

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2015</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2015 or fiscal plan year beginning <u>01/01/2015</u> and ending <u>12/31/2015</u>			
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	
	☐ a single-employer plan;	☐ a DFE (specify) _____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☐ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☐		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan	<u>HEALTHCARE PARTNERS MEDICAL GROUP, INC. 401(K) RETIREMENT PLAN</u>	1b Three-digit plan number (PN) ▶	<u>003</u>
		1c Effective date of plan	<u>01/04/1989</u>
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)			
<u>HEALTHCARE PARTNERS, LLC</u>			
<u>2175 PARK PLACE</u> <u>EL SEGUNDO, CA 90245</u>			
	2b Employer Identification Number (EIN)	<u>95-4340584</u>	
	2c Plan Sponsor's telephone number	<u>310-354-4200</u>	
	2d Business code (see instructions)	<u>621491</u>	

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/17/2016	ASSATA OSAYANDE
	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 ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 6415
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) 5673
a(2) Total number of active participants at the end of the plan year	6a(2) 8104
b Retired or separated participants receiving benefits.....	6b 14
c Other retired or separated participants entitled to future benefits.....	6c 945
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 9063
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 7
f Total. Add lines 6d and 6e	6f 9070
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 5459
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 131
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 2R 2T 3D 3H	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury</div> <div>Internal Revenue Service</div> <div>Department of Labor</div> <div>Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	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		
<div>A</div> <div>Name of plan</div> <div>HEALTHCARE PARTNERS MEDICAL GROUP, INC. 401(K) RETIREMENT PLAN</div>	<div>B</div> <div>Three-digit plan number (PN)</div> <div>▶</div>	003
<div>C</div> <div>Plan sponsor's name as shown on line 2a of Form 5500</div> <div>HEALTHCARE PARTNERS, LLC</div>	<div>D</div> <div>Employer Identification Number (EIN)</div> <div>95-4340584</div>	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a

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

☒ Yes ☐ No
- b

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

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

04-2647786

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
37 60 64 65 71	RECORDKEEPER	171199	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

STRATEGIC ADVISORS, INC.

04-2654524

(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	ADVISOR	138031	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MAYER HOFFMAN MCCANN PC

43-1947695

(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?
10	ACCOUNTANT/AUDITOR	18476	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)

FIDUCIARY PARTNERS INVESTMENT CONS

26-1370206

(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?
16	CONSULTANT	5000	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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN NEW WORLD FUND CLASS A 3500 WISEMAN BLVD SAN ANTONIO, TX 78251	\$18.00	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN MUTUAL FUNDCLASS A 3500 WISEMAN BLVD SAN ANTONIO, TX 78251	\$18.00	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN AMCAP CLASS A 3500 WISEMAN BLVD SAN ANTONIO, TX 78251	\$18.00	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PUTNAM ABSOLUTE RETURN 700 FUND CL ONE POST OFFICE SQUARE MAILZONE G3C BOSTON, MA 02109		\$16.00
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
EATON VANCE FLOATINGRATE HIGH INCOM TWO INTERNATIONAL PLACE BOSTON, MA 02110		\$16.00
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FRANKLIN K2 ALTERNAT STRATEGIES CL 100 FOUNTAIN PARKWAY ST. PETERSBURG, FL 33716		\$16.00

