

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), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2010 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☐ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☐		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan <u>BROWN MEMORIAL HOSPITAL EMPLOYEES' PENSION PLAN</u>	1b Three-digit plan number (PN) ►	<u>001</u>	
	1c Effective date of plan	<u>08/01/1962</u>	
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>UHHS BROWN MEMORIAL HOSPITAL</u> <u>P.O. BOX 648</u> <u>CONNEAUT, OH 44030</u>	2b Employer Identification Number (EIN) <u>34-0714550</u>	2c Sponsor's telephone number <u>440-593-1131</u>	2d Business code (see instructions) <u>622000</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	<u>Filed with authorized/valid electronic signature.</u>	<u>10/11/2011</u>	<u>ELLIOTT KELLMAN</u>
	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

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

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") UHHS BROWN MEMORIAL HOSPITAL P.O. BOX 648 CONNEAUT, OH 44030	3b Administrator's EIN 34-0714550 3c Administrator's telephone number 440-593-1131
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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 BROWN MEMORIAL HOSPITAL	4b EIN 34-0714550 4c PN 001
5 Total number of participants at the beginning of the plan year	5 278
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).	
a Active participants.....	6a 175
b Retired or separated participants receiving benefits.....	6b 20
c Other retired or separated participants entitled to future benefits.....	6c 59
d Subtotal. Add lines 6a , 6b , and 6c	6d 254
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 4
f Total. Add lines 6d and 6e	6f 258
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 8
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 Characteristic Codes in the instructions:
 1A 1G 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)	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	(1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
 (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
 (3) ☒ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
 (2) ☐ **I** (Financial Information – Small Plan)
 (3) ☐ **A** (Insurance Information)
 (4) ☒ **C** (Service Provider Information)
 (5) ☐ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2010 This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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

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

A Name of plan <u>BROWN MEMORIAL HOSPITAL EMPLOYEES' PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>UHHS BROWN MEMORIAL HOSPITAL</u>	D Employer Identification Number (EIN) <u>34-0714550</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2010</u>	
2 Assets:	
a Market value	2a <u>6061564</u>
b Actuarial value	2b <u>6221747</u>
3 Funding target/participant count breakdown	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment	3a <u>23</u> <u>978032</u>
b For terminated vested participants	3b <u>60</u> <u>683797</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>129602</u>
(2) Vested benefits	3c(2) <u>4398630</u>
(3) Total active	3c(3) <u>195</u> <u>4528232</u>
d Total	3d <u>278</u> <u>6190061</u>
4 If the plan is at-risk, check the box and complete items (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.54</u> %
6 Target normal cost	6 <u>583684</u>

Statement by Enrolled Actuary

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

SIGN HERE	<u>10/04/2011</u>
Signature of actuary	Date
<u>JASON M. BRAVO</u>	<u>11-05569</u>
Type or print name of actuary	Most recent enrollment number
<u>HEWITT ASSOCIATES LLC</u>	<u>216-573-9700</u>
Firm name	Telephone number (including area code)
<u>5005 ROCKSIDE ROAD, SUITE 1000</u> <u>INDEPENDENCE, OH 44131-6828</u>	
Address of the firm	

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

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

Schedule SB (Form 5500) 2010
v.092308.1

Part II Beginning of year carryover and prefunding balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	0	632217
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9	Amount remaining (Item 7 minus item 8).....	0	632217
10	Interest on item 9 using prior year's actual return of <u>26.40</u> %		166905
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		206329
b	Interest on (a) using prior year's effective rate of <u>8.28</u> %		17084
c	Total available at beginning of current plan year to add to prefunding balance		223413
d	Portion of (c) to be added to prefunding balance.....		0
12	Reduction in balances due to elections or deemed elections.....	0	580421
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	0	218701

Part III Funding percentages			
14	Funding target attainment percentage.....	14	96.97 %
15	Adjusted funding target attainment percentage.....	15	100.51 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	94.00 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/12/2010	115843				
07/13/2010	115843				
09/12/2011	398619				
Totals ►			18(b)	630305	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contribution from prior years.....	19a
b Contributions made to avoid restrictions adjusted to valuation date	19b
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c 583871
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of Quarter of this plan year	
(1) 1st	(2) 2nd
0	0
(3) 3rd	(4) 4th
0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: 5.03 %	2nd segment: 6.73 %	3rd segment: 6.82 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 61
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	583684
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	583684
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	218683
36 Additional cash requirement (item 34 minus item 35).....	36	365001
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	583871
38 Interest-adjusted excess contributions for current year (see instructions).....	38	218870
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection.
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan BROWN MEMORIAL HOSPITAL EMPLOYEES' PENSION PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 UHHS BROWN MEMORIAL HOSPITAL	D Employer Identification Number (EIN) 34-0714550	

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

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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)

HEWITT ASSOCIATES LLC

36-2235791

(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?
11 50	NONE	24266	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MANNING AND NAPIER

16-0995736

(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?
28 50 71	NONE	19616	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

KEYBANK NATIONAL ASSOCIATION

127 PUBLIC SQUARE
14TH FLOOR
CLEVELAND, OH 44114

(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?
25 50	TRUSTEE	12487	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 ☐

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

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

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2010 This Form is Open to Public Inspection
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan BROWN MEMORIAL HOSPITAL EMPLOYEES' PENSION PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 UHHS BROWN MEMORIAL HOSPITAL	D Employer Identification Number (EIN) 34-0714550	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	765758	398619
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	51726	98087
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	117289	232952
(2) U.S. Government securities.....	1c(2)	1076581	1332025
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)	0	
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	2307122	2896230
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	1831811	2289497
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	3209	4027

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	6153496	7251437

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	4783	5655
i Acquisition indebtedness	1i	46474	85035
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	51257	90690

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	6102239	7160747
---	-----------	---------	---------

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)	630305	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		630305
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	153388	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		153388
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	474704	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		474704
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		164920
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1423317

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	304218	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		304218
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	24266	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	19616	
(4) Other	2i(4)	16709	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		60591
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		364809

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1058508
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: KPMG, LLP

(2) EIN: 13-5565207

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 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
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		20000000
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	

- 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)

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

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 2010 This Form is Open to Public Inspection.
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan BROWN MEMORIAL HOSPITAL EMPLOYEES' PENSION PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 UHHS BROWN MEMORIAL HOSPITAL		D Employer Identification Number (EIN) 34-0714550
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1 0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): _____ 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 2
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		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 providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☒ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☒ No		
Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No		
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.		
Schedule R (Form 5500) 2010 v.092308.1		

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 items 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 items 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 items 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 items 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 items 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 items 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 item 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 items (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 item 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):



**BROWN MEMORIAL HOSPITAL
EMPLOYEES PENSION PLAN**

Financial Statements and Supplemental Schedules

December 31, 2010 and 2009

(With Independent Auditors' Report Thereon)

**BROWN MEMORIAL HOSPITAL
EMPLOYEES PENSION PLAN**

Table of Contents

	Page
Independent Auditors' Report	1
Statements of Net Assets Available for Benefits – December 31, 2010 and 2009	2
Statements of Changes in Net Assets Available for Benefits – Years ended December 31, 2010 and 2009	3
Notes to Financial Statements	4
Schedules	
1 Schedule H, Line 4i – Schedule of Assets Held (At End of Year) – December 31, 2010	11
2 Schedule H, Line 4j – Schedule of Reportable Transactions – Year ended December 31, 2010	13

All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because there is no information to report.



