

<b>Form 5500</b>  Department of the Treasury Internal Revenue Service  Department of Labor Employee Benefits Security Administration  Pension Benefit Guaranty Corporation	<b>Annual Return/Report of Employee Benefit Plan</b>  This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).  <b>▶ Complete all entries in accordance with the instructions to the Form 5500.</b>	OMB Nos. 1210-0110 1210-0089
		<b>2011</b>
		<b>This Form is Open to Public Inspection</b>

<b>Part I</b>	<b>Annual Report Identification Information</b>
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	
<b>A</b> This return/report is for:	<input type="checkbox"/> a multiemployer plan; <input checked="" type="checkbox"/> a multiple-employer plan; or <input type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____
<b>B</b> This return/report is:	<input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report; <input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months).
<b>C</b> If the plan is a collectively-bargained plan, check here. . . . .	<input type="checkbox"/>
<b>D</b> Check box if filing under:	<input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program; <input type="checkbox"/> special extension (enter description)

<b>Part II</b>	<b>Basic Plan Information</b> —enter all requested information						
<b>1a</b> Name of plan PROVIDENCE HEALTH & SERVICES 401(K) PLAN	<table border="1"> <tr> <td><b>1b</b> Three-digit plan number (PN) ▶</td> <td>010</td> </tr> <tr> <td><b>1c</b> Effective date of plan</td> <td>07/01/2007</td> </tr> </table>	<b>1b</b> Three-digit plan number (PN) ▶	010	<b>1c</b> Effective date of plan	07/01/2007		
<b>1b</b> Three-digit plan number (PN) ▶	010						
<b>1c</b> Effective date of plan	07/01/2007						
<b>2a</b> Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)  PROVIDENCE HEALTH & SERVICES  1801 LIND AVE SW RENTON, WA 98057	<table border="1"> <tr> <td><b>2b</b> Employer Identification Number (EIN)</td> <td>51-0216586</td> </tr> <tr> <td><b>2c</b> Sponsor's telephone number</td> <td>425-525-3355</td> </tr> <tr> <td><b>2d</b> Business code (see instructions)</td> <td>622000</td> </tr> </table>	<b>2b</b> Employer Identification Number (EIN)	51-0216586	<b>2c</b> Sponsor's telephone number	425-525-3355	<b>2d</b> Business code (see instructions)	622000
<b>2b</b> Employer Identification Number (EIN)	51-0216586						
<b>2c</b> Sponsor's telephone number	425-525-3355						
<b>2d</b> Business code (see instructions)	622000						

**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.

<b>SIGN HERE</b>	Filed with authorized/valid electronic signature.	08/27/2012	REBECCA BROWN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
<b>SIGN HERE</b>			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
<b>SIGN HERE</b>			
	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 (2011)  
v.012611

<b>3a</b> Plan administrator's name and address (if same as plan sponsor, enter "Same") PROVIDENCE HEALTH & SERVICES  1801 LIND AVE SW RENTON, WA 98057		<b>3b</b> Administrator's EIN 51-0216586
		<b>3c</b> Administrator's telephone number 425-525-3355
<b>4</b> 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:  <b>a</b> Sponsor's name		<b>4b</b> EIN  <b>4c</b> PN
<b>5</b> Total number of participants at the beginning of the plan year	<b>5</b>	2758
<b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).		
<b>a</b> Active participants.....	<b>6a</b>	2620
<b>b</b> Retired or separated participants receiving benefits.....	<b>6b</b>	14
<b>c</b> Other retired or separated participants entitled to future benefits.....	<b>6c</b>	401
<b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....	<b>6d</b>	3035
<b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	<b>6e</b>	1
<b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....	<b>6f</b>	3036
<b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	<b>6g</b>	2917
<b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	<b>6h</b>	239
<b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....	<b>7</b>	
<b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions: 2E 2F 2H 2J 2K 2R 2T 3F 3H		
<b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:		
<b>9a</b> Plan funding arrangement (check all that apply) (1) <input checked="" type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor		<b>9b</b> Plan benefit arrangement (check all that apply) (1) <input checked="" type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor
<b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
<b>a Pension Schedules</b> (1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)  (2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary  (3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		<b>b General Schedules</b> (1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information) (2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan) (3) <input checked="" type="checkbox"/> <u>2</u> <b>A</b> (Insurance Information) (4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information) (5) <input type="checkbox"/> <b>D</b> (DFE/Participating Plan Information) (6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules)

<b>SCHEDULE A</b> <b>(Form 5500)</b> Department of the Treasury Internal Revenue Service <hr/> Department of Labor Employee Benefits Security Administration <hr/> Pension Benefit Guaranty Corporation	<b>Insurance Information</b>  This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).  <b>► File as an attachment to Form 5500.</b>  ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110
		<b>2011</b>
		<b>This Form is Open to Public Inspection</b>

For calendar plan year 2011 or fiscal plan year beginning **01/01/2011** and ending **12/31/2011**

<b>A</b> Name of plan <b>PROVIDENCE HEALTH &amp; SERVICES 401(K) PLAN</b>	<b>B</b> Three-digit plan number (PN) <b>►</b>	<b>010</b>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <b>PROVIDENCE HEALTH &amp; SERVICES</b>	<b>D</b> Employer Identification Number (EIN) <b>51-0216586</b>	

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

**1** Coverage Information:

**(a)** Name of insurance carrier  
**PRINCIPAL LIFE INSURANCE COMPANY**

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
42-0127290	61271	454669	387	01/01/2011	12/31/2011

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

<b>(a)</b> Total amount of commissions paid	<b>(b)</b> Total amount of fees paid
0	0

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

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

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

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

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

---

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

---

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

---

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

---

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

---

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

---

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

---

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

---

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

---

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

---

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

**Part II Investment and Annuity Contract Information**

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

<b>4</b> Current value of plan's interest under this contract in the general account at year end .....	<b>4</b>	
<b>5</b> Current value of plan's interest under this contract in separate accounts at year end .....	<b>5</b>	

**6 Contracts With Allocated Funds:****a** State the basis of premium rates ▶

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

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

**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

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

<b>b</b> Balance at the end of the previous year .....	<b>7b</b>	4053746
<b>c</b> Additions: (1) Contributions deposited during the year .....	<b>7c(1)</b>	
(2) Dividends and credits .....	<b>7c(2)</b>	
(3) Interest credited during the year .....	<b>7c(3)</b>	131921
(4) Transferred from separate account .....	<b>7c(4)</b>	
(5) Other (specify below) .....	<b>7c(5)</b>	
▶		
(6) Total additions .....	<b>7c(6)</b>	131921
<b>d</b> Total of balance and additions (add <b>b</b> and <b>c(6)</b> ) .....	<b>7d</b>	4185667
<b>e</b> Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year .....	<b>7e(1)</b>	338891
(2) Administration charge made by carrier .....	<b>7e(2)</b>	
(3) Transferred to separate account .....	<b>7e(3)</b>	
(4) Other (specify below) .....	<b>7e(4)</b>	
▶		
(5) Total deductions .....	<b>7e(5)</b>	338891
<b>f</b> Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> ) .....	<b>7f</b>	3846776

