completed 1 year of service. Participants are eligible to participate in the Plan on the first day of the month following eligibility. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is administered by the Company. The Plan trustee, Ascensus Trust Company, has the authority and responsibility for the management and investment of the Plan assets. The Plan is an individual account plan where the participants have the opportunity to exercise control over the assets in their individual account and to choose, among a range of investment funds, the manner in which the assets in their account are invested. There are no non-participant directed funds with the Plan.

Contributions

Each year, participants may contribute up to 20% of pretax annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. The participants may make two kinds of elective deferrals – pre-tax elective deferrals and/or Roth elective deferrals. See Note K for a discussion on Roth elective deferrals. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers 27 mutual funds and 1 stable fund as investment options for participants. The Company may make discretionary matching contributions to the Plan. Contributions are subject to certain limitations. There were no discretionary contributions made by the employer in 2015 and 2014.

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contribution and (b) Plan earnings, and charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings or account balances or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

The portion of the participant's account attributable to elective deferral contributions plus actual earnings thereon and rollover contributions is 100% vested immediately and non-forfeitable. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is 100% vested after three years of credited services.

NOTE A – DESCRIPTION OF PLAN (continued)

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant's account. Participants are not permitted to take loans from their Roth elective deferrals. The interest on loan is equal to the prime rate as published in *The Wall Street Journal* plus one percentage points. Loan terms range from 1 to 30 years. In 2015 and 2014, loan interest rate was 4.25% per annum. Principal and interest is paid ratably through semi-monthly payroll deductions. Interest income for 2015 and 2014 were $6,155 and $8,702, respectively.

Payment of Benefits

On termination of service due to death, disability or retirement, a participant (or beneficiary) may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or non-recurring partial payment from the vested portion of his or her account. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

Forfeited Accounts

Unvested 401(k) amounts forfeited by terminated employees will be applied to reduce employer contribution and administration fees. At December 31, 2015 and 2014, there were no forfeited amounts.

Administrative and Advisor Fees

The fees charged by the Plan's investment advisor are allocated pro-rata among the account balances of all participants in the Plan based on the ratio of each participant's account balance to the aggregate of all participants' accounts balances under the Plan. Fees to process distributions and loans are charged directly against the requesting participant's account balance. The administrative fees for 2015 and 2014 were $15,225 and $18,112, respectively.

In addition to the fees for the audited financial statements, the Company absorbs the administrative fees charged by the Plan's recordkeeper and trustee. In 2015 and 2014, the administrative fees paid by the Company were $9,263 and $8,075, respectively.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of the Plan's significant accounting policies consistently applied in the preparation of the accompanying financial statements follows.

Basis of Accounting

The Plan uses the accrual basis of accounting in conformity with generally accepted accounting principles.

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

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investments Valuation and Income Recognition

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

Dividend income is accrued on the exdividend date. Purchases and sales of securities are recorded on a trade-date basis. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold, as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balances plus any accrued but unpaid interest. Delinquent notes receivable from participants are recorded as a distribution based upon the terms of the Plan document.

Payment of Benefits

Benefits are recorded when paid.

NOTE C – INVESTMENTS

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by the Plan trustee.

	2015	2014
Investments, at fair value	$3,165,368	$3,168,381
Investments, at contract value	233,580	103,260
Participants loans	123,326	179,784
Investment income (loss)	(24,775)	203,188

The following investments represent 5% or more of the Plan's net assets available for benefits at December 31, 2015 and 2014.

Description of Investment	2015	2014
Vanguard Target Retirement 2020 Inv – 28,715 and 28,768 shares, respectively	$ 779,606	$ 818,736
Vanguard Target Retirement 2015 Inv – 35,453 and 28,751 shares, respectively	504,502	439,607
Vanguard Target Retirement 2030 Inv – 15,556 and 13,889 shares, respectively	431,214	403,340
Vanguard Target Retirement 2025 Inv – 19,302 and 16,639 shares, respectively	301,496	275,036
Vanguard Target Retirement 2010 Inv – 9,928 and 11,460 shares, respectively	247,017	301,619
Morley Stable Value Fund Class 125 – 9,405 and 4,211 shares, respectively	234,111	104,255
Vanguard Target Retirement 2035 Inv – 10,962 and 9,180 shares, respectively	184,605	163,763

The average yield for 2015 and 2014 was approximately -0.90% and 5.96%, respectively. Dividend income for 2015 and 2014 were $64,048 and $82,445, respectively. The fair values of the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated by $95,384 in 2015 and appreciated by $113,301 in 2014, as follows:

	2015	2014
Stable funds	$ 1,981	$ 194
Mutual funds	(97,365)	113,107

NOTE D - FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future 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 fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 3 inputs were available to the Plan.

Mutual funds: Valued at the quoted net asset value of the shares held by the Plan at year end.

Stable funds (collective trust funds): Valued at net asset value, exclusive of the adjustment to contract value, of the collective trust funds held by the Plan at year end.