KPMG LLP
One Cleveland Center
Suite 2600
1375 East Ninth Street
Cleveland, OH 44114-1796

Independent Auditors' Report

Plan Administrator
Brown Memorial Hospital
Employees Pension Plan:

We were engaged to audit the accompanying statements of net assets available for benefits of the Brown Memorial Hospital Employees Pension Plan (the Plan) as of December 31, 2010 and 2009, and the related statements of changes in net assets available for benefits for the years then ended and the supplemental schedules of (1) Schedule H, Line 4i – Schedule of Assets Held (At End of Year) as of December 31, 2010, and (2) Schedule H, Line 4j – Schedule of Reportable Transactions as of and for the year ended December 31, 2010. These financial statements and supplemental schedules are the responsibility of the Plan's management.

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 notes 3 and 4 to the financial statements, which was certified by Key Bank National Association, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. 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 certifications from the trustee as of and for the years ended December 31, 2010 and 2009 that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information in the Plan's financial statements that we did not audit, we are unable to, and do not, express an opinion on the financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, 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.

KPMG LLP

September 30, 2011

**BROWN MEMORIAL HOSPITAL
EMPLOYEES PENSION PLAN**

Statements of Net Assets Available for Benefits

December 31, 2010 and 2009

	<u>2010</u>	<u>2009</u>
Assets:		
Investments, at fair value:		
Cash equivalents	\$ 232,952	117,289
Common stock	2,896,230	2,307,122
U.S. government securities	1,332,025	1,076,581
Mutual funds	2,289,497	1,831,811
Total investments	<u>6,750,704</u>	<u>5,332,803</u>
Receivables:		
Employer contributions receivable	398,619	765,758
Accrued income	98,087	51,726
Total receivables	<u>496,706</u>	<u>817,484</u>
Prepays:		
Prepaid service costs	4,027	3,209
Total prepaids	<u>4,027</u>	<u>3,209</u>
Total assets	<u>7,251,437</u>	<u>6,153,496</u>
Liabilities:		
Due to broker for securities purchased	85,035	46,474
Accrued payables	5,655	4,783
Total liabilities	<u>90,690</u>	<u>51,257</u>
Total net assets available for benefits	<u>\$ 7,160,747</u>	<u>6,102,239</u>

See accompanying notes to financial statements.

**BROWN MEMORIAL HOSPITAL
EMPLOYEES PENSION PLAN**

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2010 and 2009

	<u>2010</u>	<u>2009</u>
Investment income:		
Interest and dividends	\$ 153,388	105,125
Net appreciation in fair value of investments	639,624	876,514
Total investment income	<u>793,012</u>	<u>981,639</u>
Contributions:		
Employer contributions	<u>630,305</u>	<u>765,758</u>
Total contributions	<u>630,305</u>	<u>765,758</u>
Deductions from net assets attributed to:		
Benefit payments to participants	304,218	179,988
Administrative expenses	60,591	57,557
Total deductions	<u>364,809</u>	<u>237,545</u>
Net increase in net assets available for benefits	<u>1,058,508</u>	<u>1,509,852</u>
Net assets available for benefits:		
Beginning of year	<u>6,102,239</u>	<u>4,592,387</u>
End of year	<u>\$ 7,160,747</u>	<u>6,102,239</u>

See accompanying notes to financial statements.

**BROWN MEMORIAL HOSPITAL
EMPLOYEES PENSION PLAN**

Notes to Financial Statements

December 31, 2010 and 2009

(1) Description of the Plan

The following brief description of the Brown Memorial Hospital Employees Pension Plan (the Plan) is provided for general information purposes only. Participants should refer to the plan agreement for more complete information.

(a) General

The Plan is a defined benefit pension plan covering substantially all employees of the Brown Memorial Hospital d/b/a University Hospitals Conneaut Medical Center (Hospital or Plan Sponsor) and provides for retirement and disability retirement benefits. Employees are eligible to participate in the Plan on January 1 or July 1 following attainment of age 21 and completion of 1 year of service.

Effective January 1, 2009, the Plan was frozen and employees of the Hospital hired subsequent to this date participate in the University Hospitals Health System, Inc. Retirement Plan.

(b) Pension Benefits

Participants are eligible to receive monthly benefit payments beginning at normal retirement age of 65 or the fifth anniversary of participation. The amount of a plan participant's benefit is based upon several factors, including years of service, Social Security covered compensation, and age. Participants may elect to receive their benefits as a life annuity payable monthly during retirement or may elect to receive optional forms of payment of actuarially equivalent amounts. The Plan permits early retirement benefits after attaining the age of 55 and having completed at least 10 years of vested service.

(c) Death Benefits

If an active participant dies at age 55 or older, the surviving spouse may be entitled to 50% of the participant's monthly retirement benefit.

(d) Vesting

Vesting is based on years of credited service. A participant is credited for 1 year of service for each plan year in which the participant completes 1,000 hours of service. After 5 years of service, the participant is 100% vested in the Plan.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

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

**BROWN MEMORIAL HOSPITAL
EMPLOYEES PENSION PLAN**

Notes to Financial Statements

December 31, 2010 and 2009

(b) *Funding Policy*

It is the Hospital's policy to make contributions to the Plan based upon actuarial computations which meet the greater of the minimum funding requirements of Employee Retirement Income Security Act of 1974 (ERISA) or 90% of the actuarial present value of accumulated plan benefits. The Hospital met the minimum funding requirements of ERISA for 2010 and 2009, as determined by consulting actuaries, Hewitt Associates LLC.

(c) *Valuation of Investments and Income Recognition*

Investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See note 4 for a discussion of fair value measurements.

Net appreciation and depreciation in the fair value of investments reported in the statements of changes in net assets available for benefits includes both realized and unrealized gains and losses. Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date and interest income on the accrual basis.

(d) *Use of Estimates*

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

(e) *Actuarial Present Value of Accumulated Plan Benefits*

Accumulated plan benefits are those future periodic payments that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to: (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits payable under all circumstances – retirement, death, disability, and termination of employment – are included to the extent they are deemed attributable to employee service rendered as of the valuation date.

(f) *Payments of Benefits*

Benefit payments to participants are recorded upon distribution.

(g) *Expenses Paid by Plan Sponsor*

Certain plan expenses such as ERISA attorney fees, expenses in relation to the actuarial valuation, and audit fees are paid by the Plan Sponsor.