**Part III Welfare Benefit Contract Information**

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

**8** Benefit and contract type (check all applicable boxes)

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

**9** Experience-rated contracts:

<b>a</b> Premiums: (1) Amount received.....	<b>9a(1)</b>		
(2) Increase (decrease) in amount due but unpaid.....	<b>9a(2)</b>		
(3) Increase (decrease) in unearned premium reserve.....	<b>9a(3)</b>		
(4) Earned ((1) + (2) - (3)).....		<b>9a(4)</b>	0
<b>b</b> Benefit charges (1) Claims paid.....	<b>9b(1)</b>		
(2) Increase (decrease) in claim reserves.....	<b>9b(2)</b>		
(3) Incurred claims (add (1) and (2)).....		<b>9b(3)</b>	0
(4) Claims charged.....		<b>9b(4)</b>	
<b>c</b> Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	<b>9c(1)(A)</b>		
(B) Administrative service or other fees.....	<b>9c(1)(B)</b>		
(C) Other specific acquisition costs.....	<b>9c(1)(C)</b>		
(D) Other expenses.....	<b>9c(1)(D)</b>		
(E) Taxes.....	<b>9c(1)(E)</b>		
(F) Charges for risks or other contingencies.....	<b>9c(1)(F)</b>		
(G) Other retention charges.....	<b>9c(1)(G)</b>		
(H) Total retention.....		<b>9c(1)(H)</b>	0
(2) Dividends or retroactive rate refunds. (These amounts were <input type="checkbox"/> paid in cash, or <input type="checkbox"/> credited.).....		<b>9c(2)</b>	
<b>d</b> Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		<b>9d(1)</b>	
(2) Claim reserves.....		<b>9d(2)</b>	
(3) Other reserves.....		<b>9d(3)</b>	
<b>e</b> Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....		<b>9e</b>	

**10** Nonexperience-rated contracts:

<b>a</b> Total premiums or subscription charges paid to carrier.....	<b>10a</b>	
<b>b</b> If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount. ....	<b>10b</b>	

Specify nature of costs ▶

**Part IV Provision of Information**

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

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

<b>SCHEDULE A</b> <b>(Form 5500)</b> Department of the Treasury Internal Revenue Service <hr/> Department of Labor Employee Benefits Security Administration <hr/> Pension Benefit Guaranty Corporation	<b>Insurance Information</b>  This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).  <b>► File as an attachment to Form 5500.</b>  ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110
		<b>2011</b>
		<b>This Form is Open to Public Inspection</b>

For calendar plan year 2011 or fiscal plan year beginning **01/01/2011** and ending **12/31/2011**

<b>A</b> Name of plan <b>PROVIDENCE HEALTH &amp; SERVICES 401(K) PLAN</b>	<b>B</b> Three-digit plan number (PN) <b>►</b>	<b>010</b>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <b>PROVIDENCE HEALTH &amp; SERVICES</b>	<b>D</b> Employer Identification Number (EIN) <b>51-0216586</b>	

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

**1** Coverage Information:

**(a)** Name of insurance carrier

**THE LINCOLN NATIONAL LIFE INSURANCE COMPANY**

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
35-0472300	65676	GP55328	423	01/01/2011	12/31/2011

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

<b>(a)</b> Total amount of commissions paid	<b>(b)</b> Total amount of fees paid

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

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

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

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

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

---

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

---

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

---

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

---

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

---

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

---

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

---

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

---

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

---

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

---

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



**Part II Investment and Annuity Contract Information**

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

<b>4</b> Current value of plan's interest under this contract in the general account at year end .....	<b>4</b>	5302097
<b>5</b> Current value of plan's interest under this contract in separate accounts at year end .....	<b>5</b>	0

**6 Contracts With Allocated Funds:****a** State the basis of premium rates ▶

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

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

**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee  
(3) ☐ guaranteed investment (4) ☒ other ▶ **GROUP FIXED ANNUITY OR STABLE VALUE**

<b>b</b> Balance at the end of the previous year .....	<b>7b</b>	5640533
--	-----------	---------

<b>c</b> Additions: (1) Contributions deposited during the year .....	<b>7c(1)</b>		
(2) Dividends and credits .....	<b>7c(2)</b>		
(3) Interest credited during the year .....	<b>7c(3)</b>	160913	
(4) Transferred from separate account .....	<b>7c(4)</b>		
(5) Other (specify below)..... ▶ <b>LOAN REPAY, FORF, TKOVR,PYFMV</b>	<b>7c(5)</b>	28605	

(6) Total additions .....	<b>7c(6)</b>	189518
---------------------------	--------------	--------

<b>d</b> Total of balance and additions (add <b>b</b> and <b>c(6)</b> ) .....	<b>7d</b>	5830051
---	-----------	---------

<b>e</b> Deductions:			
(1) Disbursed from fund to pay benefits or purchase annuities during year .....	<b>7e(1)</b>	510653	
(2) Administration charge made by carrier .....	<b>7e(2)</b>	190	
(3) Transferred to separate account .....	<b>7e(3)</b>	4228	
(4) Other (specify below)..... ▶ <b>LOANS, FORFEITURES,FEES,ADJ</b>	<b>7e(4)</b>	12883	

(5) Total deductions .....	<b>7e(5)</b>	527954
----------------------------	--------------	--------

<b>f</b> Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> ) .....	<b>7f</b>	5302097
---	-----------	---------

**Part III Welfare Benefit Contract Information**

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

**8** Benefit and contract type (check all applicable boxes)

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

**9** Experience-rated contracts:

<b>a</b> Premiums: (1) Amount received.....	<b>9a(1)</b>		
(2) Increase (decrease) in amount due but unpaid.....	<b>9a(2)</b>		
(3) Increase (decrease) in unearned premium reserve.....	<b>9a(3)</b>		
(4) Earned ((1) + (2) - (3)).....		<b>9a(4)</b>	0
<b>b</b> Benefit charges (1) Claims paid.....	<b>9b(1)</b>		
(2) Increase (decrease) in claim reserves.....	<b>9b(2)</b>		
(3) Incurred claims (add (1) and (2)).....		<b>9b(3)</b>	0
(4) Claims charged.....		<b>9b(4)</b>	
<b>c</b> Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	<b>9c(1)(A)</b>		
(B) Administrative service or other fees.....	<b>9c(1)(B)</b>		
(C) Other specific acquisition costs.....	<b>9c(1)(C)</b>		
(D) Other expenses.....	<b>9c(1)(D)</b>		
(E) Taxes.....	<b>9c(1)(E)</b>		
(F) Charges for risks or other contingencies.....	<b>9c(1)(F)</b>		
(G) Other retention charges.....	<b>9c(1)(G)</b>		
(H) Total retention.....		<b>9c(1)(H)</b>	0
(2) Dividends or retroactive rate refunds. (These amounts were <input type="checkbox"/> paid in cash, or <input type="checkbox"/> credited.).....		<b>9c(2)</b>	
<b>d</b> Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		<b>9d(1)</b>	
(2) Claim reserves.....		<b>9d(2)</b>	
(3) Other reserves.....		<b>9d(3)</b>	
<b>e</b> Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....		<b>9e</b>	

**10** Nonexperience-rated contracts:

<b>a</b> Total premiums or subscription charges paid to carrier.....	<b>10a</b>	
<b>b</b> If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount. ....	<b>10b</b>	

Specify nature of costs ▶

**Part IV Provision of Information**

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

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

<b>SCHEDULE C</b> <b>(Form 5500)</b>  Department of the Treasury Internal Revenue Service  Department of Labor Employee Benefits Security Administration  Pension Benefit Guaranty Corporation	<b>Service Provider Information</b>  This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).  <b>► File as an attachment to Form 5500.</b>	OMB No. 1210-0110
		<b>2011</b>
		<b>This Form is Open to Public Inspection.</b>

For calendar plan year 2011 or fiscal plan year beginning **01/01/2011** and ending **12/31/2011**

<b>A</b> Name of plan <b>PROVIDENCE HEALTH &amp; SERVICES 401(K) PLAN</b>	<b>B</b> Three-digit plan number (PN) <b>►</b>	<b>010</b>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <b>PROVIDENCE HEALTH &amp; SERVICES</b>	<b>D</b> Employer Identification Number (EIN) <b>51-0216586</b>	

**Part I Service Provider Information (see instructions)**

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

**1 Information on Persons Receiving Only Eligible Indirect Compensation**

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

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

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation  
**FIDELITY INVESTMENTS INST. OPS. CO.**

