

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>UNIVERSITY HOSPITALS MEDICAL GROUP RETIREMENT PLAN</u>	1b Three-digit plan number (PN) ▶ <u>005</u> 1c Effective date of plan <u>01/01/2008</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>UNIVERSITY HOSPITALS</u> <u>3605 WARRENSVILLE CENTER RD</u> <u>SHAKER HEIGHTS, OH 44135</u>	2b Employer Identification Number (EIN) <u>34-0714775</u> 2c Sponsor's telephone number <u>216-844-1000</u> 2d Business code (see instructions) <u>621111</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	08/27/2013	ELLIOTT KELLMAN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address UNIVERSITY HOSPITALS 3605 WARRENSVILLE CENTER RD SHAKER HEIGHTS, OH 44135		3b Administrator's EIN 34-0714775 3c Administrator's telephone number 216-844-1000
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 2068
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....		6a 1512
b Retired or separated participants receiving benefits.....		6b 6
c Other retired or separated participants entitled to future benefits.....		6c 433
d Subtotal. Add lines 6a , 6b , and 6c		6d 1951
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....		6e 2
f Total. Add lines 6d and 6e		6f 1953
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....		6g 1938
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h 2
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2T 2R		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>UNIVERSITY HOSPITALS MEDICAL GROUP RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>005</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>UNIVERSITY HOSPITALS</u>	D Employer Identification Number (EIN) <u>34-0714775</u>

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 65 60	RECORDKEEPER	275	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
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.
ARIEL APPRECIATION - US BANCORP FUN TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET, 14TH FLOOR NEW YORK, NY 10281	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MSIF MID CAP GRTH P - MORGAN STANLE 13-3799749	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO TOT RETURN ADM - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.27%	

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.	
TEMPLETON DEV MKTS A - FRANKLIN TEM 94-3167260	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.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>UNIVERSITY HOSPITALS MEDICAL GROUP RETIREMENT PLAN</u>	B Three-digit plan number (PN)	<u>005</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>UNIVERSITY HOSPITALS</u>	D Employer Identification Number (EIN) <u>34-0714775</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: FID MGD INC PORT

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

c EIN-PN <u>04-3022712-024</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>168611</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan UNIVERSITY HOSPITALS MEDICAL GROUP RETIREMENT PLAN	B Three-digit plan number (PN) ►	005
C Plan sponsor's name as shown on line 2a of Form 5500 UNIVERSITY HOSPITALS	D Employer Identification Number (EIN) 34-0714775	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	838545	797830
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	1239	1351
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)	165802	168611
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	39652668	43034394
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	40658254	44002186

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	40658254	44002186
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	171	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		171
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1002749	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1002749
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	112	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		112

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		2809
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		4078054
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		5083895

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1739463	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		1739463
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	500	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		500
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1739963

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		3343932
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: **KPMG**

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		20000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>UNIVERSITY HOSPITALS MEDICAL GROUP RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>005</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>UNIVERSITY HOSPITALS</u>	D Employer Identification Number (EIN) <u>34-0714775</u>

Part I	Distributions
---------------	----------------------

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

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

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

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

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____



**UNIVERSITY HOSPITALS MEDICAL GROUP
RETIREMENT PLAN**

Financial Statements and Supplemental Schedule

December 31, 2012 and 2011

(With Independent Auditors' Report Thereon)

**UNIVERSITY HOSPITALS MEDICAL GROUP
RETIREMENT PLAN**

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



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

Independent Auditors' Report

The Plan Administrator
University Hospitals Medical Group
Retirement Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the University Hospitals Medical Group Retirement Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in notes 3 and 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2012 and 2011, and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

**Other Matter**

The supplemental schedule, Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2012 is required by the Department of Labor’s (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

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

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

/s/ KPMG LLP

Cleveland, Ohio
July 31, 2013

**UNIVERSITY HOSPITALS MEDICAL GROUP
RETIREMENT PLAN**

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Investments, at fair value:		
Cash and cash equivalents	\$ 797,830	838,545
Mutual funds	43,034,394	39,652,668
Common stock	1,351	1,239
Common/collective trusts	168,611	165,802
	<u>44,002,186</u>	<u>40,658,254</u>
Total investments, at fair value	44,002,186	40,658,254
Net assets available for benefits at fair value	44,002,186	40,658,254
Adjustment from fair value to contract value for interest in collective trust relating to fully benefit-responsive investment contracts	<u>(4,825)</u>	<u>(4,089)</u>
Net assets available for benefits	<u>\$ 43,997,361</u>	<u>40,654,165</u>

See accompanying notes to financial statements.