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
SENTINEL SMALL COMPANY CL A 1 NATIONAL LIFE DRIVE MONTPELIER, VT 05604	\$12.00	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
RIDGEWORTH MID CAP VALUE EQUITY CL 100 HUNTINGTON AVENUE COPLEY PLACE BOSTON, MA 02116	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AQR STYLE PREMIA ALTERNATIVE CL N 1 GREENWICH PLAZA GREENWICH, CT 06830	0.40%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AQR MANAGED FUTURES FUND CL N 1 GREENWICH PLAZA GREENWICH, CT 06830	0.40%	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMG YACKTMAN FOCUSED SERVICE CL 800 CONNECTICUT AVE. NORWALK, CT 06854	0.40%	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WESTPORT FUND CLASS R 253 RIVERSIDE AVE. WESTPORT, CT 06880	0.40%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TOCQUEVILLE GOLD FUND 40 W 57TH STREET 19TH FL NEW YORK, NY 10019	0.40%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO STOCKSPUS SMALL FUND D 1633 BROADWAY NEW YORK, NY 10019	0.40%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO RAE FUNDAMNTALPLUS FUND D 1633 BROADWAY NEW YORK, NY 10019	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BARON REAL ESTATE FUND RETAIL 767 5TH AVENUE 49TH FLOOR NEW YORK, NY 10153	0.40%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BARON GROWTH 767 5TH AVENUE 49TH FLOOR NEW YORK, NY 10153	0.40%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BARON EMERGING MARKETS FUND RETAIL 767 5TH AVENUE 49TH FLOOR NEW YORK, NY 10153	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BARON ASSET 767 5TH AVENUE 49TH FLOOR NEW YORK, NY 10153	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
WALTHAUSEN SMALL CAP VALUE FD 2691 ROUTE 9 MALTA, NY 12020	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
JPMORGAN VALUE ADVANTAGE CL A 460 POLARIS PARKWAY WESTERVILLE, OH 43082	0.40%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPMORGAN EQUITY INCOME FUND CL A 460 POLARIS PARKWAY WESTERVILLE, OH 43082	0.40%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JP MORGAN US LARGE CAP CORE PLUS CL 460 POLARIS PARKWAY WESTERVILLE, OH 43082	0.40%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TOUCHSTONE SANDS CAP SEL GRWTH Z 303 BROADWAY SUITE 1100 CINCINNATI, OH 45202	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</p> </div> <div style="width: 40%;"> <p style="text-align: center;">(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> </div> </div>		
FMI INTERNATIONAL 777 EAST WISCONSIN AVENUE MILWAUKEE, WI 53202	0.40%	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</p> </div> <div style="width: 40%;"> <p style="text-align: center;">(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> </div> </div>		
DOUBLELINE TOTAL RT BOND FD CL N 777 EAST WISCONSIN AVENUE MILWAUKEE, WI 53202	0.40%	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</p> </div> <div style="width: 40%;"> <p style="text-align: center;">(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> </div> </div>		
DOUBLELINE EMERGING MRKT FIXED INC 777 EAST WISCONSIN AVENUE MILWAUKEE, WI 53202	0.40%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BUFFALO EMERGING OPPORTUNITIES FUND	615 E. MICHIGAN STREET MILWAUKEE, WI 53202	0.40%
(a) Enter service provider name as it appears on line 2		(b) Service Codes (see instructions)
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ARTISAN GLOBAL OPPORTUNITIES INV	875 EAST WISCONSIN AVENUE SUITE 800 MILWAUKEE, WI 53202	0.40%
(a) Enter service provider name as it appears on line 2		(b) Service Codes (see instructions)
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ASTON/LMCG SMALL CAPGROWTH FUND CL	120 NORTH LASALLE STREET 25TH FL CHICAGO, IL 60602	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DRIEHAUS EMERGING MARKETS SM CAP GR	25 EAST ERIE STREET CHICAGO, IL 60611	0.40%
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HODGES SMALL CAP FUND	2905 MAPLE AVENUE DALLAS, TX 75201	0.40%
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVESCO DIVERSIFIED DIVIDEND INVEST	11 GREENWAY PLAZA SUITE 100 HOUSTON, TX 77046	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SEAFARER OVERSEAS GROWTH & INCOME I 1290 BROADWAY SUITE 1100 DENVER, CO 80203	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WASATCH INTERNATIONAL GROWTH 505 WAKARA WAY SUITE 300 SALT LAKE CITY, UT 84108	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BRANDES INTERNATIONAL SMALL CAP EQUIT 11988 EL CAMINO RALO STE 500 SAN DIEGO, CA 92130	0.40%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WELLS FARGO SPECIAL SMALL CAP VALUE 525 MARKET ST. MAC #A0103 122 SAN FRANCISCO, CA 94105	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WELLS FARGO ABSOLUTERETURN FUND CL 525 MARKET ST. MAC #A0103 122 SAN FRANCISCO, CA 94105	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HENNESSY GAS UTILITYINVESTOR CL 7250 REDWOOD BLVD. STE 200 NOVATO, CA 94945	0.40%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FIRSTHAND TECHNOLOGY OPPORTUNITIES F 150 ALMADEN BLVD. SUITE 1250 SAN JOSE, CA 95113		0.40%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BECKER VALUE EQUITY 1211 SW 5TH AVE PORTLAND, OR 97204		0.40%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ARTISAN INTL VALUE FUND INV CL 875 EAST WISCONSIN AVENUE SUITE 800 MILWAUKEE, WI 53202		0.38%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
PIMCO TOTAL RETURN CLASS D 1633 BROADWAY NEW YORK, NY 10019	0.38%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
PIMCO INCOME FUND CL D 1633 BROADWAY NEW YORK, NY 10019	0.38%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
WESTERN ASSET CORE PLUS BOND FUND F 620 8TH AVENUE 49TH FL. NEW YORK, NY 10018	0.35%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DEUTSCHE GLOBAL INFRASTRUCTURE FDS 280 PARK AVE 9TH FLR NEW YORK, NY 10026	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DEUTSCHE CROCI INTERNATIONAL S 280 PARK AVE 9TH FLR NEW YORK, NY 10026	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPMORGAN LIMITED DURATION BOND FD A 460 POLARIS PARKWAY WESTERVILLE, OH 43082	0.35%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OAKMARK INTERNATIONAL CL I 111 SOUTH WACKER DR. CHICAGO, IL 60606	0.35%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HARBOR INTERNATIONALINVESTOR SHARES 111 S. WACKER DR 34TH FLOOR CHICAGO, IL 60606	0.35%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HARBOR INTERNATIONALGROWTH INV CLAS 111 S. WACKER DR 34TH FLOOR CHICAGO, IL 60606	0.35%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HARBOR CAPITAL APPRECIATION INV CL 111 S. WACKER DR 34TH FLOOR CHICAGO, IL 60606		0.35%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN CENTURY MIDCAP VALUE INV S 4400 MAIN ST 1ST FLOOR KANSAS CITY, MO 64111		0.35%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN CENTURY BALANCED INVESTOR 4400 MAIN ST 1ST FLOOR KANSAS CITY, MO 64111		0.35%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JANUS OVERSEAS FUND CLASS T 151 DETROIT ST. DENVER, CO 80206	0.35%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JANUS CONTRARIAN FUND CLASS T 151 DETROIT ST. DENVER, CO 80206	0.35%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
METROPOLITAN WEST TOT RETURN BOND C 865 SOUTH FIGUEROA ST. #1400 LOS ANGELES, CA 90017	0.35%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
METROPOLITAN WEST LOW DURATION M 865 SOUTH FIGUEROA ST. #1400 LOS ANGELES, CA 90017		0.35%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WELLS FARGO ABSOLUTERETURN ADMIN 525 MARKET ST. MAC #A0103 122 CL SAN FRANCISCO, CA 94105		0.35%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
LORD ABBETT SHORT DURATION INCOME C 90 HUDSON STREET 10TH FLOOR JERSEY CITY, NJ 07302		0.17%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PUTNAM SMALL CAP VALUE CLASS A ONE POST OFFICE SQUARE MAILZONE G3C BOSTON, MA 02109	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PUTNAM MULTI CAP GROWTH CL A ONE POST OFFICE SQUARE MAILZONE G3C BOSTON, MA 02109	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PUTNAM EQUITY SPECTRUM FUND CL A ONE POST OFFICE SQUARE MAILZONE G3C BOSTON, MA 02109	0.15%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MFS INTERNATIONAL VALUE FUND CL A 111 HUNTINGTON AVE BOSTON, MA 02199	0.15%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMG SYSTEMATIC MID CAP VAL FD INVST 800 CONNECTICUT AVE. NORWALK, CT 06854	0.15%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALLIANZGI NFJ DIVIDEND VALUE CL A 1633 BROADWAY NEW YORK, NY 10019	0.15%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
BLACKROCK MULTI ASSET INCOME PORT A 40 EAST 52ND STREET NEW YORK, NY 10022	0.15%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
BLACKROCK HIGH YELDBOND CLASS A 40 EAST 52ND STREET NEW YORK, NY 10022	0.15%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
MORGAN STANLEY GLOBAREAL ESTATE POR 522 FIFTH AVENUE 4TH FLOOR NEW YORK, NY 10036	0.15%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T ROWE PRICE VALUE FUND ADVISOR CL 4515 PAINTERS MILL RD OWINGS MILLS, MD 21117	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T ROWE PRICE BLUE CHIP GROWTH ADV C 4515 PAINTERS MILL RD OWINGS MILLS, MD 21117	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MAINGATE MLP FUND CLA 6075 POPLAR AVENUE SUITE 720 MEMPHIS, TN 38119	0.15%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ANGEL OAK MULTI STRATEGY INCOME CL 400 CITY CENTER OSHKOSH, WI 54901	0.15%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NUVEEN NWQ LARGE CAPVALUE FUND CLAS 333 WEST WACKER DRIVE CHICAGO, IL 60606	0.15%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GOLDMAN SACHS STRG INCOME FUND CL A 71 S. WACKER DRIVE 4TH FLOOR CHICAGO, IL 60606	0.15%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GOLDMAN SACHS MULTI MANAGER ALTRNTV	71 S. WACKER DRIVE 4TH FLOOR CHICAGO, IL 60606	0.15%
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVESCO BALANCED RISK ALLOCATION CL	11 GREENWAY PLAZA SUITE 100 HOUSTON, TX 77046	0.15%
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
THORNBURG INTL VALUE CL A	2300 NORTH RIDGETOP RD SANTA FE, NM 87506	0.15%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRINCIPAL MID CAP FUND CLASS A	620 COOLIDGE DRIVE SUITE 300 FOLSOM, CA 95630	0.15%
(a) Enter service provider name as it appears on line 2		(b) Service Codes (see instructions)
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRINCIPAL GLOBAL DIVERSIFIED INCOME	620 COOLIDGE DRIVE SUITE 300 FOLSOM, CA 95630	0.15%
(a) Enter service provider name as it appears on line 2		(b) Service Codes (see instructions)
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN NEW ECONOMY CLASS F1	3500 WISEMAN BLVD SAN ANTONIO, TX 78251	0.12%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN EUROPACIFICGROWTH CLASS F1	3500 WISEMAN BLVD SAN ANTONIO, TX 78251	0.12%
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ARBITRAGE FUND CLASS I	1290 BROADWAY SUITE 1100 DENVER, CO 80203	0.12%
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JOHN HANCOCK ALTER ASSET ALLOC FUND	601 CONGRESS ST. 9TH FL. BOSTON, MA 02210	0.10%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BOGLE INVST MANGMT SM CAP GRWTH INV 2310 WASHINGTON ST. SUITE 310 NEWTON, MA 02462		0.10%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GOTHAM ENHANCED RETURN FUND INSTL 535 MADISON AVE 30TH FLR NEW YORK, NY 10022		0.10%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MORGAN STANLEY INSTL FRONTIER EMEG 522 FIFTH AVENUE 4TH FLOOR NEW YORK, NY 10036		0.10%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MAIRS & POWER GROWTH FUND 777 E. WISCONSIN AVENUE FLOOR 4 MK MILWAUKEE, WI 53202	0.10%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GOLDMAN SACHS MLP ENERGY INFRSTCTR 71 S. WACKER DRIVE 4TH FLOOR CHICAGO, IL 60606	0.10%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
USAA GROWTH & TAX STRATEGY RETAIL 9800 FREDERICKSBURG RD. SAN ANTONIO, TX 78288	0.10%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
THORNBURG DEVELOPING WORLD FUNDS CL 2300 NORTH RIDGETOP RD SANTA FE, NM 87506	0.10%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MFS GLOBAL EQUITY CLASS A 111 HUNTINGTON AVE BOSTON, MA 02199	0.08%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MFS GLOBAL ALTERNATIVE STRAT I 111 HUNTINGTON AVE BOSTON, MA 02199	0.08%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COHEN & STEERS PREF SECURITIES INCO 280 PARK AVENUE 10TH FLOOR NEW YORK, NY 10017	0.08%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BROWN ADVISORY SMALL CAP FNDMTL VAL 777 E. WISCONSIN AVE 4TH FLOOR MILWAUKEE, WI 53202	0.08%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BROOKFIELD GLOBAL LSTD INFRASTRCTUR 71 SOUTH WACKER DRIVE SUITE 3400 CHICAGO, IL 60606	0.08%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BROOKFIELD GLOBAL LISTED REAL ESTAT 71 SOUTH WACKER DRIVE SUITE 3400 CHICAGO, IL 60606		0.08%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FORWARD SELECT INCOME CLASS C 101 CALIFORNIA ST. SUITE 1600 SAN FRANCISCO, CA 94111		0.08%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
CATALYST HEDGED FUTURE STRATEGY FD 80 ARKAY SUITE 110 HAUPPAUGE, NY 11788		0.08%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPMORGAN STRATEGIC INCOME OPPS SELE	460 POLARIS PARKWAY WESTERVILLE, OH 43082	0.07%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPMORGAN MID CAP VALUE FUND CLASS A	460 POLARIS PARKWAY WESTERVILLE, OH 43082	0.07%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
IVY HIGH INCOME CLASS I	6300 LAMAR AVE OVERLAND PARK, KS 66202	0.06%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRIMECAP ODYSSEY GROWTH FUND 2020 E. FINANCIAL WAY SUITE 100 GLEN DORA, CA 91741	0.06%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRIMECAP ODYSSEY AGGRESSIVE GRWTH F 2020 E. FINANCIAL WAY SUITE 100 GLEN DORA, CA 91741	0.06%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DOUBLELINE TOTAL RETURN BOND FD CL 777 EAST WISCONSIN AVENUE MILWAUKEE, WI 53202	0.05%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GOLDMAN SACHS STRG INCOME FUND INST	71 S. WACKER DRIVE 4TH FLOOR CHICAGO, IL 60606	0.05%
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TCW EMERGING MKTS INCOME CL I	865 SOUTH FIGUERA STREET 22ND FLOOR LOS ANGELES, CA 90017	0.05%
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
METROPOLITAN WEST TOTAL RETURN CLAS	865 SOUTH FIGUEROA ST. #1400 LOS ANGELES, CA 90017	0.05%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T ROWE PRICE EXTEND EQU MKT INDEX F 4515 PAINTERS MILL RD OWINGS MILLS, MD 21117	0.04%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
LOOMIS SM CP GRTH IS - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.15%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
LZRD EMRG MKTS EQ IS - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.15%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
MAINSTAY LGCP GR R1 - NYLIM SERVIC 52-2206685		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		
0.35%		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
MSIF MID CAP GRTH I - MORGAN STANL 13-3799749		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		
0.15%		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
NORTHERN SM CAP VAL - NORTHERN TRU 36-1561860		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		
0.40%		