The following table sets forth by level within the fair value hierarchy the Plan's assets at fair value as of December 31, 2015, and 2014:

	Assets at Fair Value as of December 31, 2015			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 3,166,315	-	-	$ 3,166,315
Stable funds	-	$ 234,111	-	234,111
Total assets at fair value	$ 3,166,315	$ 234,111	-	$ 3,400,426

	Assets at Fair Value as of December 31, 2014			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 3,168,381	-	-	$ 3,168,381
Stable funds	-	$ 104,255	-	104,255
Total assets at fair value	$ 3,168,381	$ 104,255	-	$ 3,272,636

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Accrued expenses, end of year	726	2,649
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SUPPLEMENTARY SCHEDULE

ActivCare Living, Inc. 401(k) Retirement Plan
SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN 95-3696840
Plan #001
December 31, 2015

(a)	(b) Identity of Issue, Brrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(e) Current Value
	Morley Stable Value Fund Fee Class 125	Common/collective trust	$ 234,111
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	Vanguard Target Retirement 2045 Inv	Registered investment company	156,127
	Vanguard Target Retirement 2050 Inv	Registered investment company	20,275
	Vanguard Target Retirement 2055 Inv	Registered investment company	5,944
	Vanguard Target Retirement 2060 Inv	Registered investment company	35,864
	Goldman Sachs Strategic Income Instl	Registered investment company	11,625
	Vanguard Total Bond Market Index Adm	Registered investment company	475
	Vanguard Target Retirement Income Inv	Registered investment company	42,305
	Participant Loans	4.25% interest, maturity dates range from 7/19/2016 to 1/30/2044	124,174
			$ 3,524,600

SCHEDULE H (Form 5500)	Financial 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), and section 6058(a) of the Internal Revenue Code (the Code). ▶ **File as an attachment to Form 5500.**	**2015** **This Form is Open to Public Inspection**

For calendar plan year 2015 or fiscal plan year beginning and ending

A Name of plan	**B** Three-digit plan number (PN) ▶
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

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

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

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

Expenses

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

Net Income and Reconciliation

k Net income (loss). Subtract line **2j** from line **2d**	2k		
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: **(2)** EIN:

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	N/A	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				
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				

			Yes	No	N/A	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				
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				
e	Was this plan covered by a fidelity bond?	4e				
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				
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				
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				
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				
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				
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				
l	Has the plan failed to provide any benefit when due under the plan?	4l				
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m				
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n				
o	Did the plan trust incur unrelated business taxable income?	4o				
p	Were in-service distributions made during the plan year?	4p				

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

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

6c Name of trustee or custodian	**6d** Trustee's or custodian's telephone number

Attachment to 2015 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name ACTIVCARE LIVING, INC 401(K) RETIREMENT PLAN **EIN:** 95-3696840
Plan Sponsor's Name ACTIVCARE LIVING, INC **PN:** 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
	Vanguard	Vanguard Target Retirement 2060 Inv	0	35,864
	Vanguard	Vanguard Target Retirement 2055 Inv	0	5,944
	Vanguard	Vanguard Target Retirement 2050 Inv	0	20,275
	Vanguard	Vanguard Target Retirement 2045 Inv	0	156,127
	Vanguard	Vanguard Target Retirement 2040 Inv	0	86,375
	Vanguard	Vanguard Target Retirement 2035 Inv	0	184,605
	Vanguard	Vanguard Target Retirement 2030 Inv	0	431,214

Attachment to 2015 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name ACTIVCARE LIVING, INC 401(K) RETIREMENT PLAN **EIN:** 95-3696840
Plan Sponsor's Name ACTIVCARE LIVING, INC **PN:** 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
	Vanguard	Vanguard Target Retirement 2025 Inv	0	301,496
	Vanguard	Vanguard Target Retirement 2020 Inv	0	779,606
	Vanguard	Vanguard Target Retirement 2015 Inv	0	504,502
	Vanguard	Vanguard Target Retirement 2010 Inv	0	247,017
	Vanguard	Vanguard Target Retirement Income Inv	0	42,305
	Vanguard	Vanguard Value Index Adm	0	267
	Vanguard	Vanguard 500 Index Adm	0	60,818

Attachment to 2015 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name ACTIVCARE LIVING, INC 401(K) RETIREMENT PLAN **EIN:** 95-3696840

Plan Sponsor's Name ACTIVCARE LIVING, INC **PN:** 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
	Vanguard	Vanguard Growth Index Adm	0	256
	Vanguard	Vanguard Mid-Cap Value Index Inv	0	2,631
	Vanguard	Vanguard Extended Mkt Index Adm	0	117,658
	Vanguard	Vanguard Mid-Cap Growth Index Inv	0	8,395
	DFA	DFA U.S. Targeted Value Portfolio I	0	4,082
	Vanguard	Vanguard Small Cap Index Adm	0	20,438
	Vanguard	Vanguard Small-Cap Growth Index Inv	0	2,260

Attachment to 2015 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name ACTIVCARE LIVING, INC 401(K) RETIREMENT PLAN **EIN:** 95-3696840
Plan Sponsor's Name ACTIVCARE LIVING, INC **PN:** 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
	Principal	Principal Global Div Inc Instl	0	261
	American Funds	American Funds EuroPacific Gr R6	0	32,698
	Morley	Morley Stable Value Fund Fee Class 125	0	233,580
	Prudential	Prudential Total Return Bond Z	0	14,209
	Vanguard	Vanguard Total Bond Market Index Adm	0	475
	Goldman Sachs	Goldman Sachs Strategic Income Instl	0	11,626
	Prudential Jennison	Prudential Jennison Utility Z	0	94,911

Attachment to 2015 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name ACTIVCARE LIVING, INC 401(K) RETIREMENT PLAN **EIN:** 95-3696840
Plan Sponsor's Name ACTIVCARE LIVING, INC **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Participant's Loan Account	Various Rates and Maturities	0	124,174