**UNIVERSITY HOSPITALS MEDICAL GROUP
RETIREMENT PLAN**

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Investment income (loss):		
Interest and dividend income	\$ 1,004,993	1,340,108
Net appreciation (depreciation) in fair value of investments	<u>4,078,166</u>	<u>(2,535,330)</u>
Total investment income (loss)	<u>5,083,159</u>	<u>(1,195,222)</u>
Contributions:		
Participant rollovers	<u>—</u>	<u>471,396</u>
Total contributions	<u>—</u>	<u>471,396</u>
Deductions from net assets attributed to:		
Benefit payments	1,739,463	1,317,515
Administrative expenses	<u>500</u>	<u>1,021</u>
Total deductions	<u>1,739,963</u>	<u>1,318,536</u>
Net increase (decrease) in net assets available for benefits	3,343,196	(2,042,362)
Net assets available for benefits at beginning of year	<u>40,654,165</u>	<u>42,696,527</u>
Net assets available for benefits at end of year	<u>\$ 43,997,361</u>	<u>40,654,165</u>

See accompanying notes to financial statements.

**UNIVERSITY HOSPITALS MEDICAL GROUP
RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2012 and 2011

(1) Description of Plan

The following brief description of the University Hospitals Medical Group Retirement Plan (the Plan) is provided for general information purposes only. Participants should refer to the plan agreement for more complete information.

(a) General

The Plan, which commenced on January 1, 2008, is a defined contribution plan sponsored by University Hospitals Health System, Inc. (the System or Plan Sponsor), covering substantially all employees of University Hospitals Medical Group (UHMG). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan defines an employee as any person employed by UHMG as a common law employee for purposes of payroll tax reporting. The following categories of employees are excluded from plan participation: (1) leased employees, (2) nonresident aliens with no U.S. earned income, (3) employees covered by a collective bargaining agreement which does not provide for coverage under the Plan, (4) employees who are not at least 18 years of age, and (5) employees with less than twelve months of service.

The System froze the Plan as of December 31, 2010. Nonvested participants employed by UHMG on the freeze date became vested as a result of freezing the Plan. Participants within the Plan who satisfy the eligibility requirements of the University Hospitals Health System, Inc. Retirement Plan on or after the Plan freeze date will participate in the University Hospitals Health System, Inc. Retirement Plan under a cash balance formula. The cash balance formula will provide for employer contributions of 3.0% or 3.5%, depending on years of service, of the eligible employee's base salary as defined in University Hospitals Health System, Inc. Retirement Plan document.

(b) Employer Contributions

Prior to freezing the Plan, the Plan Sponsor annually contributed 7.0% of an eligible participant's compensation that was equal to or less than 50% of the Social Security Taxable Wage Base in effect for the plan year. The Plan Sponsor also contributed 8.5% of the participant's compensation that exceeds 50% of the Social Security Taxable Wage Base in effect for the plan year. The compensation amount used in calculating participant contributions was limited to the statutory wage limit described in the Internal Revenue Code (IRC) section 401(a)(17)(B).

(c) Participant Rollovers

The Plan may accept rollover contributions at the discretion of the Plan Sponsor. Rollover contributions can be contributed from i) a trust under a qualified plan described in IRC sections 401(a) or 403(a), ii) an annuity contract described in section 403(b) of the IRC, iii) an eligible deferred compensation plan described in IRC section 457(b) that is maintained by a state, political subdivision of a state, or any agency or instrumentality of a state or political subdivision of the state, or iv) an individual retirement account described in section 408(d)(3)(A)(ii) of the IRC.

**UNIVERSITY HOSPITALS MEDICAL GROUP
RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2012 and 2011

(d) Participant Accounts

Each participant's account is credited with the employer's contributions, investment earnings, and appreciation or depreciation in the fair value of assets. The account balances are participant directed. Participants may change their investment options at any time. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Loans are not permitted under the plan agreement.