**BROWN MEMORIAL HOSPITAL
EMPLOYEES PENSION PLAN**

Notes to Financial Statements

December 31, 2010 and 2009

(3) Investments

Under the terms of a trust agreement between Key Bank National Association (the trustee) and the Plan, the trustee maintains a trust fund on behalf of the Plan. 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. Accordingly, as permitted under such election, the plan administrator has obtained certification from the trustee of the Plan that all of the information provided by them is complete and accurate. Information included in the accompanying financial statements as to investments in the trust fund administered by the trustee, investment income receivable, interest and dividends, information included in this note, and all information in the supplemental schedules is presented in reliance solely upon the certification.

The following table summarizes the investments and cash equivalents certified to be complete and accurate by the trustee. Individual investments that represent 5% or more of the Plan's net assets available for benefits at December 31, 2010 and 2009 are separately identified (*).

	<u>2010</u>	<u>2009</u>
Cash equivalents	\$ 232,952	117,289
Common stock	2,896,230	2,307,122
U.S. government securities:		
U.S. Treasury notes at 2.375% due 08/31/14	326,321	511,220*
U.S. Treasury notes at 1.75% due 07/31/15	398,720*	—
Other U.S. government securities	606,984	565,361
Mutual funds:		
Manning & Napier Core Plus Bd	989,188*	790,715*
Other mutual funds	1,300,309	1,041,096
Total investments	<u>\$ 6,750,704</u>	<u>5,332,803</u>

Investment income for the years ended December 31, 2010 and 2009, as certified to be complete and accurate by the trustee, is summarized as follows:

	<u>2010</u>	<u>2009</u>
Investment income:		
Interest and dividends	\$ 153,388	105,125
Net appreciation (depreciation) in fair value of investments:		
Common stock	432,544	639,461
U.S. government securities	42,160	(37,323)
Mutual funds	164,920	274,944
Corporate debt instruments	—	(568)
Total investment income	<u>\$ 793,012</u>	<u>981,639</u>

**BROWN MEMORIAL HOSPITAL
EMPLOYEES PENSION PLAN**

Notes to Financial Statements

December 31, 2010 and 2009

(4) Fair Value Measurements

The Plan has an established framework for measuring and disclosing fair value according to generally accepted accounting principles. Generally accepted accounting principles emphasize that fair value is a market-based measurement, not an entity-specific measurement, and should be determined based on the assumptions that market participants would use in pricing the asset or liability.

A hierarchy was established for ranking the quality and reliability of the information used to determine fair values. The Plan's assets carried at fair value are disclosed according to the following three levels:

- **Level 1** – Unadjusted quoted prices for identical assets or liabilities in active markets. Level 1 yields the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities. A quoted price in an active market provides the most reliable evidence of fair value and shall be used to measure fair value whenever available.
- **Level 2** – Observable inputs other than quoted prices in Level 1. Inputs such as quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar liabilities that are not active, or other inputs that are observable or can be corroborated by observable market data.
- **Level 3** – Unobservable inputs that are significant to the valuation of assets or liabilities and are supported by little or no market data. This includes discounted cash flow methodologies, pricing models, and similar techniques that use significant unobservable inputs. There are no instruments with a Level 3 classification.

The inputs used to fair value Level 1 instruments are unadjusted quoted prices derived from stock exchanges and the Chicago Board of Trade. Level 1 instruments primarily consist of common stock, certain U.S. government securities, and mutual funds. The Plan invests in a variety of equity securities, government securities, and mutual funds to diversify the portfolio as part of the overall investment strategy.

Investments in Level 2 primarily are comprised of cash equivalents and certain U.S. government securities. Level 2 inputs primarily consist of quotes from independent pricing vendors based on recent trading activity and other relevant information that may include matrix pricing, market corroborated pricing, yield curves, and other indices that are used when Level 1 inputs are not available.

**BROWN MEMORIAL HOSPITAL
EMPLOYEES PENSION PLAN**

Notes to Financial Statements

December 31, 2010 and 2009

December 31, 2010	Level 1	Level 2	Level 3	Total
Assets:				
Cash equivalents	\$ —	232,952	—	232,952
Common stock	2,896,230	—	—	2,896,230
U.S. government securities:				
FNMA pool	—	115,474	—	115,474
U.S. government agency	—	343,860	—	343,860
U.S. Treasury notes	872,691	—	—	872,691
Total U.S. government securities	872,691	459,334	—	1,332,025
Mutual funds:				
Equity	724,305	—	—	724,305
Fixed	989,188	—	—	989,188
Government	183,265	—	—	183,265
International	392,739	—	—	392,739
Total mutual funds	2,289,497	—	—	2,289,497
Total assets	\$ 6,058,418	692,286	—	6,750,704
December 31, 2009	Level 1	Level 2	Level 3	Total
Assets:				
Cash equivalents	\$ —	117,289	—	117,289
Common stock	2,307,122	—	—	2,307,122
U.S. government securities	860,555	216,026	—	1,076,581
Mutual funds	1,831,811	—	—	1,831,811
Total assets	\$ 4,999,488	333,315	—	5,332,803

There have been no significant transfers in or out of Level 1 or 2 for the year ended December 31, 2010.

(5) Accumulated Plan Benefits

The actuarial present value of accumulated plan benefits is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits earned by the participants to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

**BROWN MEMORIAL HOSPITAL
EMPLOYEES PENSION PLAN**

Notes to Financial Statements

December 31, 2010 and 2009

The accumulated plan benefit information as of December 31, 2009 and 2008 is as follows:

	<u>2009</u>	<u>2008</u>
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Participants currently receiving payments	\$ 834,000	726,000
Participants with deferred benefits	545,000	401,000
Other participants	<u>3,351,000</u>	<u>3,153,000</u>
Total vested benefits	4,730,000	4,280,000
Nonvested benefits	<u>160,000</u>	<u>139,000</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 4,890,000</u>	<u>4,419,000</u>

The changes in the accumulated plan benefits for the years ended December 31, 2009 and 2008 were:

	<u>2009</u>	<u>2008</u>
Actuarial present value of accumulated plan benefits at beginning of year	\$ 4,419,000	4,061,000
Increase (decrease) during the year attributable to:		
Interest on prior liability	359,000	333,000
Benefits accumulated	133,000	483,000
Benefits paid	(180,000)	(476,000)
Changes in actuarial assumptions	<u>159,000</u>	<u>18,000</u>
Actuarial present value of accumulated plan benefits at end of year	<u>\$ 4,890,000</u>	<u>4,419,000</u>

The significant actuarial assumptions used in the valuations as of December 31, 2009 and 2008 include:

Assumed rate of return on investments	8.25% and 8.50% per annum for 2009 and 2008, respectively
Mortality basis	RP-2000 Mortality Table projected to 2011 Scale AA (2009) RP-2000 Mortality Table projected to 2010 Scale AA (2008)
Average retirement age	61 (2009 and 2008)

**BROWN MEMORIAL HOSPITAL
EMPLOYEES PENSION PLAN**

Notes to Financial Statements

December 31, 2010 and 2009

(6) Plan Termination

The Hospital has the right under the Plan to discontinue its contributions for future periods and terminate the Plan at any time. In the event of termination of the Plan, the assets of the Plan are to be set aside first for the payment of vested benefits and second to the remaining participants on a pro rata basis. Distributions will be made in accordance with ERISA and the Pension Benefit Guaranty Corporation (PBGC) requirements. The PBGC guarantees the payment of all nonforfeitable basic benefits, subject to certain limitations prescribed by ERISA.