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
VIRTUS CONTRN VAL I - VIRTUS FUND 4400 COMPUTER DRIVE WESTBOROUGH, MA 01581	0.25%	
(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

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 H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2015 This Form is Open to Public Inspection
For calendar plan year 2015 or fiscal plan year beginning <u>01/01/2015</u> and ending <u>12/31/2015</u>		
A Name of plan <u>HEALTHCARE PARTNERS MEDICAL GROUP, INC. 401(K) RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HEALTHCARE PARTNERS, LLC</u>	D Employer Identification Number (EIN) <u>95-4340584</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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 Total noninterest-bearing cash	1a		272284	348648
b Receivables (less allowance for doubtful accounts):				
(1) Employer contributions	1b(1)		0	734412
(2) Participant contributions	1b(2)		0	166446
(3) Other	1b(3)		0	85321976
c General investments:				
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		27057113	29798544
(2) U.S. Government securities	1c(2)		0	49426
(3) Corporate debt instruments (other than employer securities):				
(A) Preferred	1c(3)(A)		0	0
(B) All other	1c(3)(B)		2200	73225
(4) Corporate stocks (other than employer securities):				
(A) Preferred	1c(4)(A)		1768	0
(B) Common	1c(4)(B)		9485291	10268078
(5) Partnership/joint venture interests	1c(5)		0	0
(6) Real estate (other than employer real property)	1c(6)		0	0
(7) Loans (other than to participants)	1c(7)		0	0
(8) Participant loans	1c(8)		5763345	6587231
(9) Value of interest in common/collective trusts	1c(9)		0	0
(10) Value of interest in pooled separate accounts	1c(10)		0	0
(11) Value of interest in master trust investment accounts	1c(11)		0	0
(12) Value of interest in 103-12 investment entities	1c(12)		0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		296737135	339468063
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)			
(15) Other	1c(15)		12991	839

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	339332127	472816888

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities.....	1j	0	50
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	50

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	339332127	472816838
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers.....	2a(1)(A)	12602092	
(B) Participants	2a(1)(B)	29885947	
(C) Others (including rollovers)	2a(1)(C)	28094662	
(2) Noncash contributions	2a(2)	0	70582701
(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)	3452	
(B) U.S. Government securities	2b(1)(B)	344	
(C) Corporate debt instruments	2b(1)(C)	1893	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	337879	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		343568
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	17932210
(B) Common stock	2b(2)(B)	174017	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	17758193	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	35609726	5488
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	35604238	
(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)	0	-1574444
(B) Other	2b(5)(B)	-1574444	
(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)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-16237126
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		71052397

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	29068972	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		29068972
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	138031	
(4) Other	2i(4)	162974	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		301005
j Total expenses. Add all expense amounts in column (b) and enter total	2j		29369977

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		41682420
l Transfers of assets:			
(1) To this plan	2l(1)		91802291
(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: MILLER KAPLAN ARASE LLP

(2) EIN: 95-2036255

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

	Yes	No	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.)		X		
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X		
e Was this plan covered by a fidelity bond?	X			15000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X		
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X		
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X		
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X		
l Has the plan failed to provide any benefit when due under the plan?		X		
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X		
o Did the plan trust incur unrelated business taxable income?				
p Were in-service distributions made during the plan year?				

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

A Name of plan <u>HEALTHCARE PARTNERS MEDICAL GROUP, INC. 401(K) RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HEALTHCARE PARTNERS, LLC</u>	D Employer Identification Number (EIN) <u>95-4340584</u>

Part I	Distributions
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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
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

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

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

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

14	Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:		
	a The current year	14a	
	b The plan year immediately preceding the current plan year	14b	
	c The second preceding plan year	14c	
15	Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:		
	a The corresponding number for the plan year immediately preceding the current plan year	15a	
	b The corresponding number for the second preceding plan year	15b	
16	Information with respect to any employers who withdrew from the plan during the preceding plan year:		
	a Enter the number of employers who withdrew during the preceding plan year	16a	
	b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	
17	If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐		

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

18	If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐
19	If the total number of participants is 1,000 or more, complete lines (a) through (c)
	a Enter the percentage of plan assets held as: Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%
	b Provide the average duration of the combined investment-grade and high-yield debt: ☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more
	c What duration measure was used to calculate line 19(b)? ☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Part VII	IRS Compliance Questions
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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

HEALTHCARE PARTNERS MEDICAL GROUP, INC.
401(k) RETIREMENT PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

HEALTHCARE PARTNERS MEDICAL GROUP, INC.
401(k) RETIREMENT PLAN

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INDEPENDENT AUDITORS' REPORT

HealthCare Partners Medical Group, Inc.
401(k) Retirement Plan
2175 Park Place
El Segundo, California 90245

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the HealthCare Partners Medical Group, Inc. 401(k) Retirement Plan (the "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 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 the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2015 and 2014, and for the year ended December 31, 2015, 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.

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Other Matter

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

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

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

A handwritten signature in black ink that reads "Miller Kaplan Arase LLP". The signature is written in a cursive, flowing style.

MILLER KAPLAN ARASE LLP
North Hollywood, California
October 17, 2016

HEALTHCARE PARTNERS MEDICAL GROUP, INC.
401(k) RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	<u>December 31, 2015</u>	<u>December 31, 2014</u>
<u>ASSETS</u>		
<u>INVESTMENTS, AT FAIR VALUE</u>		
Brokerage link accounts	\$ 20,009,366	\$ 18,167,671
Money market funds	24,756,373	24,052,950
Mutual funds	<u>335,241,034</u>	<u>291,348,161</u>
<u>TOTAL INVESTMENTS</u>	<u>380,006,773</u>	<u>333,568,782</u>
<u>RECEIVABLES</u>		
Participant contributions	734,412	-
Employer contributions	166,446	-
Transfer-in receivable (Note 7)	85,321,976	-
Notes receivable from participants	<u>6,587,231</u>	<u>5,763,345</u>
<u>TOTAL RECEIVABLES</u>	<u>92,810,065</u>	<u>5,763,345</u>
<u>TOTAL ASSETS</u>	472,816,838	339,332,127
<u>LIABILITIES</u>		
Excess contributions payable	<u>-</u>	<u>510,973</u>
<u>NET ASSETS AVAILABLE FOR BENEFITS</u>	<u>\$ 472,816,838</u>	<u>\$ 338,821,154</u>

HEALTHCARE PARTNERS MEDICAL GROUP, INC.
401(k) RETIREMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
JANUARY 1, 2015 TO DECEMBER 31, 2015

ADDITIONS

Investment income (loss):	
Interest and dividends	\$ 17,937,697
Net (depreciation) of investments	<u>(17,811,570)</u>
<u>TOTAL INVESTMENT INCOME</u>	<u>126,127</u>

CONTRIBUTIONS AND OTHER ADDITIONS

Employer contributions	12,602,092
Participant contributions	29,885,947
Rollovers	28,094,662
Interest on notes receivable from participants	<u>343,568</u>

<u>TOTAL CONTRIBUTIONS AND OTHER ADDITIONS</u>	<u>70,926,269</u>
--	-------------------

<u>TOTAL ADDITIONS</u>	<u>71,052,396</u>
------------------------	-------------------

DEDUCTIONS

Benefits payments	28,557,998
Administrative fees	<u>301,005</u>

<u>TOTAL DEDUCTIONS</u>	<u>28,859,003</u>
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<u>NET INCREASE</u>	42,193,393
---------------------	------------

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year	338,821,154
Transfer from ABQ Health Partners, LLC Retirement Savings Plan (Note 7)	<u>91,802,291</u>
End of year	<u>\$ 472,816,838</u>

HEALTHCARE PARTNERS MEDICAL GROUP, INC.
401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015 AND 2014

NOTE 1 - DESCRIPTION OF THE PLAN

The HealthCare Partners Medical Group, Inc. 401(k) Retirement Plan (the "Plan") is a defined contribution plan that provides retirement benefits to all eligible employees of HealthCare Partners Medical Group, Inc., HealthCare Partners, LLC, HealthCare Partners Nevada, LLC, HealthCare Partners Colorado, LLC and ABQ Health Partners, LLC (together, the "Employer"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan was adopted and became effective on January 4, 1989. The Plan was amended and restated on August 24, 2012.

The following description of the Plan provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

A. Eligibility

Prior to August 1, 2015, an employee, as defined in the Plan, who is at least 18 years of age and has completed three (3) months of service was eligible to participate in the Plan. Participants who were at least 18 years of age and had completed one year of service with 1,000 hours were eligible for Employer matching contributions.