(e) Vesting

Vesting in the System's contribution to the participant's account was based on a three-year cliff-vesting schedule (i.e., a participant vests in full after three years of service). All participants are now fully vested due to the Plan freezing on December 31, 2010.

(f) Payment of Benefits

Upon termination of service, a participant will be entitled to receive the vested portion of his or her account.

(g) Forfeitures

There were no forfeitures for the years ended December 31, 2012 and 2011, respectively.

(h) Expenses

Certain administrative expenses are paid by the Plan. Certain administrative expenses, such as audit and legal fees, are paid by the Plan Sponsor.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

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

Investment contracts held by the Plan are reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of the 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 Plan invests in investment contracts through a common/collective trust. Contract value for this common/collective trust is based on the net asset value of the fund as reported by the investment advisor. The statements of net assets available for benefits present the fair value of the investment in the common/collective trust as well as the adjustment of the investment in the collective trust from fair value to contract value relating to the investment contracts. The statements of changes in net assets available for benefits are prepared on a contract value basis.

**UNIVERSITY HOSPITALS MEDICAL GROUP
RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2012 and 2011

(b) *Use of Estimates*

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

(c) *Investment Valuation and Income Recognition*

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

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

(d) *Payment of Benefits*

Benefits are recorded when paid.

(3) *Investments*

Under the terms of a trust agreement between Fidelity Management Trust Company (the Trustee) and the Plan, the Trustee maintains a trust fund on behalf of the Plan. The participant accounts are credited with actual earnings on the underlying investments and charged for plan withdrawals. The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator has obtained certifications from the Trustee of the Plan that all of the information provided by them is complete and accurate. Information included in the accompanying financial statements and supplemental schedule as to investments, investment income (loss), interest, and dividends, investment information included in this note, and all information in the supplemental schedule, is presented in reliance solely upon those certifications.

**UNIVERSITY HOSPITALS MEDICAL GROUP
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Notes to Financial Statements

December 31, 2012 and 2011

The following table presents investments as certified to be complete and accurate by the Trustee of the Plan. Individual investments representing 5% or more of the Plan's total net assets for benefits are separately identified (*). Common/collective trusts are presented at contract value (**).

	<u>2012</u>	<u>2011</u>
Investments:		
Cash and cash equivalents	\$ 797,830	838,545
Mutual funds:		
Fidelity Freedom 2015	3,577,327*	3,563,696*
Fidelity Freedom 2020	4,970,053*	4,628,904*
Fidelity Freedom 2025	6,545,665*	6,030,161*
Fidelity Freedom 2030	6,302,214*	5,768,568*
Fidelity Freedom 2035	5,038,726*	4,713,273*
Fidelity Freedom 2040	3,873,145*	3,492,015*
Other mutual funds	12,727,264	11,456,051
Common stock	1,351	1,239
Common/collective trusts	163,786**	161,713**
Total investments	<u>\$ 43,997,361</u>	<u>40,654,165</u>

During the years ended December 31, 2012 and 2011, the investment gain and net appreciation (depreciation) in the Plan's investments (including investments bought, sold, and held during the year) as certified by the Trustee of the Plan were as follows:

	<u>2012</u>	<u>2011</u>
Interest and dividend income:		
Cash and cash equivalents	\$ 171	218
Mutual funds	1,002,749	1,338,139
Common stock	—	173
Common/collective trusts	2,073	1,578
	1,004,993	1,340,108
Net appreciation (depreciation) in investments at fair value as determined by quoted market price for mutual funds	4,078,166	(2,535,330)
Total investment income (loss)	<u>\$ 5,083,159</u>	<u>(1,195,222)</u>

**UNIVERSITY HOSPITALS MEDICAL GROUP
RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2012 and 2011

(4) Fair Value Measurements

The Financial Accounting Standards Board established a hierarchy for ranking the quality and reliability of the information used to determine fair values. Assets and liabilities carried at fair value have been disclosed according to the following three levels:

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

Level 1 instruments consist of cash and cash equivalents, mutual funds and common stock. A mutual fund's fair value is normally calculated as of the close of business of the New York Stock Exchange. Level 2 instruments include common/collective trusts, which are priced daily based on a blended rate of the contracts' rate of return and daily income earned. There are no Level 3 instruments within the Plan.