(7) Income Tax Status

The Internal Revenue Service (IRS) has determined and informed the Hospital by a letter dated October 29, 2002 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the letter and the Hospital has submitted a request for an updated determination letter; however, the IRS has not yet issued a ruling on the request through the date of this report. The plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC, GUST, and EGTRRA.

The Hospital is required to evaluate tax positions taken by the Plan and recognize a tax liability or asset if the organization has taken an uncertain position that more likely than not would be sustained upon examination by the IRS. The Hospital has concluded that as of December 31, 2010, there are no uncertain tax positions taken or expected to be taken. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

(8) Related-Party Transactions

Certain plan investments and shares of mutual funds are managed by Key Bank National Association. As Key Bank National Association is the trustee of the Plan, these transactions qualify as party-in-interest transactions.

(9) Risks and Uncertainties

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

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

(10) Subsequent Events

All activity of the Plan has been evaluated through September 30, 2011. There were no reportable events.

**BROWN MEMORIAL HOSPITAL
EMPLOYEES PENSION PLAN**

EIN: 34-0714550

Plan Number: 001

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

December 31, 2010

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including par or maturity value, rate of interest, collateral, or maturity date	(d) Cost	(e) Current value
	Common stock:			
	American Express Co	1,550 shares	\$ 48,529	66,526
	Amphenol Corp	420 shares	17,238	22,168
	Autodesk Inc	1,920 shares	54,865	73,344
	Automatic Data Processing Inc	1,580 shares	58,948	73,122
	Baker Hughes Inc	1,590 shares	66,484	90,900
	Bank of New York Mellon Corp	2,120 shares	61,296	64,024
	Becton Dickinson & Co	1,070 shares	76,686	90,436
	Boeing Co	800 shares	50,836	52,208
	Boston Scientific Corp	11,980 shares	81,060	90,689
	Cerner Corp	380 shares	24,925	36,001
	Cisco Sys Inc	4,500 shares	98,518	91,035
	Coca Cola Co	1,030 shares	52,899	67,743
	Electronic Arts Inc	3,010 shares	103,659	49,304
	EMC Corp	2,810 shares	41,579	64,349
	Fedex Corp	670 shares	50,036	62,317
	General Mills Inc	740 shares	18,898	26,337
	Google Inc	250 shares	121,402	148,493
	Hess Corp	1,570 shares	86,178	120,168
	Home Depot Inc	1,390 shares	38,808	48,733
	Juniper Networks Inc	995 shares	23,166	36,735
	Kellogg Co	480 shares	18,703	24,518
	Kraft Foods Inc	2,200 shares	64,622	69,322
	Kroger Co	2,260 shares	50,184	50,534
	Liberty Global Inc	1,050 shares	33,571	37,149
	Martin Marietta Matls Inc	400 shares	34,047	36,896
	Mastercard Inc	300 shares	64,258	67,233
	Monsanto Co	1,860 shares	116,696	129,530
	Nestle	1,210 shares	35,768	71,073
	Owens Ill Inc	1,110 shares	32,230	34,077
	Qualcomm Inc	1,450 shares	56,574	71,761
	Safeway Inc	2,390 shares	49,767	53,751
	Schlumberger Ltd	1,070 shares	68,462	89,345
	Schwab Charles Corp	4,980 shares	74,313	85,208
	Sherwin Williams Co	340 shares	18,363	28,475
	Southwest Airlines Co	5,305 shares	54,347	68,859
	Time Warner Inc	3,150 shares	95,448	101,336
	Unilever PLC	2,290 shares	55,227	70,715
	United Parcel Service Inc	925 shares	60,997	67,137
	Virgin Media Inc	1,280 shares	22,768	34,867
	Visa Inc	990 shares	72,559	69,676
	Vulcan Materials	830 shares	30,976	36,819
	Walt Disney Co	1,620 shares	42,051	60,766
	Weatherford International Ltd	4,010 shares	65,363	91,428
	Western Union	3,830 shares	63,173	71,123
	Total common stock		\$ 2,456,475	2,896,230

**BROWN MEMORIAL HOSPITAL
EMPLOYEES PENSION PLAN**

EIN: 34-0714550

Plan Number: 001

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

December 31, 2010

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including par or maturity value, rate of interest, collateral, or maturity date	(d) Cost	(e) Current value
	Cash equivalents			
*	E B Money Market Fund	232,952.300 shares	\$ 232,952	232,952
	Total cash equivalents		232,952	232,952
	U.S. government securities:			
	Fannie Mae Bond	31,000 shares at 6.250% due 05/15/29	36,625	38,033
	Fannie Mae Global BD	31,000 shares at 6.625% due 11/15/30	38,466	39,115
	Fannie Mae Note	29,000 shares at 7.250% due 05/15/30	38,169	39,051
	Fannie Mae Pool	106,117.39 shares at 6% due 08/01/37	115,623	115,474
	Freddie Mac Global BD	31,000 shares at 6.750% due 03/15/31	38,892	39,694
	Freddie Mac Med Term NT	145,000 shares at 3.75% due 03/27/19	145,884	150,100
	Freddie Mac Med Term NT	31,000 shares at 6.250% due 07/15/32	37,183	37,868
	United States Treasury NTS	400,000 shares at 1.75% due 07/31/15	404,250	398,720
	United States Treasury NTS	108,000 shares at 2.125% due 08/31/15	109,148	109,722
	United States Treasury NTS	315,000 shares at 2.375% due 08/31/14	315,591	326,321
	United States Treasury NTS	35,000 shares at 4% due 08/15/18	37,177	37,928
	Total U.S. government securities		1,317,006	1,332,025
	Mutual funds:			
	Manning & Napier Core Plus Bd Open-End Fund	90,254.411 shares	918,068	989,188
	Manning & Napier Finl Svcs Open-End Fund CL A	23,800.028 shares	183,196	138,992
	Manning & Napier High Yld Bd Open-End Fund	17,063.817 shares	172,544	183,265
	Manning & Napier Intl Ser Open-End Fund	24,272.886 shares	246,737	214,815
	Manning & Napier Life Sciences Open-End Fund	17,395.368 shares	192,927	211,876
	Manning & Napier Real Estate Open-End Fund	5,515.514 shares	55,690	69,385
	Manning & Napier Small Cap Open-End Fund CL A	16,801.035 shares	166,032	156,082
	Manning & Napier Technology Ser Open-End Fund	12,723.139 shares	94,759	147,970
	Manning & Napier World Opptys Open-End Fund CL A	20,664.769 shares	169,879	177,924
	Total mutual funds		2,199,833	2,289,497
	Total investments		\$ 6,206,266	6,750,704

* Party-in-Interest.

Note: This schedule is based on information which has been certified as complete and accurate by Key Bank National Association, the trustee of the Plan.

See accompanying independent auditors' report.