**04-2647786**

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

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

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

---

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

---

---

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

---

---

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

---

---

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

---

---

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

---

---

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

---

---

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

---

---

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

---

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 65 71 60	RECORDKEEPER	5063	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

**(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

**(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

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

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

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

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

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

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

**Part I Service Provider Information (continued)**

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>ABF SM CAP VAL INV - STATE STREET B</p> <p>04-1867445</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.40%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>AF EUROPAC GROWTH R5 - AMERICAN FUN</p> <p>95-2566717</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.05%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>ALLNZ AGIC GROWTH A - BOSTON FINANC 330 W. 9TH STREET KANSAS CITY, MO 66160</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.35%</p>		





**Part I Service Provider Information (continued)**

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<b>(d)</b> Enter name and EIN (address) of source of indirect compensation		
ARTISAN MID CAP VAL - BOSTON FINANC 330 W. 9TH STREET KANSAS CITY, MO 66160	0.40%	
<b>(a)</b> Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<b>(d)</b> Enter name and EIN (address) of source of indirect compensation		
BLK RK GLOBAL ALLOC I - BNY MELLON I 760 MOORE ROAD KING OF PRUSSIA, PA 19406	0.25%	
<b>(a)</b> Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<b>(d)</b> Enter name and EIN (address) of source of indirect compensation		
BLK RK US OPPTS INST - BNY MELLON INV P.O. BOX 9793 PROVIDENCE, RI 02940	0.25%	

**Part I Service Provider Information (continued)**

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>CALAMOS GROWTH A - US BANCORP FUND</p> <p>39-0281260</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.40%</p> </div> </div>		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>CALAMOS GROWTH INST - US BANCORP FU</p> <p>39-0281260</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.15%</p> </div> </div>		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>CALVERT MONEY MKT A - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.25%</p> </div> </div>		

**Part I Service Provider Information (continued)**

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
CALVERT 1ST GVT MM A - BOSTON FINAN	330 W. 9TH STREET KANSAS CITY, MO 66160	0.25%
(a) Enter service provider name as it appears on line 2		(b) Service Codes (see instructions)
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COL/ACORN INTL Z - COLUMBIA MGT INV	04-3156901	0.40%
(a) Enter service provider name as it appears on line 2		(b) Service Codes (see instructions)
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
CRM MID CAP VAL INST - BNY MELLON I	P.O. BOX 9793 PROVIDENCE, RI 02940	0.10%

**Part I Service Provider Information (continued)**

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <b>(d)</b> Enter name and EIN (address) of source of indirect compensation             CS COMMOD RETURN IS - BOSTON FINANC 330 W. 9TH STREET            KANSAS CITY, MO 66160         </div> <div style="width: 40%;"> <b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.             0.45%         </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <b>(a)</b> Enter service provider name as it appears on line 2             FIDELITY INVESTMENTS INSTITUTIONAL         </div> <div style="width: 20%; text-align: center;"> <b>(b)</b> Service Codes (see instructions)             60         </div> <div style="width: 20%; text-align: center;"> <b>(c)</b> Enter amount of indirect compensation             0         </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <b>(d)</b> Enter name and EIN (address) of source of indirect compensation             DREY HIGH YIELD I - DREYFUS TRANSFE             13-2614959         </div> <div style="width: 40%;"> <b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.             0.25%         </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <b>(a)</b> Enter service provider name as it appears on line 2             FIDELITY INVESTMENTS INSTITUTIONAL         </div> <div style="width: 20%; text-align: center;"> <b>(b)</b> Service Codes (see instructions)             60         </div> <div style="width: 20%; text-align: center;"> <b>(c)</b> Enter amount of indirect compensation             0         </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <b>(d)</b> Enter name and EIN (address) of source of indirect compensation             DREY/BC S/MD CP GR I - DREYFUS TRAN             13-2614959         </div> <div style="width: 40%;"> <b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.             0.35%         </div> </div>		

**Part I Service Provider Information (continued)**

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
H & W LG CAP VALUE I - U.S. BANCORP P.O. BOX 701 MILWAUKEE, WI 53201	0.25%	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HARBOR INTL INST - PRINCIPAL SHAREH  34-1953399	0.10%	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVS INTL GROWTH I - INVESCO CANADA 5140 YONGE STREET, SUITE 900 TORONTO, ON M2N 6 CA	0.35%	

**Part I Service Provider Information (continued)**

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
INVS REAL ESTATE IS - INVESCO INVES 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
LOOMIS VALUE Y - BOSTON FINANCIAL D 330 W. 9TH STREET KANSAS CITY, MO 66160	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
M&N PROBLND MODTRM I - MANNING & NA 16-0995736	0.15%	

**Part I Service Provider Information (continued)**

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

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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PERKINS MID CP VAL T - JANUS SERVIC  43-1804048	0.35%

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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIM EMG MKT CUR ADM - BOSTON FINANC 330 W. 9TH STREET KANSAS CITY, MO 66160	0.26%

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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIM GLOB BD USHG I - BOSTON FINANC 330 W. 9TH STREET KANSAS CITY, MO 66160	0.01%

**Part I Service Provider Information (continued)**

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<b>(d) Enter name and EIN (address) of source of indirect compensation</b>		
PIMCO TOT RETURN ADM - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 66160	0.26%	
<b>(a) Enter service provider name as it appears on line 2</b>		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<b>(d) Enter name and EIN (address) of source of indirect compensation</b>		
PIMCO TOTAL RTN 3 AD - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 66160	0.26%	
<b>(a) Enter service provider name as it appears on line 2</b>		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<b>(d) Enter name and EIN (address) of source of indirect compensation</b>		
PRINCIPAL FIXED ACCT - SEE NOTE 2	0.25%	
42-0127290		



**Part I Service Provider Information (continued)**

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

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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRINCIPAL FIXED ACCT - SEE NOTE 2  42-0127290	0.25%

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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRINCIPAL FIXED ACCT - SEE NOTE 2  42-0127290	0.25%

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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRINCIPAL FIXED ACCT - SEE NOTE 2  42-0127290	0.25%

**Part I Service Provider Information (continued)**

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
THORNBURG INT VAL R5 - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266		0.25%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TMPL GLOBAL BOND ADV - FRANKLIN TEM  94-3167260		0.15%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WFA EMRG MKTS EQ ADM - EVERGREEN SE  04-1504645		0.35%

**Part I Service Provider Information (continued)**

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<b>(d)</b> Enter name and EIN (address) of source of indirect compensation		
<b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		
WFA EMRG MKTS EQ I - EVERGREEN SERV	0.15%	
04-1504645		
<b>(a)</b> Enter service provider name as it appears on line 2		
<b>(b)</b> Service Codes (see instructions)		
<b>(c)</b> Enter amount of indirect compensation		
FIDELITY INVESTMENTS INSTITUT	60	0
<b>(d)</b> Enter name and EIN (address) of source of indirect compensation		
<b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		
INVESCO AIM FAMILY OF FUNDS	11 GREENWAY PLAZA SUITE 100 HOUSTON, TX 77046	0.40%
<b>(a)</b> Enter service provider name as it appears on line 2		
<b>(b)</b> Service Codes (see instructions)		
<b>(c)</b> Enter amount of indirect compensation		
FIDELITY INVESTMENTS INSTITUT	60	0
<b>(d)</b> Enter name and EIN (address) of source of indirect compensation		
<b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		
FEDERATED FUNDS	4000 ERICSSON DRIVE WARRENDALE, PA 15086-7515	0.05% + 10.00%

**Part I Service Provider Information (continued)**

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
<b>(d) Enter name and EIN (address) of source of indirect compensation</b>		
VAN ECK GLOBAL FUNDS 335 MADISON AVE, 19TH FLOOR NEW YORK, NY 10017		0.25% + 12.00
<b>(a) Enter service provider name as it appears on line 2</b>		
FIDELITY INVESTMENTS INSTITUT	60	0
<b>(d) Enter name and EIN (address) of source of indirect compensation</b>		
ICON FUNDS 5299 DTC BLVD. SUITE 1200 GREENWOOD VILLAGE, CO 80111		0.40%
<b>(a) Enter service provider name as it appears on line 2</b>		
FIDELITY INVESTMENTS INSTITUT	60	0
<b>(d) Enter name and EIN (address) of source of indirect compensation</b>		
MATTHEWS ASIAN FUNDS 4 EMBARCADERO CENTER SUITE 550 SAN FRANCISCO, CA 94111		0.40%

**Part I Service Provider Information (continued)**

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PERMANENT PORTFOLIO FUND 600 MONTGOMERY ST. SUITE 4100 SAN FRANCISCO, CA 94111-2702	0.40%	
(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.	