Effective August 1, 2015, the service requirement was changed to one month of service for participants to be eligible to make deferral contributions, as well as for participants to be eligible to receive non-elective as well as qualified non-elective employer contributions. Additionally, the 1,000-hour service requirement for employer matching contributions was eliminated.

B. Contributions

Prior to August 1, 2015, eligible employees who choose to participate in the Plan may contribute a minimum amount equal to 1%, up to a maximum amount of 60%, of their compensation, as defined in the Plan, subject to Internal Revenue Code (the "Code") limitations. Participants may, upon proper notice and approval, contribute up to 100% of their compensation. For participants who are eligible for Employer matching contributions, the Employer matches 50% of the employee's contribution, up to a maximum of 6% of the employee's compensation. Effective August 1, 2015, certain changes were made to these terms; see Note 8. The Employer may also make discretionary contributions. The discretionary contributions are allocated to participant accounts based on the proportion that each participant's compensation bears to the total compensation of all participants for the Plan year, as defined in the Plan. In 2015, the Employer made discretionary contributions of \$6,576,029 for certain qualifying employees. Catch-up contributions are permitted.

C. Participant Accounts

Each participant's account is credited with (a) his or her own contributions; (b) rollover contributions; (c) the Employers' matching and/or nonelective contributions; and (d) investment earnings.

D. Forfeitures

Forfeited accounts represent terminated employees' unvested portion of the Employer's contributions plus actual earnings thereon. Forfeited balances of terminated participants' non-

HEALTHCARE PARTNERS MEDICAL GROUP, INC.
401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015 AND 2014

NOTE 1 - DESCRIPTION OF THE PLAN (Continued)

D. Forfeitures (Continued)

vested accounts may be used to reduce Employer contributions due, restore forfeitures of reemployed participants, pay Plan expenses, and to correct administrative errors that may have occurred. The Plan had forfeiture reserves totaling \$137,560 and \$114,309 as of December 31, 2015 and 2014, respectively. Forfeitures totaling \$117,269 were used to offset Employer contributions in 2015, which includes HCP Colorado forfeiture balance. Forfeitures totaled \$140,553 in 2015.

E. Vesting

Benefits become vested after one year of service at 25% and increase 25% for each additional year of service, up to a maximum of 100%.

F. Notes Receivable from Participants

A participant may borrow a minimum of \$1,000, up to 50% of his or her vested account balance, not to exceed \$50,000. The interest rate is based on prevailing interest rates charged on similar loans by lending institutions under similar circumstances. The participant's loan is to be repaid through payroll deductions. The loan fund account is used to account for participants' loan activity.

G. Payment of Benefits

Normal retirement age is 65. A participant's benefits will be distributed at retirement, death, total and permanent disability, or termination of employment. Upon termination of service, a participant may elect to receive either a lump-sum amount equal to the value of the vested account or payments over a period of time. Hardship withdrawals are permitted.

H. Risks and Uncertainties

Financial instruments which potentially subject the Plan to concentration of credit risk consist of investments in mutual funds, common stocks, bonds, notes, government securities, and money market funds. The Plan's investments are managed by professional investment managers, with the exception of brokerage link accounts.

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market fluctuations 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 statements of net assets available for benefits and the statement of changes in net assets available for benefits.

I. Plan Termination

It is the intent of the Employer to continue the Plan; however, it reserves the right to modify, suspend or terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their accounts.

HEALTHCARE PARTNERS MEDICAL GROUP, INC.
401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015 AND 2014

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Accounting

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

B. New Accounting Pronouncement

The Financial Accounting Standards Board (FASB) recently issued ASU 2015-12 *Plan Accounting: Topic 960, Defined Benefit Pension Plans; Topic 962, Defined Contribution Pension Plans; Topic 965, Health and Welfare Benefit Plans*. ASU 2015-12 includes three parts. Part I designates contract value as the only required measure for fully benefit-responsive investment contracts. Part II eliminates the requirement to disclose individual investments that represent 5% or more of net assets available for benefits and the requirement to disclose net appreciation (depreciation) in fair value of investments by general type of investment. In addition, Part II provides for employee benefit plan investments to be grouped and presented by general type and eliminates the requirement to disaggregate investments in multiple ways. Part III does not apply to the Plan.

ASU 2015-12 is effective for fiscal years beginning after December 15, 2015. Earlier application is permitted. Amendments in Parts I and II are applied retrospectively for all periods presented. The amendment in Part III is applied prospectively. The Plan adopted ASU 2015-12 effective December 31, 2014.

C. Investment Valuation and Income Recognition

GAAP establishes a fair value hierarchy which prioritizes valuation inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market.

Level 1 – Inputs are quoted prices in active markets.

Level 2 – Inputs are based on quoted prices for similar instruments and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data.

Level 3 – Inputs are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability.

The following table summarizes the Plan's investments at December 31, 2015 based on the inputs to value them:

	December 31, 2015			
	Level 1	Level 2	Level 3	Total
Brokerage Link Accounts	\$ 20,009,366	\$ -	\$ -	\$ 20,009,366
Money Market Funds	-	24,756,373	-	24,756,373
Mutual Funds	335,241,034	-	-	335,241,034
	<u>\$ 355,250,400</u>	<u>\$ 24,756,373</u>	<u>\$ -</u>	<u>\$ 380,006,773</u>

HEALTHCARE PARTNERS MEDICAL GROUP, INC.
401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015 AND 2014

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

C. Investment Valuation and Income Recognition (Continued)

The following table summarizes the Plan's investments at December 31, 2014 based on the inputs to value them:

	December 31, 2014			
	Level 1	Level 2	Level 3	Total
Brokerage Link Accounts	\$ 18,167,671	\$ -	\$ -	\$ 18,167,671
Money Market Funds	-	24,052,950	-	24,052,950
Mutual Funds	291,348,161	-	-	291,348,161
	<u>\$ 309,515,832</u>	<u>\$ 24,052,950</u>	<u>\$ -</u>	<u>\$ 333,568,782</u>

The Plan's participant investments are administered under a trust agreement with Fidelity Management Trust Company (FMTC), whereby the deposited contributions are designated by the participants in any one of several investment funds offered by the Plan or the Brokerage Link Accounts which allows participants to invest in individual securities they select within the investment policy guidelines of the Plan. All of the Employer's contributions are invested at the investment option selected by the participant.

Level 1 investments consist of common stocks and mutual funds stated at fair value based on quoted market prices. Level 2 investments consist of money market funds whose unit value is calculated daily based on the observable net asset value of the underlying investments, which are measured based on quoted market prices of investments that are traded on a national exchange.

D. Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

NOTE 3 - FINANCIAL INFORMATION CERTIFIED BY THE TRUSTEE

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Information regarding investments held at December 31, 2015 and 2014 and investment income (loss) for the year ended December 31, 2015 that is disclosed in the accompanying financial statements and supplemental schedule was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Fidelity Management Trust Company, the trustee of the Plan.

NOTE 4 - INCOME TAX STATUS

The Plan has received a determination letter from the Internal Revenue Service dated February 18, 2005, stating that the Plan is qualified under Section 401(a) of the Code and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its tax qualification. The Plan has been amended since receiving the

HEALTHCARE PARTNERS MEDICAL GROUP, INC.
401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015 AND 2014

NOTE 4 - INCOME TAX STATUS (Continued)

determination letter. However, the plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken a tax position that more likely than not would not be sustained upon examination by a tax authority. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 5 - RELATED PARTY TRANSACTIONS

Certain Plan investments are shares in mutual funds and a money market fund managed by a company related to the Plan trustee. These transactions qualify as party-in-interest transactions for which a statutory exemption exists.

NOTE 6 - RECONCILIATION OF FINANCIAL STATEMENTS TO THE FORM 5500

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

	<u>December 31, 2015</u>	<u>December 31, 2014</u>
Net Assets Available for Benefits Per Financial Statements	\$ 472,816,838	\$ 338,821,154
Add: Excess Contributions Payable	<u>-</u>	<u>510,973</u>
Net Assets Per the Form 5500	<u>\$ 472,816,838</u>	<u>\$ 339,332,127</u>

The following is a reconciliation of net increase per the financial statements to the Form 5500:

	January 1, 2015 to <u>December 31, 2015</u>
Net Increase Per Financial Statements	\$ 42,193,393
Change in Excess Contributions Payable	<u>(510,973)</u>
Net Income Per the Form 5500	<u>\$ 41,682,420</u>

NOTE 7 - TRANSFER FROM ABQ HEALTH PARTNERS, LLC

On November 30, 2015, ABQ Health Partners, LLC Retirement Savings Plan (the "ABQ Plan") was merged into the Plan. Plan assets totaling \$91,802,291 from the ABQ Plan were transferred to the Plan; as of December 31, 2015, \$6,480,315 had been transferred and the remaining \$85,321,976 was transferred to the Plan in January 2016.