**BROWN MEMORIAL HOSPITAL
EMPLOYEES PENSION PLAN**

EIN: 34-0714550

Plan Number: 001

Schedule H, Line 4j – Schedule of Reportable Transactions

Year ended December 31, 2010

Individual transactions involving an amount in excess of 5% of the current value of Plan assets:

(a) Identity of party involved	(b) Description of assets	(c) Purchase price	(d) Sale price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of assets on transaction date	(i) Net gain (loss)
* E B Money Market Fund	Cash equivalents	\$ 761,915	—	—	—	761,915	761,915	—
United States Treasury Note	Notes at 1.75% due 07/31/15	404,250	—	—	—	404,250	404,250	—
* E B Money Market Fund	Cash equivalents	—	426,687	—	—	426,687	426,687	—
* E B Money Market Fund	Cash equivalents	—	279,059	—	—	279,059	279,059	—

* Party-in-Interest.

Note: This schedule is based on information that has been certified as complete and accurate by Key Bank National Association, the trustee of the Plan.

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**BROWN MEMORIAL HOSPITAL
EMPLOYEES PENSION PLAN**

EIN: 34-0714550
Plan Number: 001

Schedule H, Line 4j – Schedule of Reportable Transactions

Year ended December 31, 2010

Individual transactions, when aggregated, involving an amount in excess of 5% of the current value of Plan assets:

(a) Identity of party involved	(b) Description of assets	(c) Purchase price	(d) Sale price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of assets on transaction date	(i) Net gain (loss)
* EB Money Market Fund	Money Market Fund:							
	96 purchases	\$ 2,826,530	—	—	—	2,826,530	2,826,530	—
	60 sales	—	2,710,867	—	—	2,710,867	2,710,867	—
United States Treasury Notes	Notes at 1.75% due 07/31/15							
	1 purchase	404,250	—	—	—	404,250	404,250	—
G.X. Clarke & Company	U.S. government securities							
	7 purchases	516,778	—	—	—	516,778	516,778	—
	4 sales	—	398,381	—	—	389,913	398,381	8,468

* Party-in-Interest.

Note: This schedule is based on information that has been certified as complete and accurate by Key Bank National Association, the trustee of the Plan.

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**BROWN MEMORIAL HOSPITAL
EMPLOYEES PENSION PLAN**

EIN: 34-0714550

Plan Number: 001

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

December 31, 2010

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including par or maturity value, rate of interest, collateral, or maturity date	(d) Cost	(e) Current value
	Common stock:			
	American Express Co	1,550 shares	\$ 48,529	66,526
	Amphenol Corp	420 shares	17,238	22,168
	Autodesk Inc	1,920 shares	54,865	73,344
	Automatic Data Processing Inc	1,580 shares	58,948	73,122
	Baker Hughes Inc	1,590 shares	66,484	90,900
	Bank of New York Mellon Corp	2,120 shares	61,296	64,024
	Becton Dickinson & Co	1,070 shares	76,686	90,436
	Boeing Co	800 shares	50,836	52,208
	Boston Scientific Corp	11,980 shares	81,060	90,689
	Cerner Corp	380 shares	24,925	36,001
	Cisco Sys Inc	4,500 shares	98,518	91,035
	Coca Cola Co	1,030 shares	52,899	67,743
	Electronic Arts Inc	3,010 shares	103,659	49,304
	EMC Corp	2,810 shares	41,579	64,349
	Fedex Corp	670 shares	50,036	62,317
	General Mills Inc	740 shares	18,898	26,337
	Google Inc	250 shares	121,402	148,493
	Hess Corp	1,570 shares	86,178	120,168
	Home Depot Inc	1,390 shares	38,808	48,733
	Juniper Networks Inc	995 shares	23,166	36,735
	Kellogg Co	480 shares	18,703	24,518
	Kraft Foods Inc	2,200 shares	64,622	69,322
	Kroger Co	2,260 shares	50,184	50,534
	Liberty Global Inc	1,050 shares	33,571	37,149
	Martin Marietta Matls Inc	400 shares	34,047	36,896
	Mastercard Inc	300 shares	64,258	67,233
	Monsanto Co	1,860 shares	116,696	129,530
	Nestle	1,210 shares	35,768	71,073
	Owens Ill Inc	1,110 shares	32,230	34,077
	Qualcomm Inc	1,450 shares	56,574	71,761
	Safeway Inc	2,390 shares	49,767	53,751
	Schlumberger Ltd	1,070 shares	68,462	89,345
	Schwab Charles Corp	4,980 shares	74,313	85,208
	Sherwin Williams Co	340 shares	18,363	28,475
	Southwest Airlines Co	5,305 shares	54,347	68,859
	Time Warner Inc	3,150 shares	95,448	101,336
	Unilever PLC	2,290 shares	55,227	70,715
	United Parcel Service Inc	925 shares	60,997	67,137
	Virgin Media Inc	1,280 shares	22,768	34,867
	Visa Inc	990 shares	72,559	69,676
	Vulcan Materials	830 shares	30,976	36,819
	Walt Disney Co	1,620 shares	42,051	60,766
	Weatherford International Ltd	4,010 shares	65,363	91,428
	Western Union	3,830 shares	63,173	71,123
	Total common stock		\$ 2,456,475	2,896,230

**BROWN MEMORIAL HOSPITAL
EMPLOYEES PENSION PLAN**

EIN: 34-0714550

Plan Number: 001

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

December 31, 2010

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including par or maturity value, rate of interest, collateral, or maturity date	(d) Cost	(e) Current value
	Cash equivalents			
*	E B Money Market Fund	232,952.300 shares	\$ 232,952	232,952
	Total cash equivalents		232,952	232,952
	U.S. government securities:			
	Fannie Mae Bond	31,000 shares at 6.250% due 05/15/29	36,625	38,033
	Fannie Mae Global BD	31,000 shares at 6.625% due 11/15/30	38,466	39,115
	Fannie Mae Note	29,000 shares at 7.250% due 05/15/30	38,169	39,051
	Fannie Mae Pool	106,117.39 shares at 6% due 08/01/37	115,623	115,474
	Freddie Mac Global BD	31,000 shares at 6.750% due 03/15/31	38,892	39,694
	Freddie Mac Med Term NT	145,000 shares at 3.75% due 03/27/19	145,884	150,100
	Freddie Mac Med Term NT	31,000 shares at 6.250% due 07/15/32	37,183	37,868
	United States Treasury NTS	400,000 shares at 1.75% due 07/31/15	404,250	398,720
	United States Treasury NTS	108,000 shares at 2.125% due 08/31/15	109,148	109,722
	United States Treasury NTS	315,000 shares at 2.375% due 08/31/14	315,591	326,321
	United States Treasury NTS	35,000 shares at 4% due 08/15/18	37,177	37,928
	Total U.S. government securities		1,317,006	1,332,025
	Mutual funds:			
	Manning & Napier Core Plus Bd Open-End Fund	90,254.411 shares	918,068	989,188
	Manning & Napier Finl Svcs Open-End Fund CL A	23,800.028 shares	183,196	138,992
	Manning & Napier High Yld Bd Open-End Fund	17,063.817 shares	172,544	183,265
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	Manning & Napier Life Sciences Open-End Fund	17,395.368 shares	192,927	211,876
	Manning & Napier Real Estate Open-End Fund	5,515.514 shares	55,690	69,385
	Manning & Napier Small Cap Open-End Fund CL A	16,801.035 shares	166,032	156,082
	Manning & Napier Technology Ser Open-End Fund	12,723.139 shares	94,759	147,970
	Manning & Napier World Oppty Open-End Fund CL A	20,664.769 shares	169,879	177,924
	Total mutual funds		2,199,833	2,289,497
	Total investments		\$ 6,206,266	6,750,704

* Party-in-Interest.