**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.

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

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>SCHEDULE H</b> <b>(Form 5500)</b>  <small>Department of the Treasury Internal Revenue Service</small>  <small>Department of Labor Employee Benefits Security Administration</small>  <small>Pension Benefit Guaranty Corporation</small>	<b>Financial Information</b>  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).  <b>► File as an attachment to Form 5500.</b>	OMB No. 1210-0110  <div style="font-size: 24pt; font-weight: bold;">2011</div>  <b>This Form is Open to Public Inspection</b>
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>		
<b>A</b> Name of plan <u>PROVIDENCE HEALTH &amp; SERVICES 401(K) PLAN</u>		<b>B</b> Three-digit plan number (PN) <span style="float: right;">►</span> <u>010</u>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <u>PROVIDENCE HEALTH &amp; SERVICES</u>		<b>D</b> Employer Identification Number (EIN)  <u>51-0216586</u>

Part I Asset and Liability Statement			
<b>1</b> 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. <b>Round off amounts to the nearest dollar.</b> 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
<b>a</b> Total noninterest-bearing cash .....	<b>1a</b>		
<b>b</b> Receivables (less allowance for doubtful accounts):			
<b>(1)</b> Employer contributions .....	<b>1b(1)</b>	1629838	1517352
<b>(2)</b> Participant contributions .....	<b>1b(2)</b>	6592	0
<b>(3)</b> Other.....	<b>1b(3)</b>	92967	13662
<b>c</b> General investments:			
<b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....	<b>1c(1)</b>		
<b>(2)</b> U.S. Government securities.....	<b>1c(2)</b>		
<b>(3)</b> Corporate debt instruments (other than employer securities):			
<b>(A)</b> Preferred .....	<b>1c(3)(A)</b>		
<b>(B)</b> All other.....	<b>1c(3)(B)</b>		
<b>(4)</b> Corporate stocks (other than employer securities):			
<b>(A)</b> Preferred .....	<b>1c(4)(A)</b>		
<b>(B)</b> Common .....	<b>1c(4)(B)</b>		
<b>(5)</b> Partnership/joint venture interests .....	<b>1c(5)</b>		
<b>(6)</b> Real estate (other than employer real property) .....	<b>1c(6)</b>		
<b>(7)</b> Loans (other than to participants) .....	<b>1c(7)</b>		
<b>(8)</b> Participant loans .....	<b>1c(8)</b>	2096769	2866231
<b>(9)</b> Value of interest in common/collective trusts.....	<b>1c(9)</b>		
<b>(10)</b> Value of interest in pooled separate accounts.....	<b>1c(10)</b>		
<b>(11)</b> Value of interest in master trust investment accounts .....	<b>1c(11)</b>		
<b>(12)</b> Value of interest in 103-12 investment entities .....	<b>1c(12)</b>		
<b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....	<b>1c(13)</b>	69638852	77706236
<b>(14)</b> Value of funds held in insurance company general account (unallocated contracts).....	<b>1c(14)</b>	9694279	9148312
<b>(15)</b> Other .....	<b>1c(15)</b>		



<b>1d</b> Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities .....	<b>1d(1)</b>		
(2) Employer real property .....	<b>1d(2)</b>		
<b>e</b> Buildings and other property used in plan operation .....	<b>1e</b>		
<b>f</b> Total assets (add all amounts in lines 1a through 1e) .....	<b>1f</b>	83159297	91251793

**Liabilities**

<b>g</b> Benefit claims payable .....	<b>1g</b>		
<b>h</b> Operating payables .....	<b>1h</b>		
<b>i</b> Acquisition indebtedness .....	<b>1i</b>		
<b>j</b> Other liabilities .....	<b>1j</b>	0	13662
<b>k</b> Total liabilities (add all amounts in lines 1g through 1j) .....	<b>1k</b>	0	13662

**Net Assets**

<b>l</b> Net assets (subtract line 1k from line 1f) .....	<b>1l</b>	83159297	91238131
---	-----------	----------	----------

**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
<b>a Contributions:</b>			
(1) Received or receivable in cash from: <b>(A)</b> Employers .....	<b>2a(1)(A)</b>	5248817	
<b>(B)</b> Participants .....	<b>2a(1)(B)</b>	6900359	
<b>(C)</b> Others (including rollovers) .....	<b>2a(1)(C)</b>	1502266	
(2) Noncash contributions .....	<b>2a(2)</b>		
(3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> .....	<b>2a(3)</b>		13651442
<b>b Earnings on investments:</b>			
(1) Interest:			
<b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....	<b>2b(1)(A)</b>		
<b>(B)</b> U.S. Government securities .....	<b>2b(1)(B)</b>		
<b>(C)</b> Corporate debt instruments .....	<b>2b(1)(C)</b>		
<b>(D)</b> Loans (other than to participants) .....	<b>2b(1)(D)</b>		
<b>(E)</b> Participant loans .....	<b>2b(1)(E)</b>	107194	
<b>(F)</b> Other .....	<b>2b(1)(F)</b>	296950	
<b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....	<b>2b(1)(G)</b>		404144
(2) Dividends: <b>(A)</b> Preferred stock .....	<b>2b(2)(A)</b>		
<b>(B)</b> Common stock .....	<b>2b(2)(B)</b>		
<b>(C)</b> Registered investment company shares (e.g. mutual funds) .....	<b>2b(2)(C)</b>	2659791	
<b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....	<b>2b(2)(D)</b>		2659791
(3) Rents .....	<b>2b(3)</b>		
(4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....	<b>2b(4)(A)</b>		
<b>(B)</b> Aggregate carrying amount (see instructions) .....	<b>2b(4)(B)</b>		
<b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....	<b>2b(4)(C)</b>		

		(a) Amount	(b) Total
<b>2b</b> (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	<b>2b(5)(A)</b>		
(B) Other .....	<b>2b(5)(B)</b>		
(C) Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....	<b>2b(5)(C)</b>		
(6) Net investment gain (loss) from common/collective trusts .....	<b>2b(6)</b>		
(7) Net investment gain (loss) from pooled separate accounts .....	<b>2b(7)</b>		
(8) Net investment gain (loss) from master trust investment accounts .....	<b>2b(8)</b>		
(9) Net investment gain (loss) from 103-12 investment entities .....	<b>2b(9)</b>		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	<b>2b(10)</b>		-3151400
<b>c</b> Other income.....	<b>2c</b>		
<b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total.....	<b>2d</b>		13563977

**Expenses**

<b>e</b> Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers .....	<b>2e(1)</b>	5425257	
(2) To insurance carriers for the provision of benefits .....	<b>2e(2)</b>		
(3) Other .....	<b>2e(3)</b>	43146	
(4) Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....	<b>2e(4)</b>		5468403
<b>f</b> Corrective distributions (see instructions) .....	<b>2f</b>		7806
<b>g</b> Certain deemed distributions of participant loans (see instructions).....	<b>2g</b>		4364
<b>h</b> Interest expense.....	<b>2h</b>		
<b>i</b> Administrative expenses: (1) Professional fees .....	<b>2i(1)</b>		
(2) Contract administrator fees .....	<b>2i(2)</b>	336	
(3) Investment advisory and management fees .....	<b>2i(3)</b>		
(4) Other .....	<b>2i(4)</b>	4234	
(5) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(4)</b> .....	<b>2i(5)</b>		4570
<b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total.....	<b>2j</b>		5485143