HEALTHCARE PARTNERS MEDICAL GROUP, INC.
401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015 AND 2014

NOTE 8 - PLAN AMENDMENTS

Effective August 1, 2015, the Plan was amended to incorporate the following significant changes:

- One month of service is now required for participants to be eligible to make employee deferral contributions, to receive non-elective and qualified non-elective employer contributions.
- The service requirement of 1,000 hours to receive matching employer contributions was eliminated.
- Employer matching contributions of 50% of eligible contributions, not to exceed 6% of the participant's eligible compensation, will be made for full- and part-time employees of HealthCare Partners Medical Group, Inc., HealthCare Partners, LLC and HealthCare Partners Nevada, LLC ("Commission" employees).
- Employer matching contributions of 50% of eligible contributions, not to exceed 3% of the participant's eligible compensation, will be made for full- and part-time employees of HealthCare Partners, Nevada, LLC ("Non-Commission" employees).
- A fixed, flat-dollar employer contribution will be made for different groups of "eligible" participants.
- All reasonable costs and expenses incurred by the plan administrator and the trustee in administering the Plan and trust may be paid from the forfeitures account.

NOTE 9 - SUBSEQUENT EVENTS

Management has evaluated subsequent events through October 17, 2016, the date on which the financial statements were available to be issued. There were no material subsequent events that required recognition or additional disclosures in these financial statements.

SUPPLEMENTAL SCHEDULE

HEALTHCARE PARTNERS MEDICAL GROUP, INC.
401(k) RETIREMENT PLAN
FORM 5500
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
E.I.N. 95-4340584; PLAN NO. 003
DECEMBER 31, 2015

Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment	Fair Value
	<u>Money Market Fund</u>	
Fidelity*:	Retirement Government Money Market Portfolio	\$ 24,756,373
	<u>Mutual Funds</u>	
	Contrafund	39,815,067
	Fidelity Low Price Stock	11,660,632
	Freedom Income Fund	4,229,736
	Freedom 2010 Fund	2,833,109
	Freedom 2015 Fund	6,883,227
	Freedom 2020 Fund	17,951,797
	Freedom 2025 Fund	15,388,853
	Freedom 2030 Fund	16,866,485
	Freedom 2035 Fund	12,143,897
	Freedom 2040 Fund	11,468,423
	Freedom 2045 Fund	6,805,044
	Freedom 2050 Fund	2,698,056
	Freedom 2055 Fund	698,628
	Freedom 2060 Fund	93,025
	Spartan Extended Market Index	4,613,785
	Spartan International Index Fund	5,003,131
Morgan Stanley	Mid-Cap Growth Fund	10,626,190
American Funds	EuroPacific Growth Fund	21,311,568
Northern Trust	Small Cap Value Fund	1,906,663
PIMCO	Total Return Fund	20,744,253
Lazard	Emerging Markets Equity Fund	2,846,541
Loomis	Small Capital Growth Fund	6,189,790
Mainstay	Large Capital Growth Fund	18,266,854
Vanguard:	Institutional Index Fund	30,973,978
	PrimeCap Admiral	15,398,873
	Small Cap Index Inv	5,438,908
	Total Bond Market Inv	13,118,342
	Wellington Admiral Shares	20,501,785
	Windsor II Admiral	8,764,394
Brokerage Link Accounts	Self-Directed Brokerage Accounts	20,009,366
Participant Loans*	Interest ranges from 4.25% to 8.25%	6,587,231
		<u>\$ 386,594,004</u>

* Indicates a party-in-interest to the Plan

HEALTHCARE PARTNERS MEDICAL GROUP, INC.
401(k) RETIREMENT PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

HEALTHCARE PARTNERS MEDICAL GROUP, INC.
401(k) RETIREMENT PLAN

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INDEPENDENT AUDITORS' REPORT

HealthCare Partners Medical Group, Inc.
401(k) Retirement Plan
2175 Park Place
El Segundo, California 90245

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the HealthCare Partners Medical Group, Inc. 401(k) Retirement Plan (the "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 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 the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2015 and 2014, and for the year ended December 31, 2015, 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.

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Denver, CO 80210
Tel: 303.991.4674

Other Matter

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

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

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

A handwritten signature in black ink that reads "Miller Kaplan Arase LLP". The signature is written in a cursive, flowing style.

MILLER KAPLAN ARASE LLP
North Hollywood, California
October 17, 2016

HEALTHCARE PARTNERS MEDICAL GROUP, INC.
401(k) RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	<u>December 31, 2015</u>	<u>December 31, 2014</u>
<u>ASSETS</u>		
<u>INVESTMENTS, AT FAIR VALUE</u>		
Brokerage link accounts	\$ 20,009,366	\$ 18,167,671
Money market funds	24,756,373	24,052,950
Mutual funds	<u>335,241,034</u>	<u>291,348,161</u>
<u>TOTAL INVESTMENTS</u>	<u>380,006,773</u>	<u>333,568,782</u>
<u>RECEIVABLES</u>		
Participant contributions	734,412	-
Employer contributions	166,446	-
Transfer-in receivable (Note 7)	85,321,976	-
Notes receivable from participants	<u>6,587,231</u>	<u>5,763,345</u>
<u>TOTAL RECEIVABLES</u>	<u>92,810,065</u>	<u>5,763,345</u>
<u>TOTAL ASSETS</u>	472,816,838	339,332,127
<u>LIABILITIES</u>		
Excess contributions payable	<u>-</u>	<u>510,973</u>
<u>NET ASSETS AVAILABLE FOR BENEFITS</u>	<u>\$ 472,816,838</u>	<u>\$ 338,821,154</u>

HEALTHCARE PARTNERS MEDICAL GROUP, INC.
401(k) RETIREMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
JANUARY 1, 2015 TO DECEMBER 31, 2015

ADDITIONS

Investment income (loss):	
Interest and dividends	\$ 17,937,697
Net (depreciation) of investments	<u>(17,811,570)</u>
<u>TOTAL INVESTMENT INCOME</u>	<u>126,127</u>

CONTRIBUTIONS AND OTHER ADDITIONS

Employer contributions	12,602,092
Participant contributions	29,885,947
Rollovers	28,094,662
Interest on notes receivable from participants	<u>343,568</u>

<u>TOTAL CONTRIBUTIONS AND OTHER ADDITIONS</u>	<u>70,926,269</u>
--	-------------------

<u>TOTAL ADDITIONS</u>	<u>71,052,396</u>
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DEDUCTIONS

Benefits payments	28,557,998
Administrative fees	<u>301,005</u>

<u>TOTAL DEDUCTIONS</u>	<u>28,859,003</u>
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<u>NET INCREASE</u>	42,193,393
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NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year	338,821,154
Transfer from ABQ Health Partners, LLC Retirement Savings Plan (Note 7)	<u>91,802,291</u>
End of year	<u>\$ 472,816,838</u>

HEALTHCARE PARTNERS MEDICAL GROUP, INC.
401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015 AND 2014

NOTE 1 - DESCRIPTION OF THE PLAN

The HealthCare Partners Medical Group, Inc. 401(k) Retirement Plan (the "Plan") is a defined contribution plan that provides retirement benefits to all eligible employees of HealthCare Partners Medical Group, Inc., HealthCare Partners, LLC, HealthCare Partners Nevada, LLC, HealthCare Partners Colorado, LLC and ABQ Health Partners, LLC (together, the "Employer"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan was adopted and became effective on January 4, 1989. The Plan was amended and restated on August 24, 2012.

The following description of the Plan provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

A. Eligibility

Prior to August 1, 2015, an employee, as defined in the Plan, who is at least 18 years of age and has completed three (3) months of service was eligible to participate in the Plan. Participants who were at least 18 years of age and had completed one year of service with 1,000 hours were eligible for Employer matching contributions.

Effective August 1, 2015, the service requirement was changed to one month of service for participants to be eligible to make deferral contributions, as well as for participants to be eligible to receive non-elective as well as qualified non-elective employer contributions. Additionally, the 1,000-hour service requirement for employer matching contributions was eliminated.

B. Contributions

Prior to August 1, 2015, eligible employees who choose to participate in the Plan may contribute a minimum amount equal to 1%, up to a maximum amount of 60%, of their compensation, as defined in the Plan, subject to Internal Revenue Code (the "Code") limitations. Participants may, upon proper notice and approval, contribute up to 100% of their compensation. For participants who are eligible for Employer matching contributions, the Employer matches 50% of the employee's contribution, up to a maximum of 6% of the employee's compensation. Effective August 1, 2015, certain changes were made to these terms; see Note 8. The Employer may also make discretionary contributions. The discretionary contributions are allocated to participant accounts based on the proportion that each participant's compensation bears to the total compensation of all participants for the Plan year, as defined in the Plan. In 2015, the Employer made discretionary contributions of \$6,576,029 for certain qualifying employees. Catch-up contributions are permitted.

C. Participant Accounts

Each participant's account is credited with (a) his or her own contributions; (b) rollover contributions; (c) the Employers' matching and/or nonelective contributions; and (d) investment earnings.

D. Forfeitures

Forfeited accounts represent terminated employees' unvested portion of the Employer's contributions plus actual earnings thereon. Forfeited balances of terminated participants' non-

HEALTHCARE PARTNERS MEDICAL GROUP, INC.
401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015 AND 2014

NOTE 1 - DESCRIPTION OF THE PLAN (Continued)

D. Forfeitures (Continued)

vested accounts may be used to reduce Employer contributions due, restore forfeitures of reemployed participants, pay Plan expenses, and to correct administrative errors that may have occurred. The Plan had forfeiture reserves totaling \$137,560 and \$114,309 as of December 31, 2015 and 2014, respectively. Forfeitures totaling \$117,269 were used to offset Employer contributions in 2015, which includes HCP Colorado forfeiture balance. Forfeitures totaled \$140,553 in 2015.