December 31, 2012				
	Level 1	Level 2	Level 3	Total
Assets:				
Cash and cash equivalents	\$ 797,830	—	—	797,830
Mutual funds:				
Fixed income	3,135,056	—	—	3,135,056
International	1,172,551	—	—	1,172,551
Mid/large cap	38,264,712	—	—	38,264,712
Small cap	419,545	—	—	419,545
Other	42,530	—	—	42,530
Total mutual funds	43,034,394	—	—	43,034,394
Common stock	1,351	—	—	1,351
Common/collective trusts	—	168,611	—	168,611
Total assets	\$ 43,833,575	168,611	—	44,002,186

**UNIVERSITY HOSPITALS MEDICAL GROUP
RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2012 and 2011

		December 31, 2011			
		Level 1	Level 2	Level 3	Total
Assets:					
Cash and cash equivalents	\$	838,545	—	—	838,545
Mutual funds:					
Fixed income		3,010,899	—	—	3,010,899
International		1,111,148	—	—	1,111,148
Mid/large cap		35,150,525	—	—	35,150,525
Small cap		349,094	—	—	349,094
Other		31,002	—	—	31,002
Total mutual funds		39,652,668	—	—	39,652,668
Common stock		1,239	—	—	1,239
Common/collective trusts		—	165,802	—	165,802
Total assets	\$	40,492,452	165,802	—	40,658,254

(5) Plan Termination

Although it has not expressed any intention to do so, the Plan Sponsor has the right under the Plan to terminate the Plan, subject to the provisions of ERISA. If the Plan was terminated, participants will remain 100% vested in their accounts.

(6) Tax Status

The Internal Revenue Service has determined and informed the System by a letter dated July 8, 2012 that the Plan and the related trust are designed in accordance with applicable sections of the IRC. The System believes that the Plan currently is designed and being operated in compliance with the applicable requirements of the IRC and that, therefore, the Plan and related trust are tax exempt as of December 31, 2012 and 2011.

The System is required to evaluate tax positions taken by the Plan and recognize a tax liability or asset if the organization has taken an uncertain position that more likely than not would be sustained upon examination by the Internal Revenue Service. The System has concluded that as of December 31, 2012 and 2011, there are no uncertain tax positions taken or expected to be taken. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Sponsor believes the Plan is no longer subject to income tax examinations for years prior to 2008.

(7) Related-Party Transactions

Certain plan investments and shares of mutual funds are managed by the Trustee of the Plan. Therefore, transactions in these mutual funds qualify as party-in-interest transactions.

(8) Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities,

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December 31, 2012 and 2011

it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

(9) Investment Contract with Insurance Company

The Fidelity Managed Income Portfolio (MIP) fund's purpose is to preserve principal while earning interest income. The MIP is a commingled pool and its investments may be comprised of conventional and synthetic investment contracts issued by insurance companies, banks and other financial institutions, short-term bonds and other fixed income securities, including U.S. Treasury bonds, mortgage-backed securities, commercial mortgage-backed securities, asset backed securities and derivative instruments such as futures, swaps and options. Third-party wrap contracts are purchased to permit the use of book value accounting to maintain a constant net asset value and to provide for payment of participant-directed withdrawals and exchanges at book value. Interest is credited under wrap contracts.

As described in note 2(a), because the MIP is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Participants may ordinarily direct the withdrawal or transfer all or a portion of the investment at contract value.

The MIP is valued daily and it is the policy of the Trustee to use its best efforts to maintain a stable net asset value of \$1.00 per unit. The MIP uses independent pricing services to value its investments. The market value spot yield for plan years ending December 31, 2012 and 2011 was 1.70% and 1.92%, respectively.