**Net Income and Reconciliation**

<b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> .....	<b>2k</b>		8078834
<b>l</b> Transfers of assets:			
(1) To this plan.....	<b>2l(1)</b>		
(2) From this plan .....	<b>2l(2)</b>		

**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
<b>a</b> 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>b</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	
<b>c</b> 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	
<b>d</b> 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	
<b>e</b> Was this plan covered by a fidelity bond?.....	X		15000000
<b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....		X	
<b>g</b> 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	
<b>h</b> 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	
<b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
<b>j</b> 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	
<b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
<b>l</b> Has the plan failed to provide any benefit when due under the plan? .....		X	
<b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
<b>n</b> 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)

<b>SCHEDULE R</b> <b>(Form 5500)</b>  Department of the Treasury Internal Revenue Service  Department of Labor Employee Benefits Security Administration  Pension Benefit Guaranty Corporation	<b>Retirement Plan Information</b>  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).  ▶ <b>File as an attachment to Form 5500.</b>	OMB No. 1210-0110  <b>2011</b>  <b>This Form is Open to Public Inspection.</b>
---	--	--

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

<b>A</b> Name of plan <u>PROVIDENCE HEALTH &amp; SERVICES 401(K) PLAN</u>	<b>B</b> Three-digit plan number (PN) ▶ <u>010</u>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <u>PROVIDENCE HEALTH &amp; SERVICES</u>	<b>D</b> Employer Identification Number (EIN) <u>51-0216586</u>

<b>Part I</b>	<b>Distributions</b>
---------------	----------------------

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

<b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	<b>1</b>	<u>0</u>
<b>2</b> Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):  EIN(s): <u>04-6568107</u> <u>51-6502293</u>  <b>Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.</b>		
<b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	<b>3</b>	

<b>Part II</b>	<b>Funding Information</b> (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)
----------------	--

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

<b>Part III</b>	<b>Amendments</b>
-----------------	-------------------

<b>9</b> If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	<input type="checkbox"/> Increase	<input type="checkbox"/> Decrease	<input type="checkbox"/> Both	<input type="checkbox"/> No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

<b>Part IV</b>	<b>ESOPs</b> (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.
----------------	---

<b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>11 a</b> Does the ESOP hold any preferred stock? .....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>b</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.).....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....	<input type="checkbox"/> Yes	<input type="checkbox"/> No

**Part V Additional Information for Multiemployer Defined Benefit Pension Plans**

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete 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:

<b>a</b> The current year .....	<b>14a</b>	
<b>b</b> The plan year immediately preceding the current plan year .....	<b>14b</b>	
<b>c</b> The second preceding plan year .....	<b>14c</b>	

- 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:

<b>a</b> The corresponding number for the plan year immediately preceding the current plan year .....	<b>15a</b>	
<b>b</b> The corresponding number for the second preceding plan year .....	<b>15b</b>	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

<b>a</b> Enter the number of employers who withdrew during the preceding plan year .....	<b>16a</b>	
<b>b</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 .....	<b>16b</b>	

- 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): \_\_\_\_\_



**PROVIDENCE HEALTH & SERVICES 401(k) PLAN**

Financial Statements and Supplemental Schedule

December 31, 2011 and 2010

(With Independent Auditors' Report Thereon)

## **PROVIDENCE HEALTH & SERVICES 401(k) PLAN**

### **Table of Contents**

	<b>Page</b>
Independent Auditors' Report	1
Financial Statements:	
Statements of Net Assets Available for Benefits as of December 31, 2011 and 2010	2
Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2011 and 2010	3
Notes to Financial Statements	4
<b>Supplemental Schedule</b>	
Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2011	14





**KPMG LLP**  
Suite 900  
801 Second Avenue  
Seattle, WA 98104

## **Independent Auditor's Report**

Human Resources Committee  
Providence Health & Services 401(k) Plan:

We were engaged to audit the accompanying statements of net assets available for benefits of the Providence Health & Services 401(k) Plan (the Plan) as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended, and the supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2011. These financial statements and supplemental schedule are the responsibilities 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 note 7 to the financial statements, which was certified by Fidelity Management Trust Company and Wilmington Trust Company, the custodians of the Plan, except for comparing such information with the related information included in the financial statements and the supplemental schedule. We have been informed by the plan administrator that the custodians hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the custodians as of December 31, 2011 and 2010, and for the years then ended, that the information provided to the plan administrator by the custodians is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on these accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for the purposes of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodians, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

**KPMG LLP**

August 21, 2012

**PROVIDENCE HEALTH & SERVICES 401(k) PLAN**

Statements of Net Assets Available for Benefits

December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Assets:		
Participant-directed investments, at fair value:		
Brokerage link	\$ 396,185	351,917
Lincoln Financial Group Fixed Annuity Fund	5,302,096	5,641,032
Guaranteed investment contract	3,846,216	4,053,247
Registered investment company funds:		
Vanguard Institutional Index	4,087,623	4,096,643
Vanguard Total Bond Market Institutional	7,026,985	6,415,644
Fidelity U.S. Government Reserves	6,074,034	5,515,023
Fidelity Freedom K 2020	4,543,329	3,753,458
Other registered investment company funds	55,578,080	49,506,167
Total investments	<u>86,854,548</u>	<u>79,333,131</u>
Receivables:		
Notes receivable from participants	2,866,231	2,096,769
Accrued income	13,662	14,749
Pending net purchases and sales	(13,662)	78,218
Employer contributions	1,517,352	1,629,838
Participant contributions	<u>—</u>	<u>6,592</u>
Total receivables	<u>4,383,583</u>	<u>3,826,166</u>
Net assets available for benefits	<u>\$ 91,238,131</u>	<u>83,159,297</u>

See accompanying notes to financial statements.

**PROVIDENCE HEALTH & SERVICES 401(k) PLAN**

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Investment (loss) income:		
Interest income	\$ 404,144	432,890
Dividend income	2,659,791	1,481,447
Net (depreciation) appreciation in fair value of registered investment company funds	<u>(3,151,400)</u>	<u>6,215,946</u>
Net investment (loss) income	<u>(87,465)</u>	<u>8,130,283</u>
Contributions:		
Participant deferral	6,900,359	6,169,069
Participant rollover	1,502,266	863,974
Employer	<u>5,248,817</u>	<u>4,815,236</u>
Total contributions	13,651,442	11,848,279
Benefit payments	(5,480,573)	(4,486,630)
Administrative expenses	<u>(4,570)</u>	<u>(4,878)</u>
Net increase in net assets available for benefits	8,078,834	15,487,054
Net assets available for benefits, beginning of year	<u>83,159,297</u>	<u>67,672,243</u>
Net assets available for benefits, end of year	<u>\$ 91,238,131</u>	<u>83,159,297</u>

See accompanying notes to financial statements.

## **PROVIDENCE HEALTH & SERVICES 401(k) PLAN**

Notes to Financial Statements

December 31, 2011 and 2010

### **(1) Plan Description**

The following description of Providence Health & Services 401(k) Plan (the Plan) is provided for general information purposes only. More complete information regarding the Plan's provisions may be found in the plan document.