E. Vesting

Benefits become vested after one year of service at 25% and increase 25% for each additional year of service, up to a maximum of 100%.

F. Notes Receivable from Participants

A participant may borrow a minimum of \$1,000, up to 50% of his or her vested account balance, not to exceed \$50,000. The interest rate is based on prevailing interest rates charged on similar loans by lending institutions under similar circumstances. The participant's loan is to be repaid through payroll deductions. The loan fund account is used to account for participants' loan activity.

G. Payment of Benefits

Normal retirement age is 65. A participant's benefits will be distributed at retirement, death, total and permanent disability, or termination of employment. Upon termination of service, a participant may elect to receive either a lump-sum amount equal to the value of the vested account or payments over a period of time. Hardship withdrawals are permitted.

H. Risks and Uncertainties

Financial instruments which potentially subject the Plan to concentration of credit risk consist of investments in mutual funds, common stocks, bonds, notes, government securities, and money market funds. The Plan's investments are managed by professional investment managers, with the exception of brokerage link accounts.

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market fluctuations 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 statements of net assets available for benefits and the statement of changes in net assets available for benefits.

I. Plan Termination

It is the intent of the Employer to continue the Plan; however, it reserves the right to modify, suspend or terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their accounts.

HEALTHCARE PARTNERS MEDICAL GROUP, INC.
401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015 AND 2014

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Accounting

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

B. New Accounting Pronouncement

The Financial Accounting Standards Board (FASB) recently issued ASU 2015-12 *Plan Accounting: Topic 960, Defined Benefit Pension Plans; Topic 962, Defined Contribution Pension Plans; Topic 965, Health and Welfare Benefit Plans*. ASU 2015-12 includes three parts. Part I designates contract value as the only required measure for fully benefit-responsive investment contracts. Part II eliminates the requirement to disclose individual investments that represent 5% or more of net assets available for benefits and the requirement to disclose net appreciation (depreciation) in fair value of investments by general type of investment. In addition, Part II provides for employee benefit plan investments to be grouped and presented by general type and eliminates the requirement to disaggregate investments in multiple ways. Part III does not apply to the Plan.

ASU 2015-12 is effective for fiscal years beginning after December 15, 2015. Earlier application is permitted. Amendments in Parts I and II are applied retrospectively for all periods presented. The amendment in Part III is applied prospectively. The Plan adopted ASU 2015-12 effective December 31, 2014.

C. Investment Valuation and Income Recognition

GAAP establishes a fair value hierarchy which prioritizes valuation inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market.

Level 1 – Inputs are quoted prices in active markets.

Level 2 – Inputs are based on quoted prices for similar instruments and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data.

Level 3 – Inputs are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability.

The following table summarizes the Plan's investments at December 31, 2015 based on the inputs to value them:

	December 31, 2015			
	Level 1	Level 2	Level 3	Total
Brokerage Link Accounts	\$ 20,009,366	\$ -	\$ -	\$ 20,009,366
Money Market Funds	-	24,756,373	-	24,756,373
Mutual Funds	335,241,034	-	-	335,241,034
	<u>\$ 355,250,400</u>	<u>\$ 24,756,373</u>	<u>\$ -</u>	<u>\$ 380,006,773</u>

HEALTHCARE PARTNERS MEDICAL GROUP, INC.
401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015 AND 2014

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

C. Investment Valuation and Income Recognition (Continued)

The following table summarizes the Plan's investments at December 31, 2014 based on the inputs to value them:

	December 31, 2014			
	Level 1	Level 2	Level 3	Total
Brokerage Link Accounts	\$ 18,167,671	\$ -	\$ -	\$ 18,167,671
Money Market Funds	-	24,052,950	-	24,052,950
Mutual Funds	291,348,161	-	-	291,348,161
	<u>\$ 309,515,832</u>	<u>\$ 24,052,950</u>	<u>\$ -</u>	<u>\$ 333,568,782</u>

The Plan's participant investments are administered under a trust agreement with Fidelity Management Trust Company (FMTC), whereby the deposited contributions are designated by the participants in any one of several investment funds offered by the Plan or the Brokerage Link Accounts which allows participants to invest in individual securities they select within the investment policy guidelines of the Plan. All of the Employer's contributions are invested at the investment option selected by the participant.

Level 1 investments consist of common stocks and mutual funds stated at fair value based on quoted market prices. Level 2 investments consist of money market funds whose unit value is calculated daily based on the observable net asset value of the underlying investments, which are measured based on quoted market prices of investments that are traded on a national exchange.

D. Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

NOTE 3 - FINANCIAL INFORMATION CERTIFIED BY THE TRUSTEE

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Information regarding investments held at December 31, 2015 and 2014 and investment income (loss) for the year ended December 31, 2015 that is disclosed in the accompanying financial statements and supplemental schedule was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Fidelity Management Trust Company, the trustee of the Plan.

NOTE 4 - INCOME TAX STATUS

The Plan has received a determination letter from the Internal Revenue Service dated February 18, 2005, stating that the Plan is qualified under Section 401(a) of the Code and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its tax qualification. The Plan has been amended since receiving the

HEALTHCARE PARTNERS MEDICAL GROUP, INC.
401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015 AND 2014

NOTE 4 - INCOME TAX STATUS (Continued)

determination letter. However, the plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken a tax position that more likely than not would not be sustained upon examination by a tax authority. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 5 - RELATED PARTY TRANSACTIONS

Certain Plan investments are shares in mutual funds and a money market fund managed by a company related to the Plan trustee. These transactions qualify as party-in-interest transactions for which a statutory exemption exists.

NOTE 6 - RECONCILIATION OF FINANCIAL STATEMENTS TO THE FORM 5500

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

	<u>December 31, 2015</u>	<u>December 31, 2014</u>
Net Assets Available for Benefits Per Financial Statements	\$ 472,816,838	\$ 338,821,154
Add: Excess Contributions Payable	<u>-</u>	<u>510,973</u>
Net Assets Per the Form 5500	<u>\$ 472,816,838</u>	<u>\$ 339,332,127</u>

The following is a reconciliation of net increase per the financial statements to the Form 5500:

	January 1, 2015 to <u>December 31, 2015</u>
Net Increase Per Financial Statements	\$ 42,193,393
Change in Excess Contributions Payable	<u>(510,973)</u>
Net Income Per the Form 5500	<u>\$ 41,682,420</u>

NOTE 7 - TRANSFER FROM ABQ HEALTH PARTNERS, LLC

On November 30, 2015, ABQ Health Partners, LLC Retirement Savings Plan (the "ABQ Plan") was merged into the Plan. Plan assets totaling \$91,802,291 from the ABQ Plan were transferred to the Plan; as of December 31, 2015, \$6,480,315 had been transferred and the remaining \$85,321,976 was transferred to the Plan in January 2016.

HEALTHCARE PARTNERS MEDICAL GROUP, INC.
401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015 AND 2014

NOTE 8 - PLAN AMENDMENTS

Effective August 1, 2015, the Plan was amended to incorporate the following significant changes:

- One month of service is now required for participants to be eligible to make employee deferral contributions, to receive non-elective and qualified non-elective employer contributions.
- The service requirement of 1,000 hours to receive matching employer contributions was eliminated.
- Employer matching contributions of 50% of eligible contributions, not to exceed 6% of the participant's eligible compensation, will be made for full- and part-time employees of HealthCare Partners Medical Group, Inc., HealthCare Partners, LLC and HealthCare Partners Nevada, LLC ("Commission" employees).
- Employer matching contributions of 50% of eligible contributions, not to exceed 3% of the participant's eligible compensation, will be made for full- and part-time employees of HealthCare Partners, Nevada, LLC ("Non-Commission" employees).
- A fixed, flat-dollar employer contribution will be made for different groups of "eligible" participants.
- All reasonable costs and expenses incurred by the plan administrator and the trustee in administering the Plan and trust may be paid from the forfeitures account.

NOTE 9 - SUBSEQUENT EVENTS

Management has evaluated subsequent events through October 17, 2016, the date on which the financial statements were available to be issued. There were no material subsequent events that required recognition or additional disclosures in these financial statements.