Note: This schedule is based on information which has been certified as complete and accurate by Key Bank National Association, the trustee of the Plan.

See accompanying independent auditors' report.

**BROWN MEMORIAL HOSPITAL
EMPLOYEES PENSION PLAN**

EIN: 34-0714550

Plan Number: 001

Schedule H, Line 4j – Schedule of Reportable Transactions

Year ended December 31, 2010

Individual transactions involving an amount in excess of 5% of the current value of Plan assets:

(a) Identity of party involved	(b) Description of assets	(c) Purchase price	(d) Sale price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of assets on transaction date	(i) Net gain (loss)
* E B Money Market Fund	Cash equivalents	\$ 761,915	—	—	—	761,915	761,915	—
United States Treasury Note	Notes at 1.75% due 07/31/15	404,250	—	—	—	404,250	404,250	—
* E B Money Market Fund	Cash equivalents	—	426,687	—	—	426,687	426,687	—
* E B Money Market Fund	Cash equivalents	—	279,059	—	—	279,059	279,059	—

* Party-in-Interest.

Note: This schedule is based on information that has been certified as complete and accurate by Key Bank National Association, the trustee of the Plan.

See accompanying independent auditors' report.

**BROWN MEMORIAL HOSPITAL
EMPLOYEES PENSION PLAN**

EIN: 34-0714550
Plan Number: 001

Schedule H, Line 4j – Schedule of Reportable Transactions

Year ended December 31, 2010

Individual transactions, when aggregated, involving an amount in excess of 5% of the current value of Plan assets:

(a) Identity of party involved	(b) Description of assets	(c) Purchase price	(d) Sale price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of assets on transaction date	(i) Net gain (loss)
* EB Money Market Fund	Money Market Fund:							
	96 purchases	\$ 2,826,530	—	—	—	2,826,530	2,826,530	—
	60 sales	—	2,710,867	—	—	2,710,867	2,710,867	—
United States Treasury Notes	Notes at 1.75% due 07/31/15							
	1 purchase	404,250	—	—	—	404,250	404,250	—
G.X. Clarke & Company	U.S. government securities							
	7 purchases	516,778	—	—	—	516,778	516,778	—
	4 sales	—	398,381	—	—	389,913	398,381	8,468

* Party-in-Interest.

Note: This schedule is based on information that has been certified as complete and accurate by Key Bank National Association, the trustee of the Plan.

See accompanying independent auditors' report.

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2010**This Form is Open to Public
Inspection**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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

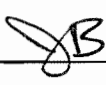
A Name of plan Brown Memorial Hospital Employees' Pension Plan	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF UHHS Brown Memorial Hospital	D Employer Identification Number (EIN) 34-0714550
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2010</u>		
2 Assets:		
a Market value.....	2a	6,061,564
b Actuarial value.....	2b	6,221,747
3 Funding target/participant count breakdown	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	23 978,032
b For terminated vested participants.....	3b	60 683,797
c For active participants:		
(1) Non-vested benefits.....	3c(1)	129,602
(2) Vested benefits.....	3c(2)	4,398,630
(3) Total active.....	3c(3)	195 4,528,232
d Total.....	3d	278 6,190,061
4 If the plan is at-risk, check the box and complete items (a) and (b)..... ☐		
a Funding target disregarding prescribed at-risk assumptions.....	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor.....	4b	
5 Effective interest rate.....	5	6.54 %
6 Target normal cost.....	6	583,684

Statement by Enrolled Actuary

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

SIGN HERE	Jason Bravo 	10/04/2011
Signature of actuary		Date
Jason M. Bravo		11-05569
Type or print name of actuary		Most recent enrollment number
Hewitt Associates LLC		(216) 573-9700
Firm name		Telephone number (including area code)
5005 Rockside Road, Suite 1000		
Independence OH 44131-6828		
Address of the firm		

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

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

Schedule SB (Form 5500) 2010
v.092308.1

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	0	632,217
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9 Amount remaining (Item 7 minus item 8)	0	632,217
10 Interest on item 9 using prior year's actual return of <u>26.40</u> %		166,905
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		206,329
b Interest on (a) using prior year's effective rate of <u>8.28</u> %		17,084
c Total available at beginning of current plan year to add to prefunding balance		223,413
d Portion of (c) to be added to prefunding balance		0
12 Reduction in balances due to elections or deemed elections	0	580,421
13 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	0	218,701

Part III Funding percentages

14 Funding target attainment percentage	14	96.97 %
15 Adjusted funding target attainment percentage	15	100.51 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	94.00 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/12/2010	115,843				
07/13/2010	115,843				
09/12/2011	398,619				
Totals ▶			18(b)	630,305	18(c) 0

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

a Contributions allocated toward unpaid minimum required contribution from prior years	19a	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	583,871

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:			
a Segment rates:	1st segment: 5.03 %	2nd segment: 6.73 %	3rd segment: 6.82 %
			☐ N/A, full yield curve used
b Applicable month (enter code)	21b		4
22 Weighted average retirement age	22		61
23 Mortality table(s) (see instructions)	☐ Prescribed - combined	☒ Prescribed - separate	☐ Substitute

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	583,684
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33).....	34	583,684
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	218,683
36 Additional cash requirement (item 34 minus item 35).....	36	365,001
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	583,871
38 Interest-adjusted excess contributions for current year (see instructions).....	38	218,870
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

Schedule SB Attachment (Form 5500)—2010 Plan Year
Brown Memorial Hospital Employees Pension Plan
EIN: 34-0714550 PN: 001

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2010

Date	Amount	Interest Rate	Interest Adjusted Contribution
April 12, 2010	\$ 115,843	6.54%	\$ 113,830
July 13, 2010	115,843	6.54%	112,027
September 12, 2011	398,619	6.54%	358,014
Total Contribution	\$ 630,305		\$ 583,871

Schedule SB Attachment (Form 5500)—2010 Plan Year
Brown Memorial Hospital Employees Pension Plan
EIN: 34-0714550 PN: 001

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

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

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
55	10.00%	1.0000	5.50
56	10.00%	0.9000	5.04
57	10.00%	0.8100	4.62
58	10.00%	0.7290	4.23
59	10.00%	0.6561	3.87
60	15.00%	0.5905	5.31
61	15.00%	0.5019	4.59
62	20.00%	0.4266	5.29
63	20.00%	0.3413	4.30
64	30.00%	0.2730	5.24
65	60.00%	0.1911	7.45
66	50.00%	0.0765	2.52
67	50.00%	0.0382	1.28
68	50.00%	0.0191	0.65
69	50.00%	0.0096	0.33
70	100.00%	0.0048	0.33
Weighted Average			60.55

Schedule SB Attachment (Form 5500)—2010 Plan Year
Brown Memorial Hospital Employees Pension Plan
EIN: 34-0714550 PN: 001

Schedule SB, line 25—Change in Funding Method

The funding valuation reflects the following method change:

- A change in the interest rate basis from the full yield curve with a two-month look-back (as of October 2008) to segment rates with a four-month look-back (as of September 2009).