#### **(a) General**

The Plan is a defined-contribution plan established by Providence Health & Services (the Company) under the provisions of Section 401(a) of the Internal Revenue Code (the IRC), which includes a qualified cash or deferred arrangement as described in Section 401(k) of the IRC, for the benefit of eligible employees of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

#### **(b) Organization**

The Plan was established on July 1, 2007. Participating employers are as follows:

- Pathology Associates Medical Laboratories (PAML)
- Hood River Memorial Hospital (Hood River)
- Providence Physician Services Co. (PPS)
- Providence Services Eastern Washington (PSEW)
- Health Services NW (HSNW)
- Treasure Valley Laboratories (TVL)
- Tri Cities Laboratory LLC (TCL)
- VNA Home Health Care Services (VNA)
- The Clinic at Panorama City, P.S. (Panorama City)
- Western Washington Oncology, Inc., P.S. (WWO)

#### **(c) Eligibility**

Employees may enter the Plan on their date of hire. Employees are eligible for the employer contributions if they complete at least 1,000 hours of service during the payroll year and are employed on the last day of said payroll year. However, participation under the PSEW, Hood River, VNA, Panorama City, and WWO Plans were frozen at the time of their merger into the Plan, and no employer or employee contributions shall be made to the portion of the Plan attributable to the Hood River, VNA, Panorama City, and WWO Plans on or after their merger dates.

#### **(d) Plan Administration**

The Plan is administered by the Human Resources Committee of the Company's board of directors, which consists of certain officers, directors, employees, or agents of the Company. Fidelity Management Trust Company (Fidelity) and Wilmington Trust Company (Wilmington) are the

## PROVIDENCE HEALTH & SERVICES 401(k) PLAN

### Notes to Financial Statements

December 31, 2011 and 2010

custodians of the Plan. Principal Financial Group is the custodian of the guaranteed investment contract. Certain employees of the Company also serve as trustees of the Plan.

#### *(e) Contributions*

Participants may elect to contribute up to 75% of pretax eligible compensation, as defined by the Plan, subject to certain limitations under the IRC. Eligible participants who have attained age 50 may elect an additional catch-up contribution, subject to certain limitations under the IRC. Participants may also contribute amounts representing distributions from other qualified defined-benefit or contribution plans. Effective August 1, 2010, participants may elect to make Roth contributions of eligible taxable compensation, subject to IRC limitations. All current plan contributions are made to Fidelity.

Participants with compensation less than \$30,000 during the year receive an additional matching contribution of \$50 annually. For participants employed by PPS, PAML, TVL, and TCL, the Company provides a matching contribution equal to 100% of each participant's contribution up to a maximum of 4% of compensation. For participants employed by HSNW, the Company provides a matching contribution equal to 50% of each participant's contribution up to a maximum of 3% of the compensation.

An additional discretionary amount may be contributed at the option of the Company's board of directors. During 2011 and 2010, participants employed by PPS and HSNW who completed at least 1,000 hours of service and who were employed on the last day of the plan year received an employer discretionary contribution. Eligible PPS participants received an amount equal to 3% of their compensation for the plan year and eligible HSNW participants received an amount equal to 5% of their compensation for the plan year.

Employees who do not affirmatively elect or decline participation in the Plan within 30 days of eligibility requirement are automatically enrolled in the Plan at an amount equal to 3% of compensation. Effective January 1 of each subsequent plan year, these participants' deferral percentage shall increase by one percent (1%), provided that the total deferral percentage does not exceed 6% of compensation. Absent an election by the participant, such automatic deferrals are invested in the Fidelity Freedom fund that most closely aligns with the participant's projected retirement date.

## PROVIDENCE HEALTH & SERVICES 401(k) PLAN

Notes to Financial Statements

December 31, 2011 and 2010

**(f) Vesting and Forfeitures**

Participants are fully vested in their contributions and earnings thereon. Except for accounts transferred from the Hood River, VNA Plans, and PSEW plan accounts, vesting in the Company contributions and earnings thereon is based on years of continuous service, according to the following schedule:

<b>Years of service</b>	<b>Percentage vested</b>
Less than 1	—%
1	25
2	50
3	75
4	100

Participants shall at all times be fully vested in their accounts transferred from the Hood River Plan.

Vesting in the Company contributions and earnings thereon under the VNA and the PSEW accounts are based on years of continuous service, according to the following schedule:

<b>Years of service</b>	<b>Percentage vested</b>
Less than 2	—%
3	20
4	40
5	60
6	80
6 or more	100

Forfeitures may be used to either reduce future Company matching contributions or pay administrative expenses, at the Company's discretion. Forfeitures of \$391,151 and \$53,506 were used during 2011 and 2010 to offset Company contributions. At December 31, 2011 and 2010, there were approximately \$279,387 and \$290,675 of unallocated forfeitures, respectively.

**(g) Participant Accounts**

Individual accounts are valued daily and maintained for each of the Plan's participants to reflect the participant's contributions, the related Company contributions, and the participant's share of the Plan's income and expenses. Allocations of income and expenses are based on the proportion that each participant's account balance has to the total of all participants' account balances.

**(h) Benefits**

On termination of service due to death, disability, or separation from service, a participant or beneficiary may elect to receive a lump-sum distribution equal to the value of the participant's vested interest in his or her account; an annuity to be paid in at least annual installments over a fixed

## **PROVIDENCE HEALTH & SERVICES 401(k) PLAN**

### **Notes to Financial Statements**

December 31, 2011 and 2010

reasonable period of time, not exceeding the joint life expectancy of the participant or designated beneficiary; an annuity to be paid in at least annual installments of a fixed amount; or a combination of lump-sum and installment payments. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

For termination of service with vested benefits of \$1,000 or less, a participant or beneficiary will automatically receive the value of the vested interest in his or her account as a lump-sum distribution. Additionally, a participant whose vested benefits are greater than \$1,000 but less than \$5,000 and who does not respond timely to the distribution-related inquiry from the Company will automatically receive the value of the vested interest in his or her account as a direct rollover to an individual retirement account.

**(i) *Notes Receivable from Participants***

A participant may borrow 50% of his or her vested account balance up to a maximum of \$50,000. The minimum loan amount is \$1,000. Loans are repayable through payroll deductions over periods ranging up to 5 years, unless the loan is used to acquire a principal residence, in which case the loan term may not exceed 20 years. Certain grandfathered loans from merged plans may have initial terms up to 30 years. Loans are secured by the balance of the participant's account. The interest rate is determined by the plan administrator based on the rate that a bank or lending institution would charge on a similar loan. The interest rates on outstanding loans at both December 31, 2011 and 2010 ranged from 3.50% to 9.25% and mature through August 2032.

**(j) *Administrative Expenses***

The sponsor pays all administrative expenses of the Plan, except for the administrative costs of certain registered investment company funds and distribution and loan processing fees.

**(k) *Investment Options***

Participants may direct their account balance into various investment options offered under the Plan in 1% increments. Participants may change their investment elections and make transfers between investment options at least once per quarter.

**(2) *Summary of Significant Accounting Policies***

**(a) *Basis of Accounting***

The accompanying financial statements are prepared using the accrual basis of accounting. Benefits are recorded when paid. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to use estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from those estimates.

**(b) *Income Recognition***

Interest income is recorded on the accrual basis. Dividend income is recorded on the ex-dividend date. Purchases and sales of securities are recorded on a trade-date basis.

## PROVIDENCE HEALTH & SERVICES 401(k) PLAN

### Notes to Financial Statements

December 31, 2011 and 2010

**(c) *Investment Valuation***

The Plan's investments in shares of registered investment company funds are stated at fair value as determined by quoted market prices. See note 2(f) regarding the valuation of the investment contract with an insurance company and the group fixed annuity fund.

**(d) *Notes Receivable from Participants***

Notes receivable from participants are carried at cost plus accrued interest and are presented as a receivable in the statement of net assets available for benefits.

**(e) *Net (Depreciation) Appreciation in Fair Value of Investments***

Net (depreciation) appreciation in fair value of investments represents the change in fair value of assets from one period to the next and realized gains and losses.