SUPPLEMENTAL SCHEDULE

HEALTHCARE PARTNERS MEDICAL GROUP, INC.
401(k) RETIREMENT PLAN
FORM 5500
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
E.I.N. 95-4340584; PLAN NO. 003
DECEMBER 31, 2015

Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment	Fair Value
	<u>Money Market Fund</u>	
Fidelity*:	Retirement Government Money Market Portfolio	\$ 24,756,373
	<u>Mutual Funds</u>	
	Contrafund	39,815,067
	Fidelity Low Price Stock	11,660,632
	Freedom Income Fund	4,229,736
	Freedom 2010 Fund	2,833,109
	Freedom 2015 Fund	6,883,227
	Freedom 2020 Fund	17,951,797
	Freedom 2025 Fund	15,388,853
	Freedom 2030 Fund	16,866,485
	Freedom 2035 Fund	12,143,897
	Freedom 2040 Fund	11,468,423
	Freedom 2045 Fund	6,805,044
	Freedom 2050 Fund	2,698,056
	Freedom 2055 Fund	698,628
	Freedom 2060 Fund	93,025
	Spartan Extended Market Index	4,613,785
	Spartan International Index Fund	5,003,131
Morgan Stanley	Mid-Cap Growth Fund	10,626,190
American Funds	EuroPacific Growth Fund	21,311,568
Northern Trust	Small Cap Value Fund	1,906,663
PIMCO	Total Return Fund	20,744,253
Lazard	Emerging Markets Equity Fund	2,846,541
Loomis	Small Capital Growth Fund	6,189,790
Mainstay	Large Capital Growth Fund	18,266,854
Vanguard:	Institutional Index Fund	30,973,978
	PrimeCap Admiral	15,398,873
	Small Cap Index Inv	5,438,908
	Total Bond Market Inv	13,118,342
	Wellington Admiral Shares	20,501,785
	Windsor II Admiral	8,764,394
Brokerage Link Accounts	Self-Directed Brokerage Accounts	20,009,366
Participant Loans*	Interest ranges from 4.25% to 8.25%	6,587,231
		<u>\$ 386,594,004</u>

* Indicates a party-in-interest to the Plan

HEALTHCARE PARTNERS MEDICAL GROUP, INC.
401(k) RETIREMENT PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

HEALTHCARE PARTNERS MEDICAL GROUP, INC.
401(k) RETIREMENT PLAN

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SCHEDULE 1 - Schedule of Assets (Held At End of Year) - December 31, 2015	11

INDEPENDENT AUDITORS' REPORT

HealthCare Partners Medical Group, Inc.
401(k) Retirement Plan
2175 Park Place
El Segundo, California 90245

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the HealthCare Partners Medical Group, Inc. 401(k) Retirement Plan (the "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 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 the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2015 and 2014, and for the year ended December 31, 2015, 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.

Mannon Kaplan, CPA
George Nadel Rivin, CPA
Edwin Kanemaru, CPA
Kenneth R. Holmer, CPA
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Donald G. Garrett, CPA
Catherine C. Gardner, CPA
Jeffrey L. Goss, CPA
Richard DeFronzo, JD
Joanna Bolsky, CPA
Ronald D. Chandler, CPA
Michael G. Kaplan, CPA
Michael J. Quackenbush, CPA
Edmond Avanness, CPA
Crane Curran, CPA
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Alexandra Chernyak, CPA
Stephen Ozen, CPA
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3801 East Florida Avenue
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Denver, CO 80210
Tel: 303.991.4674

Other Matter

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

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

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

A handwritten signature in black ink that reads "Miller Kaplan Arase LLP". The signature is written in a cursive, flowing style.

MILLER KAPLAN ARASE LLP
North Hollywood, California
October 17, 2016

HEALTHCARE PARTNERS MEDICAL GROUP, INC.
401(k) RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	<u>December 31, 2015</u>	<u>December 31, 2014</u>
<u>ASSETS</u>		
<u>INVESTMENTS, AT FAIR VALUE</u>		
Brokerage link accounts	\$ 20,009,366	\$ 18,167,671
Money market funds	24,756,373	24,052,950
Mutual funds	<u>335,241,034</u>	<u>291,348,161</u>
<u>TOTAL INVESTMENTS</u>	<u>380,006,773</u>	<u>333,568,782</u>
<u>RECEIVABLES</u>		
Participant contributions	734,412	-
Employer contributions	166,446	-
Transfer-in receivable (Note 7)	85,321,976	-
Notes receivable from participants	<u>6,587,231</u>	<u>5,763,345</u>
<u>TOTAL RECEIVABLES</u>	<u>92,810,065</u>	<u>5,763,345</u>
<u>TOTAL ASSETS</u>	472,816,838	339,332,127
<u>LIABILITIES</u>		
Excess contributions payable	<u>-</u>	<u>510,973</u>
<u>NET ASSETS AVAILABLE FOR BENEFITS</u>	<u>\$ 472,816,838</u>	<u>\$ 338,821,154</u>

HEALTHCARE PARTNERS MEDICAL GROUP, INC.
401(k) RETIREMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
JANUARY 1, 2015 TO DECEMBER 31, 2015

ADDITIONS

Investment income (loss):	
Interest and dividends	\$ 17,937,697
Net (depreciation) of investments	<u>(17,811,570)</u>
<u>TOTAL INVESTMENT INCOME</u>	<u>126,127</u>

CONTRIBUTIONS AND OTHER ADDITIONS

Employer contributions	12,602,092
Participant contributions	29,885,947
Rollovers	28,094,662
Interest on notes receivable from participants	<u>343,568</u>

<u>TOTAL CONTRIBUTIONS AND OTHER ADDITIONS</u>	<u>70,926,269</u>
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<u>TOTAL ADDITIONS</u>	<u>71,052,396</u>
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DEDUCTIONS

Benefits payments	28,557,998
Administrative fees	<u>301,005</u>

<u>TOTAL DEDUCTIONS</u>	<u>28,859,003</u>
-------------------------	-------------------

<u>NET INCREASE</u>	42,193,393
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NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year	338,821,154
Transfer from ABQ Health Partners, LLC Retirement Savings Plan (Note 7)	<u>91,802,291</u>
End of year	<u>\$ 472,816,838</u>

HEALTHCARE PARTNERS MEDICAL GROUP, INC.
401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015 AND 2014

NOTE 1 - DESCRIPTION OF THE PLAN

The HealthCare Partners Medical Group, Inc. 401(k) Retirement Plan (the "Plan") is a defined contribution plan that provides retirement benefits to all eligible employees of HealthCare Partners Medical Group, Inc., HealthCare Partners, LLC, HealthCare Partners Nevada, LLC, HealthCare Partners Colorado, LLC and ABQ Health Partners, LLC (together, the "Employer"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan was adopted and became effective on January 4, 1989. The Plan was amended and restated on August 24, 2012.

The following description of the Plan provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

A. Eligibility

Prior to August 1, 2015, an employee, as defined in the Plan, who is at least 18 years of age and has completed three (3) months of service was eligible to participate in the Plan. Participants who were at least 18 years of age and had completed one year of service with 1,000 hours were eligible for Employer matching contributions.

Effective August 1, 2015, the service requirement was changed to one month of service for participants to be eligible to make deferral contributions, as well as for participants to be eligible to receive non-elective as well as qualified non-elective employer contributions. Additionally, the 1,000-hour service requirement for employer matching contributions was eliminated.

B. Contributions

Prior to August 1, 2015, eligible employees who choose to participate in the Plan may contribute a minimum amount equal to 1%, up to a maximum amount of 60%, of their compensation, as defined in the Plan, subject to Internal Revenue Code (the "Code") limitations. Participants may, upon proper notice and approval, contribute up to 100% of their compensation. For participants who are eligible for Employer matching contributions, the Employer matches 50% of the employee's contribution, up to a maximum of 6% of the employee's compensation. Effective August 1, 2015, certain changes were made to these terms; see Note 8. The Employer may also make discretionary contributions. The discretionary contributions are allocated to participant accounts based on the proportion that each participant's compensation bears to the total compensation of all participants for the Plan year, as defined in the Plan. In 2015, the Employer made discretionary contributions of \$6,576,029 for certain qualifying employees. Catch-up contributions are permitted.

C. Participant Accounts

Each participant's account is credited with (a) his or her own contributions; (b) rollover contributions; (c) the Employers' matching and/or nonelective contributions; and (d) investment earnings.

D. Forfeitures

Forfeited accounts represent terminated employees' unvested portion of the Employer's contributions plus actual earnings thereon. Forfeited balances of terminated participants' non-

HEALTHCARE PARTNERS MEDICAL GROUP, INC.
401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015 AND 2014

NOTE 1 - DESCRIPTION OF THE PLAN (Continued)

D. Forfeitures (Continued)

vested accounts may be used to reduce Employer contributions due, restore forfeitures of reemployed participants, pay Plan expenses, and to correct administrative errors that may have occurred. The Plan had forfeiture reserves totaling \$137,560 and \$114,309 as of December 31, 2015 and 2014, respectively. Forfeitures totaling \$117,269 were used to offset Employer contributions in 2015, which includes HCP Colorado forfeiture balance. Forfeitures totaled \$140,553 in 2015.

E. Vesting

Benefits become vested after one year of service at 25% and increase 25% for each additional year of service, up to a maximum of 100%.

F. Notes Receivable from Participants

A participant may borrow a minimum of \$1,000, up to 50% of his or her vested account balance, not to exceed \$50,000. The interest rate is based on prevailing interest rates charged on similar loans by lending institutions under similar circumstances. The participant's loan is to be repaid through payroll deductions. The loan fund account is used to account for participants' loan activity.

G. Payment of Benefits

Normal retirement age is 65. A participant's benefits will be distributed at retirement, death, total and permanent disability, or termination of employment. Upon termination of service, a participant may elect to receive either a lump-sum amount equal to the value of the vested account or payments over a period of time. Hardship withdrawals are permitted.

H. Risks and Uncertainties

Financial instruments which potentially subject the Plan to concentration of credit risk consist of investments in mutual funds, common stocks, bonds, notes, government securities, and money market funds. The Plan's investments are managed by professional investment managers, with the exception of brokerage link accounts.