These changes have automatic approval under final regulations, Notice 2009-22 or other IRS guidance.

Schedule SB Attachment (Form 5500)—2010 Plan Year
Brown Memorial Hospital Employees Pension Plan
EIN: 34-0714550 PN: 001

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2010

Attained Age	Number of Participants									
	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25		3								
25-29		7	2							
30-34		4	4	4						
35-39		13	7	2	2					
40-44		12	7	3	4	1				
45-49		14	5	5	3	3	3	2		
50-54		4	11	3	5	6	6	5	1	
55-59		8	4	2		2	1	3	4	
60-64		3			3	1	1	5	1	
65-69		1			1	1	2			1
70+										

N-195

Schedule SB Attachment (Form 5500)—2010 Plan Year
Brown Memorial Hospital Employees Pension Plan
EIN: 34-0714550 PN: 001

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

Interest Rates	Based on segment rates with a four-month look-back (as of September 2009).
1st Segment Rate	5.03%.
2nd Segment Rate	6.73%.
3rd Segment Rate	6.82%.
Salary Increases	
Minimum Funding Target Normal Cost	4.50%.
Maximum Tax Expected Benefit Increase	4.50%.
Social Security Wage Base Increases	Future wage indices are based on a national wage increase of 3.00% per year.
Optional Payment Form Election Percentage	100% of eligible participants elect lump sum. All others elect 5-year certain & life annuity.
Optional Payment Form Conversion Interest Rate	Same as funding interest rates above for lump sums.
Optional Payment Form Conversion Mortality	2010 417(e) table for lump sums.
Retirement Age	
Active Participants	See Table 1.
Terminated Vested Participants	Age 61.
Mortality Rates	
Healthy and Disabled	2010 Static Mortality Table for Annuitants and Non-Annuitants Per §1.430(h)(3)-1(e).
Withdrawal Rates	See Table 2.
Disability Rates	See Table 3.
Surviving Spouse Benefit	It is assumed that 75% of males and 75% of females have an eligible spouse, and that males are three years older than their spouses.
Valuation Compensation	2009 Pensionable earnings rolled forward one year with the salary increase assumption.

Schedule SB Attachment (Form 5500)—2010 Plan Year
Brown Memorial Hospital Employees Pension Plan
EIN: 34-0714550 PN: 001

Benefit and Compensation Limits

Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$195,000 and the 401(a)(17) compensation limit of \$245,000.

Valuation of Plan Assets

Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value.

A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).

Expected Return on Assets

2008 Plan Year

6.43%.

2009 Plan Year

6.69%.

Trust Expenses Included in Target Normal Cost

\$50,000 based on the prior year's actual plan administrative expenses, rounded to the nearest \$10,000.

Actuarial Method

Standard Unit Credit Cost Method.

Valuation Date

January 1, 2010.

Schedule SB Attachment (Form 5500)—2010 Plan Year
Brown Memorial Hospital Employees Pension Plan
EIN: 34-0714550 PN: 001

Table 1

Retirement Rates

Age	Rate
55	10.00%
56	10.00%
57	10.00%
58	10.00%
59	10.00%
60	15.00%
61	15.00%
62	20.00%
63	20.00%
64	30.00%
65	60.00%
66	50.00%
67	50.00%
68	50.00%
69	50.00%
70+	100.00%

Schedule SB Attachment (Form 5500)—2010 Plan Year
Brown Memorial Hospital Employees Pension Plan
EIN: 34-0714550 PN: 001

Table 2—Page 1 of 2

Withdrawal Rates

Age	Years of Service					
	0	1	2	3	4	5+
15	24.50%	24.50%	24.50%	24.50%	24.50%	24.50%
16	24.50%	24.50%	24.50%	24.50%	24.50%	24.50%
17	24.50%	24.50%	24.50%	24.50%	24.50%	24.50%
18	24.50%	24.50%	24.50%	24.50%	24.50%	24.50%
19	24.50%	24.50%	24.50%	24.50%	24.50%	24.50%
20	24.50%	24.50%	24.50%	24.50%	24.50%	24.50%
21	24.50%	24.50%	24.50%	24.50%	24.50%	24.50%
22	23.38%	23.38%	23.38%	23.38%	23.38%	23.38%
23	22.12%	22.12%	22.12%	22.12%	22.12%	22.12%
24	21.14%	21.14%	21.14%	21.14%	21.14%	21.14%
25	20.02%	20.02%	20.02%	20.02%	20.02%	20.02%
26	19.04%	19.04%	19.04%	19.04%	19.04%	19.04%
27	17.92%	17.92%	17.92%	17.92%	17.92%	17.92%
28	17.78%	16.94%	16.94%	16.94%	16.94%	16.94%
29	17.78%	16.66%	16.10%	16.10%	16.10%	16.10%
30	17.78%	16.66%	15.40%	15.12%	15.12%	15.12%
31	17.78%	16.66%	15.40%	14.28%	14.28%	14.28%
32	17.78%	16.66%	15.40%	14.28%	13.44%	13.44%
33	17.78%	16.66%	15.40%	14.28%	13.30%	12.60%
34	17.78%	16.66%	15.40%	14.28%	13.30%	11.90%
35	17.78%	16.66%	15.40%	14.28%	13.30%	11.06%
36	17.78%	16.66%	15.40%	14.28%	13.30%	10.36%
37	17.78%	16.66%	15.40%	14.28%	13.30%	9.66%
38	17.78%	16.66%	15.40%	14.28%	13.30%	9.10%
39	17.78%	16.66%	15.40%	14.28%	13.30%	8.40%
40	17.78%	16.66%	15.40%	14.28%	13.30%	7.84%
41	17.78%	16.66%	15.40%	14.28%	13.30%	7.28%
42	17.78%	16.66%	15.40%	14.28%	13.30%	6.86%
43	17.78%	16.66%	15.40%	14.28%	13.30%	6.30%
44	17.78%	16.66%	15.40%	14.28%	13.30%	5.88%

Schedule SB Attachment (Form 5500)—2010 Plan Year
Brown Memorial Hospital Employees Pension Plan
EIN: 34-0714550 PN: 001