**(f) *Investment and Annuity Contracts with Insurance Companies***

As described in Accounting Standards Codification (ASC) Subtopic 946-210 (Subtopic 946-210), *Financial Services – Investment Companies*, investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

The Principal Group Annuity Contract is a fully benefit-responsive guaranteed investment contract (GIC) with a minimum interest rate. A benefit-responsive investment contract is a contract between an insurance company, a bank, a financial institution, or any financially responsible entity and a plan that provides for a stated return on principal invested over a specified period and that permits withdrawals at contract value for benefit payments, loans, or transfers to other investment options offered to the participant by the Plan. For the years ended December 31, 2011 and 2010, the minimum interest rate was 3.45% and 4.00%, respectively, and the average yield was 3.45% and 4.00%, respectively. Contract value is equal to principal balance plus accrued interest. The fair value of the GIC is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations. Based on the market rate of the contract as of December 31, 2011 and 2010, contract value equals fair value.

The Plan is also invested in the Lincoln Financial Group Fixed Annuity Fund (the Account), which is a fully benefit-responsive annuity contract or funding arrangement, with the invested assets held in Lincoln's general accounts. The Account earns a variable rate that fluctuates based on market, with a guaranteed minimum rate of 3%. The Account is stated at fair value plus accrued interest, which equals contract value due to the nature of the variable interest rate. There are no reserves against contract value for credit risk of the contract issuer or otherwise. During 2011 and 2010, the crediting rate and yield of the Account was 3.45%.



## PROVIDENCE HEALTH & SERVICES 401(k) PLAN

Notes to Financial Statements

December 31, 2011 and 2010

### (3) Risk and Uncertainties

The Plan provides for various investment fund options that in turn invest in a combination of stocks, bonds, and other investment securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

### (4) Fair Value Measurements

ASC Topic 820 (Topic 820), *Fair Value Measurement and Disclosures*, establishes a framework for measuring fair value, which provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under Topic 820 are described below:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value at December 31, 2011:

*Registered Investment Company Funds and Self-Directed Brokerage Accounts* – Valued at quoted market prices of shares held by the Plan at year-end

*Guaranteed Investment Contract* – Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer, which approximates value indicated by purchase and sale transactions near year-end

# PROVIDENCE HEALTH & SERVICES 401(k) PLAN

## Notes to Financial Statements

December 31, 2011 and 2010

*Fixed Annuity Contract* – Valued at fair value plus accrued interest, which equals contract value due to the nature of the variable interest rate.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011:

	Investments at estimated fair value			Total
	Level 1	Level 2	Level 3	
Self-directed brokerage accounts	\$ 396,185	—	—	396,185
Registered investment company funds:				
Total return funds	10,770,035	—	—	10,770,035
International funds	8,199,959	—	—	8,199,959
Growth funds	10,018,156	—	—	10,018,156
Small cap funds	3,770,833	—	—	3,770,833
Social responsibility funds	314,992	—	—	314,992
Mid cap funds	2,472,301	—	—	2,472,301
Bond funds	8,404,596	—	—	8,404,596
Real estate funds	941,313	—	—	941,313
Large cap funds	4,221,970	—	—	4,221,970
Commodity funds	302,173	—	—	302,173
Government security funds	6,628,785	—	—	6,628,785
Income funds	1,267	—	—	1,267
Equity income funds	1,030,404	—	—	1,030,404
Balanced funds	209,162	—	—	209,162
Money market funds	1,400	—	—	1,400
Target retirement date funds	20,022,705	—	—	20,022,705
Guaranteed investment contract	—	3,846,216	—	3,846,216
Fixed annuity fund	—	5,302,096	—	5,302,096
Total investments	\$ 77,706,236	9,148,312	—	86,854,548

# PROVIDENCE HEALTH & SERVICES 401(k) PLAN

## Notes to Financial Statements

December 31, 2011 and 2010

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010:

	Investments at estimated fair value			Total
	Level 1	Level 2	Level 3	
Self-directed brokerage accounts	\$ 351,917	—	—	351,917
Registered investment company funds:				
Total return funds	9,999,330	—	—	9,999,330
International funds	8,119,575	—	—	8,119,575
Growth funds	9,773,445	—	—	9,773,445
Small cap funds	3,624,015	—	—	3,624,015
Social responsibility funds	251,217	—	—	251,217
Mid cap funds	2,389,093	—	—	2,389,093
Bond funds	7,561,235	—	—	7,561,235
Real estate funds	837,906	—	—	837,906
Large cap funds	4,182,984	—	—	4,182,984
Commodity funds	294,343	—	—	294,343
Government security funds	5,921,058	—	—	5,921,058
Income funds	22	—	—	22
Equity income funds	1,074,070	—	—	1,074,070
Balanced funds	199,183	—	—	199,183
Money market funds	50,572	—	—	50,572
Target retirement date funds	15,008,887	—	—	15,008,887
Guaranteed investment contract	—	4,053,247	—	4,053,247
Fixed annuity	—	5,641,032	—	5,641,032
Total investments	\$ 69,638,852	9,694,279	—	79,333,131

## (5) Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated October 13, 2009 that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the determination letter. However, the plan administrator believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

## **PROVIDENCE HEALTH & SERVICES 401(k) PLAN**

### **Notes to Financial Statements**

December 31, 2011 and 2010

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

#### **(6) Plan Termination**

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become fully vested in their accrued account balances.

#### **(7) Information Certified by Trustee and Custodian**

The following information included in the financial statements and supplemental schedule was provided and certified by the custodians, Fidelity and Wilmington, as complete and accurate:

- Participant-directed investments, at fair value (except for the guaranteed investment contract and fixed annuity contract for which the custodians certified the contract and fair value)
- Notes receivable from participants
- Interest income
- Dividend income
- Net (depreciation) appreciation in fair value of registered investment company funds
- Investment information included in note 4, excluding fair value hierarchy tables
- Schedule of assets (held at end of year)

#### **(8) Party-in-Interest Transactions**

Certain plan investments are shares of registered investment company funds managed by Fidelity. Fidelity is the custodian/record keeper as defined by the Plan, and therefore, these investment transactions qualify as party-in-interest transactions. Certain plan investments are investments managed by Wilmington, the custodian; therefore, these transactions qualify as party-in-interest transactions. Additionally, as Principal financial group is the custodian of the guaranteed interest contract, transactions with Principal financial group qualify as party-in-interest transactions.

#### **(9) Nonexempt Transactions**

The Company remitted certain contributions and loan repayments related to 2008 and 2007 totaling \$285,199 after the date required by the Department of Labor. The Company has determined the amount of lost earnings and has contributed that amount to participant accounts in 2010.

## **PROVIDENCE HEALTH & SERVICES 401(k) PLAN**

Notes to Financial Statements

December 31, 2011 and 2010

### **(10) Subsequent Events**

Subsequent events have been evaluated through August 21, 2012, the date the financial statements were available to be issued.

Effective April 1, 2012, a plan amendment was adopted to add employees of Swedish Health Services, Swedish/Edmonds, and Washington Cancer Centers, P.C. as eligible plan participants. Additionally, effective the same date, the Swedish Health Services 401(k) Plan, the Swedish/Edmonds 401(k) Plan, the Washington Cancer Centers, P.C. 401(k) Plan, and the Visiting Nurses of the Northwest 401(k) Plan and Trust were merged into the Plan. As a result of these changes, the plan has been renamed the Providence, Swedish, PAML Multiple Employer 401(k) Plan.