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market fluctuations 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 statements of net assets available for benefits and the statement of changes in net assets available for benefits.

I. Plan Termination

It is the intent of the Employer to continue the Plan; however, it reserves the right to modify, suspend or terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their accounts.

HEALTHCARE PARTNERS MEDICAL GROUP, INC.
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DECEMBER 31, 2015 AND 2014

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Accounting

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

B. New Accounting Pronouncement

The Financial Accounting Standards Board (FASB) recently issued ASU 2015-12 *Plan Accounting: Topic 960, Defined Benefit Pension Plans; Topic 962, Defined Contribution Pension Plans; Topic 965, Health and Welfare Benefit Plans*. ASU 2015-12 includes three parts. Part I designates contract value as the only required measure for fully benefit-responsive investment contracts. Part II eliminates the requirement to disclose individual investments that represent 5% or more of net assets available for benefits and the requirement to disclose net appreciation (depreciation) in fair value of investments by general type of investment. In addition, Part II provides for employee benefit plan investments to be grouped and presented by general type and eliminates the requirement to disaggregate investments in multiple ways. Part III does not apply to the Plan.

ASU 2015-12 is effective for fiscal years beginning after December 15, 2015. Earlier application is permitted. Amendments in Parts I and II are applied retrospectively for all periods presented. The amendment in Part III is applied prospectively. The Plan adopted ASU 2015-12 effective December 31, 2014.

C. Investment Valuation and Income Recognition

GAAP establishes a fair value hierarchy which prioritizes valuation inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market.

Level 1 – Inputs are quoted prices in active markets.

Level 2 – Inputs are based on quoted prices for similar instruments and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data.

Level 3 – Inputs are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability.

The following table summarizes the Plan's investments at December 31, 2015 based on the inputs to value them:

	December 31, 2015			
	Level 1	Level 2	Level 3	Total
Brokerage Link Accounts	\$ 20,009,366	\$ -	\$ -	\$ 20,009,366
Money Market Funds	-	24,756,373	-	24,756,373
Mutual Funds	335,241,034	-	-	335,241,034
	<u>\$ 355,250,400</u>	<u>\$ 24,756,373</u>	<u>\$ -</u>	<u>\$ 380,006,773</u>

HEALTHCARE PARTNERS MEDICAL GROUP, INC.
401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015 AND 2014

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

C. Investment Valuation and Income Recognition (Continued)

The following table summarizes the Plan's investments at December 31, 2014 based on the inputs to value them:

	December 31, 2014			
	Level 1	Level 2	Level 3	Total
Brokerage Link Accounts	\$ 18,167,671	\$ -	\$ -	\$ 18,167,671
Money Market Funds	-	24,052,950	-	24,052,950
Mutual Funds	291,348,161	-	-	291,348,161
	<u>\$ 309,515,832</u>	<u>\$ 24,052,950</u>	<u>\$ -</u>	<u>\$ 333,568,782</u>

The Plan's participant investments are administered under a trust agreement with Fidelity Management Trust Company (FMTC), whereby the deposited contributions are designated by the participants in any one of several investment funds offered by the Plan or the Brokerage Link Accounts which allows participants to invest in individual securities they select within the investment policy guidelines of the Plan. All of the Employer's contributions are invested at the investment option selected by the participant.

Level 1 investments consist of common stocks and mutual funds stated at fair value based on quoted market prices. Level 2 investments consist of money market funds whose unit value is calculated daily based on the observable net asset value of the underlying investments, which are measured based on quoted market prices of investments that are traded on a national exchange.

D. Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

NOTE 3 - FINANCIAL INFORMATION CERTIFIED BY THE TRUSTEE

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Information regarding investments held at December 31, 2015 and 2014 and investment income (loss) for the year ended December 31, 2015 that is disclosed in the accompanying financial statements and supplemental schedule was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Fidelity Management Trust Company, the trustee of the Plan.

NOTE 4 - INCOME TAX STATUS

The Plan has received a determination letter from the Internal Revenue Service dated February 18, 2005, stating that the Plan is qualified under Section 401(a) of the Code and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its tax qualification. The Plan has been amended since receiving the

HEALTHCARE PARTNERS MEDICAL GROUP, INC.
401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015 AND 2014

NOTE 4 - INCOME TAX STATUS (Continued)

determination letter. However, the plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken a tax position that more likely than not would not be sustained upon examination by a tax authority. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 5 - RELATED PARTY TRANSACTIONS

Certain Plan investments are shares in mutual funds and a money market fund managed by a company related to the Plan trustee. These transactions qualify as party-in-interest transactions for which a statutory exemption exists.

NOTE 6 - RECONCILIATION OF FINANCIAL STATEMENTS TO THE FORM 5500

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

	<u>December 31, 2015</u>	<u>December 31, 2014</u>
Net Assets Available for Benefits Per Financial Statements	\$ 472,816,838	\$ 338,821,154
Add: Excess Contributions Payable	<u>-</u>	<u>510,973</u>
Net Assets Per the Form 5500	<u>\$ 472,816,838</u>	<u>\$ 339,332,127</u>

The following is a reconciliation of net increase per the financial statements to the Form 5500:

	January 1, 2015 to <u>December 31, 2015</u>
Net Increase Per Financial Statements	\$ 42,193,393
Change in Excess Contributions Payable	<u>(510,973)</u>
Net Income Per the Form 5500	<u>\$ 41,682,420</u>

NOTE 7 - TRANSFER FROM ABQ HEALTH PARTNERS, LLC

On November 30, 2015, ABQ Health Partners, LLC Retirement Savings Plan (the "ABQ Plan") was merged into the Plan. Plan assets totaling \$91,802,291 from the ABQ Plan were transferred to the Plan; as of December 31, 2015, \$6,480,315 had been transferred and the remaining \$85,321,976 was transferred to the Plan in January 2016.

HEALTHCARE PARTNERS MEDICAL GROUP, INC.
401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015 AND 2014

NOTE 8 - PLAN AMENDMENTS

Effective August 1, 2015, the Plan was amended to incorporate the following significant changes:

- One month of service is now required for participants to be eligible to make employee deferral contributions, to receive non-elective and qualified non-elective employer contributions.
- The service requirement of 1,000 hours to receive matching employer contributions was eliminated.
- Employer matching contributions of 50% of eligible contributions, not to exceed 6% of the participant's eligible compensation, will be made for full- and part-time employees of HealthCare Partners Medical Group, Inc., HealthCare Partners, LLC and HealthCare Partners Nevada, LLC ("Commission" employees).
- Employer matching contributions of 50% of eligible contributions, not to exceed 3% of the participant's eligible compensation, will be made for full- and part-time employees of HealthCare Partners, Nevada, LLC ("Non-Commission" employees).
- A fixed, flat-dollar employer contribution will be made for different groups of "eligible" participants.
- All reasonable costs and expenses incurred by the plan administrator and the trustee in administering the Plan and trust may be paid from the forfeitures account.

NOTE 9 - SUBSEQUENT EVENTS

Management has evaluated subsequent events through October 17, 2016, the date on which the financial statements were available to be issued. There were no material subsequent events that required recognition or additional disclosures in these financial statements.

SUPPLEMENTAL SCHEDULE

HEALTHCARE PARTNERS MEDICAL GROUP, INC.
401(k) RETIREMENT PLAN
FORM 5500
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
E.I.N. 95-4340584; PLAN NO. 003
DECEMBER 31, 2015

Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment	Fair Value
	<u>Money Market Fund</u>	
Fidelity*:	Retirement Government Money Market Portfolio	\$ 24,756,373
	<u>Mutual Funds</u>	
	Contrafund	39,815,067
	Fidelity Low Price Stock	11,660,632
	Freedom Income Fund	4,229,736
	Freedom 2010 Fund	2,833,109
	Freedom 2015 Fund	6,883,227
	Freedom 2020 Fund	17,951,797
	Freedom 2025 Fund	15,388,853
	Freedom 2030 Fund	16,866,485
	Freedom 2035 Fund	12,143,897
	Freedom 2040 Fund	11,468,423
	Freedom 2045 Fund	6,805,044
	Freedom 2050 Fund	2,698,056
	Freedom 2055 Fund	698,628
	Freedom 2060 Fund	93,025
	Spartan Extended Market Index	4,613,785
	Spartan International Index Fund	5,003,131
Morgan Stanley	Mid-Cap Growth Fund	10,626,190
American Funds	EuroPacific Growth Fund	21,311,568
Northern Trust	Small Cap Value Fund	1,906,663
PIMCO	Total Return Fund	20,744,253
Lazard	Emerging Markets Equity Fund	2,846,541
Loomis	Small Capital Growth Fund	6,189,790
Mainstay	Large Capital Growth Fund	18,266,854
Vanguard:	Institutional Index Fund	30,973,978
	PrimeCap Admiral	15,398,873
	Small Cap Index Inv	5,438,908
	Total Bond Market Inv	13,118,342
	Wellington Admiral Shares	20,501,785
	Windsor II Admiral	8,764,394
Brokerage Link Accounts	Self-Directed Brokerage Accounts	20,009,366
Participant Loans*	Interest ranges from 4.25% to 8.25%	6,587,231
		<u>\$ 386,594,004</u>

* Indicates a party-in-interest to the Plan