Table 2—Page 2 of 2

Withdrawal Rates

Age	Years of Service					
	0	1	2	3	4	5+
45	17.78%	16.66%	15.40%	14.28%	13.30%	5.46%
46	17.78%	16.66%	15.40%	14.28%	13.30%	5.04%
47	17.78%	16.66%	15.40%	14.28%	13.30%	4.76%
48	17.78%	16.66%	15.40%	14.28%	13.30%	4.34%
49	17.78%	16.66%	15.40%	14.28%	13.30%	4.06%
50	17.78%	16.66%	15.40%	14.28%	13.30%	3.78%
51	17.78%	16.66%	15.40%	14.28%	13.30%	3.64%
52	17.78%	16.66%	15.40%	14.28%	13.30%	3.36%
53	17.78%	16.66%	15.40%	14.28%	13.30%	3.22%
54+	17.78%	16.66%	15.40%	14.28%	13.30%	3.08%

Schedule SB Attachment (Form 5500)—2010 Plan Year
Brown Memorial Hospital Employees Pension Plan
EIN: 34-0714550 PN: 001

Table 3

Disability Rates

Age	Rate	Age	Rate
15	0.083%	45	0.263%
16	0.083%	46	0.292%
17	0.083%	47	0.321%
18	0.083%	48	0.372%
19	0.083%	49	0.422%
20	0.083%	50	0.473%
21	0.083%	51	0.523%
22	0.083%	52	0.574%
23	0.083%	53	0.670%
24	0.083%	54	0.766%
25	0.083%	55	0.863%
26	0.083%	56	0.959%
27	0.083%	57	1.055%
28	0.083%	58	1.146%
29	0.083%	59	1.236%
30	0.083%	60	1.327%
31	0.083%	61	1.417%
32	0.083%	62	1.508%
33	0.083%	63	1.508%
34	0.083%	64	1.508%
35	0.083%	65+	0.000%
36	0.083%		
37	0.083%		
38	0.083%		
39	0.083%		
40	0.114%		
41	0.114%		
42	0.175%		
43	0.204%		
44	0.233%		

Schedule SB Attachment (Form 5500)—2010 Plan Year
Brown Memorial Hospital Employees Pension Plan
EIN: 34-0714550 PN: 001

Schedule SB, Part V—Summary of Plan Provisions

Effective Date	As amended and restated effective January 1, 1989.
Participation Date	January 1 or July 1 following the participant's twenty-first birthday and the completion of one qualifying Year of Service. Hired prior to January 1, 2009.
Normal Retirement Eligibility	First day of the month on or after the later of the participant's sixty-fifth birthday and the fifth anniversary of participation in the plan.
Benefit	The greatest of (a), (b), and (c): (a) 1.10% of Average Monthly Compensation, plus 0.65% of Average Monthly Compensation in excess of Social Security Covered Compensation, the sum multiplied by Years of Service up to a maximum of 30 years. (b) The accrued benefit under the plan provisions in effect as of November 26, 1996. (c) The accrued benefit under the plan provisions in effect as of May 14, 1998.
Early Retirement Eligibility	Age 55 and 10 Years of Service.
Benefit	Accrued Benefit actuarially reduced for commencement at the Early Retirement Date. Minimum early retirement factors apply to the November 26, 1996 Minimum Accrued Benefit. The reduction applied to this minimum benefit is 0.5% for each of the first 60 months and 0.4% for each of the next 60 months.

Schedule SB Attachment (Form 5500)—2010 Plan Year
Brown Memorial Hospital Employees Pension Plan
EIN: 34-0714550 PN: 001

Delayed Retirement
Eligibility

The participant continues to work past the Normal Retirement Date.

Benefits shall not commence until the participant actually terminates employment.

Benefit

The greater of (a) and (b):

- (a) The benefit based on compensation and Years of Service at the date of termination.
- (b) The Accrued Benefit on the Normal Retirement Date increased by one-half of one percent for each month by which the actual retirement date is later than the Normal Retirement Date.

Disabled Retirement
Eligibility

Termination due to total and permanent disability.

Benefit

Accrued Benefit as of the date of disability commencing on the Normal Retirement Date. The participant may elect to receive a reduced benefit following six months of disability. The reduced benefit is the actuarial equivalent of the Normal Retirement Benefit.

Deferred Vested Retirement
Eligibility

Five Years of Service.

Benefit

Accrued Benefit as of the date of termination commencing at the Normal Retirement Date.

A participant who has completed ten Years of Service at termination may elect to commence benefit payments at the Early Retirement Date.

Lump Sum Benefit
Eligibility

Any participant eligible for a vested retirement benefit.

Benefit

Participant may elect to receive a single lump-sum payment equal to the actuarial present value of the Normal Retirement Benefit.

Schedule SB Attachment (Form 5500)—2010 Plan Year
Brown Memorial Hospital Employees Pension Plan
EIN: 34-0714550 PN: 001

Survivor Benefit

Eligibility

Any participant eligible for a vested retirement benefit.

Benefit

Fifty percent of the participant's Accrued Benefit reduced for both Joint and 50% Survivor benefit form and early receipt of benefits. The benefit is payable at the participant's earliest retirement age.

Definitions

Average Monthly Compensation

The sum of a participant's compensation during the five highest consecutive calendar years out of the last ten years prior to the date of termination, divided by 60.

If the participant has been employed for less than 60 months, the average monthly compensation is the sum of the participant's total compensation divided by the number of complete months the participant had worked prior to the date of termination.

Compensation

The participants' wages during the year. Compensation includes deferred compensation under Code Sections 125 and 403(b).

Year of Service

For vesting and benefit accrual purposes, a Year of Service is credited for each calendar year in which a participant completes 1,000 hours of service.

Social Security Covered Compensation

The average of the maximum taxable wage bases for the 35 calendar years ending with the last day of the calendar year in which the participant attains Social Security Retirement Age. In calculating an individual's Covered Compensation in any given year, the current year's wage base is assumed to remain level in future years.

Schedule SB Attachment (Form 5500)—2010 Plan Year
Brown Memorial Hospital Employees Pension Plan
EIN: 34-0714550 PN: 001

Accrued Benefit

The Accrued Benefit is the greatest of (a), (b) and (c):

- (a) The Normal Retirement Benefit multiplied by the Service Ratio. In determining the Normal Retirement Benefit, Years of Service is computed as the sum of Years of Service at the determination date and the number of years from the determination date to the Normal Retirement Date.
- (b) The accrued benefit based on the provisions in effect as of November 26, 1996.
- (c) The accrued benefit based on the provisions in effect as of May 14, 1998.

Service Ratio

Years of Service at the determination date divided by projected Years of Service at Normal Retirement Date, not to exceed 1.

Normal Form of Benefit

A monthly annuity payable for the lifetime of the participant with 60 months of payments guaranteed. If the participant dies before 60 payments are made, payments will continue to the beneficiary until a total of 60 payments are made.

Optional Forms

Single Life Annuity; 10- and 15-year Certain and Life Annuity; 50%, 75%, and 100% Joint and Survivor Annuity; Lump Sum

Changes in Plan Provisions Since the Prior Year

The funding valuation reflects the following plan change:

- An update to the mortality and interest rates for determining minimum lump sum payments under IRC section 417(e)(3) to the applicable rates for the current plan year.

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

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