## PROVIDENCE HEALTH &amp; SERVICES 401(k) PLAN

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

December 31, 2011

Identity of issuer, borrower, lessor, or similar party	Description of investment	Current value
Guaranteed investment and fixed contracts:		
* Principal Financial Group	Guaranteed Investment	\$ 3,846,216
* Lincoln Financial Group	Fixed Annuity Account	5,302,096
Registered investment company funds:		
Various	Brokerage link accounts	396,185
* Wilmington Trust Company	Prime money market fund	1,400
PIMCO	Total Return Admin Fund	2,746,875
Columbia	Acorn International Z Fund	285,048
Harbor Funds	International Fund Institutional Class	169,991
Allianz	AGIC Growth Fund A	1,094,914
Blackrock	Global Allocation I	770,503
Vanguard	Institutional Index	4,087,623
Allianz	NFJ Small Cap Value I	3,622,882
Thornburg	International Value R5	699,976
Blackrock	US Opportunities Institutional Fund	594,697
Calvert	Social Index I	111,641
Calvert	Capital Accumulation Class A Fund	34,656
Vanguard	Mid Cap Index Signal Fund	426,634
Vanguard	ST Bond Index Signal Fund	11,837
Dreyfus Investment Funds	High Yield I	795,753
AIM	International Growth I	2,814,019
AIM	Real Estate Institutional	941,313
Amana	Income Fund	168,695
Loomis	Value Y	3,824,276
Vanguard	Small Cap Index Inv	147,951
Vanguard	Total Bond Market Institutional	7,026,985
Franklin Templeton	Global Bond Fund	923,287
American Century	Growth Inv	1,379,198
Artisan	Mid Cap Value	2,045,667
PIMCO	Total Return III Fund	1,883,471
American Funds	Europacific Growth R5	1,117,231
Credit Suisse	Commodity Return Strategy Fund	302,173
Vanguard	Inflation Protected ADM	464,598
Manning and Napier	ProBlend Mod Term S Fund	2,052,066
PIMCO	Developing Local Markets ADM	35,937
Dreyfus Investment Funds	Dreyfus/The Boston Co Sm/Md Cp Gr I	2,119,469
Evergreen	Emerging Markets I	1,201,747
MMA	Praxis International I	7,256
* Fidelity	US Government Reserves	6,074,034
* Fidelity	Spartan International Index	77,298
* Fidelity	Spartan LT TR Index NV	179,627
American	Balanced Fund Inc Common	209,162
American	High Inc Trust SH Ben Int	25,339
Baron	Asset Growth Fund	787,178
Bond Fund of America	Inc Common	80,085

## Schedule

## PROVIDENCE HEALTH &amp; SERVICES 401(k) PLAN

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

December 31, 2011

Identity of issuer, borrower, lessor, or similar party	Description of investment	Current value
Capital	Income Builder Fund SH Ben Int	\$ 308,996
Domini	Social Equity Fund SH Ben Int	15,290
Dreyfus Investment Funds	S&P 500 Index Fund	706,036
Franklin Investments	SECS Trust Equity Inc Fund	15,372
Goldman Sachs	Trust GS Govrnmnt Inc Fund	375,124
Massachusetts Investors	Growth Stock Fund	32,037
Oppenheimer	Main St Growth and Inc Fund	382,404
Oppenheimer	Developing Markets Fund	97,667
* Fidelity	Contrafund K	822,134
* Fidelity	Growth Company K	3,188,527
* Fidelity	Freedom K Income	1,267
* Fidelity	Freedom K 2000	5,139
* Fidelity	Freedom K 2005	157,164
* Fidelity	Freedom K 2010	1,169,651
* Fidelity	Freedom K 2015	1,898,513
* Fidelity	Freedom K 2020	4,543,329
* Fidelity	Freedom K 2025	2,363,502
* Fidelity	Freedom K 2030	3,066,951
* Fidelity	Freedom K 2035	1,807,732
* Fidelity	Freedom K 2040	2,280,418
* Fidelity	Freedom K 2045	1,373,709
* Fidelity	Freedom K 2050	1,356,597
* Plan participants	Notes receivable, with interest rates of 3.50% to 9.25%, maturing through August 2032	2,866,231
Total assets (held at end of year)		\$ <u>89,720,779</u>

\* Represents a party in interest

See accompanying independent auditors' report.

## Schedule

## PROVIDENCE HEALTH &amp; SERVICES 401(k) PLAN

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

December 31, 2011

Identity of issuer, borrower, lessor, or similar party	Description of investment	Current value
Guaranteed investment and fixed contracts:		
* Principal Financial Group	Guaranteed Investment	\$ 3,846,216
* Lincoln Financial Group	Fixed Annuity Account	5,302,096
Registered investment company funds:		
Various	Brokerage link accounts	396,185
* Wilmington Trust Company	Prime money market fund	1,400
PIMCO	Total Return Admin Fund	2,746,875
Columbia	Acorn International Z Fund	285,048
Harbor Funds	International Fund Institutional Class	169,991
Allianz	AGIC Growth Fund A	1,094,914
Blackrock	Global Allocation I	770,503
Vanguard	Institutional Index	4,087,623
Allianz	NFJ Small Cap Value I	3,622,882
Thornburg	International Value R5	699,976
Blackrock	US Opportunities Institutional Fund	594,697
Calvert	Social Index I	111,641
Calvert	Capital Accumulation Class A Fund	34,656
Vanguard	Mid Cap Index Signal Fund	426,634
Vanguard	ST Bond Index Signal Fund	11,837
Dreyfus Investment Funds	High Yield I	795,753
AIM	International Growth I	2,814,019
AIM	Real Estate Institutional	941,313
Amana	Income Fund	168,695
Loomis	Value Y	3,824,276
Vanguard	Small Cap Index Inv	147,951
Vanguard	Total Bond Market Institutional	7,026,985
Franklin Templeton	Global Bond Fund	923,287
American Century	Growth Inv	1,379,198
Artisan	Mid Cap Value	2,045,667
PIMCO	Total Return III Fund	1,883,471
American Funds	Europacific Growth R5	1,117,231
Credit Suisse	Commodity Return Strategy Fund	302,173
Vanguard	Inflation Protected ADM	464,598
Manning and Napier	ProBlend Mod Term S Fund	2,052,066
PIMCO	Developing Local Markets ADM	35,937
Dreyfus Investment Funds	Dreyfus/The Boston Co Sm/Md Cp Gr I	2,119,469
Evergreen	Emerging Markets I	1,201,747
MMA	Praxis International I	7,256
* Fidelity	US Government Reserves	6,074,034
* Fidelity	Spartan International Index	77,298
* Fidelity	Spartan LT TR Index NV	179,627
American	Balanced Fund Inc Common	209,162
American	High Inc Trust SH Ben Int	25,339
Baron	Asset Growth Fund	787,178
Bond Fund of America	Inc Common	80,085



## Schedule

## PROVIDENCE HEALTH &amp; SERVICES 401(k) PLAN

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

December 31, 2011

Identity of issuer, borrower, lessor, or similar party	Description of investment	Current value
Capital	Income Builder Fund SH Ben Int	\$ 308,996
Domini	Social Equity Fund SH Ben Int	15,290
Dreyfus Investment Funds	S&P 500 Index Fund	706,036
Franklin Investments	SECS Trust Equity Inc Fund	15,372
Goldman Sachs	Trust GS Govrnmnt Inc Fund	375,124
Massachusetts Investors	Growth Stock Fund	32,037
Oppenheimer	Main St Growth and Inc Fund	382,404
Oppenheimer	Developing Markets Fund	97,667
* Fidelity	Contrafund K	822,134
* Fidelity	Growth Company K	3,188,527
* Fidelity	Freedom K Income	1,267
* Fidelity	Freedom K 2000	5,139
* Fidelity	Freedom K 2005	157,164
* Fidelity	Freedom K 2010	1,169,651
* Fidelity	Freedom K 2015	1,898,513
* Fidelity	Freedom K 2020	4,543,329
* Fidelity	Freedom K 2025	2,363,502
* Fidelity	Freedom K 2030	3,066,951
* Fidelity	Freedom K 2035	1,807,732
* Fidelity	Freedom K 2040	2,280,418
* Fidelity	Freedom K 2045	1,373,709
* Fidelity	Freedom K 2050	1,356,597
* Plan participants	Notes receivable, with interest rates of 3.50% to 9.25%, maturing through August 2032	2,866,231
Total assets (held at end of year)		\$ <u>89,720,779</u>

\* Represents a party in interest

See accompanying independent auditors' report.