(10) Reconciliation to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2012 and 2011 to Form 5500:

	December 31	
	2012	2011
Net assets available for benefits per the financial statements	\$ 43,997,361	40,654,165
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	4,825	4,089
Net assets available for benefits per Form 5500	<u>\$ 44,002,186</u>	<u>40,658,254</u>

**UNIVERSITY HOSPITALS MEDICAL GROUP
RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2012 and 2011

The following is a reconciliation of investment income (loss) per the financial statements to Form 5500:

		December 31	
		2012	2011
Total investment income (loss) per the financial statements	\$	5,083,159	(1,195,222)
Adjustment from contract value to fair value for fully benefit-responsive investment contracts and other		736	3,627
Total investment income (loss) per Form 5500	\$	5,083,895	(1,191,595)

(11) Subsequent Events

The Plan has evaluated events through July 31, 2012, the date the financial statements were available to be issued. There were no reportable events.

**UNIVERSITY HOSPITALS MEDICAL GROUP
RETIREMENT PLAN**

EIN: 34-0714775
Plan number: 005

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

December 31, 2012

Schedule

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
*	Fidelity Management Trust Company	Cash and cash equivalents:		
		Fidelity Cash Reserve	292,604.02 shares	\$ 292,604
		Fidelity Govt Mmkt	94,677.44 shares	94,678
		Fidelity Money Market	181,680.440 shares	181,680
		Fidelity Retire Mmkt	30,159.510 shares	30,160
		Fidelity Sel Money Market	118,966.240 shares	118,966
		Fidelity US Govt Res	1,603.99 shares	1,604
		Fidelity US Treas MM	78,137.930 shares	78,138
		Total cash and cash equivalents		797,830
*	Fidelity Management Trust Company	Mutual funds:		
		Ariel Appreciation	118.805 shares	4,873
		Brokeragelink	1,571.572 shares	42,530
		Fidelity 130/30 Lg Cap	1,849.459 shares	14,555
		Fidelity Asset Mgr 30%	1,945.483 shares	19,494
		Fidelity Asset Mgr 50%	8,523.192 shares	140,207
		Fidelity Asset Mgr 60%	88.308 shares	891
		Fidelity Asset Mgr 85%	817.168 shares	11,571
		Fidelity Balanced	12,669.860 shares	255,678
		Fidelity Blue Chip Gr	1,308.414 shares	64,178
		Fidelity Blue Chip Value	1,406.928 shares	15,251
		Fidelity Canada	2,426.799 shares	129,858
		Fidelity Capital & Income	30,643.266 shares	291,111
		Fidelity Capital Apprec	1,638.153 shares	48,129
		Fidelity China Region	2,468.627 shares	75,688
		Fidelity Contrafund	12,591.758 shares	976,743
		Fidelity Convertible Sec	1,084.649 shares	28,103
		Fidelity Corporate Bond	5,867.533 shares	67,183
		Fidelity Disciplnd Eqty	268.382 shares	6,540
		Fidelity Diversifd Intl	4,920.760 shares	147,328
		Fidelity Dividend Gr	2,792.168 shares	83,486
		Fidelity Emerging Asia	474.661 shares	14,188
		Fidelity Emerging Mkts	7,079.841 shares	164,323
		Fidelity Eq Div Income	971.057 shares	18,916
		Fidelity Equity Inc	1,981.896 shares	93,268
		Fidelity Europe	1,070.537 shares	33,444
		Fidelity Europe Cap App	61.001 shares	1,160
		Fidelity Fidelity Fund	42.958 shares	1,538
		Fidelity Float Rt Hi Inc	2,135.812 shares	21,187
		Fidelity Focused High Inc	1,438.039 shares	13,503
		Fidelity Focused Stock	3,313.111 shares	50,194
		Fidelity Four In One Idx	1,537.885 shares	44,922
		Fidelity Freedom 2000	7,243.041 shares	89,596
		Fidelity Freedom 2005	86,578.533 shares	970,545
		Fidelity Freedom 2010	96,073.449 shares	1,356,557
		Fidelity Freedom 2015	302,906.631 shares	3,577,327
		Fidelity Freedom 2020	347,313.281 shares	4,970,053
		Fidelity Freedom 2025	547,754.377 shares	6,545,665
		Fidelity Freedom 2030	442,882.227 shares	6,302,214
		Fidelity Freedom 2035	425,927.773 shares	5,038,726
		Fidelity Freedom 2040	468,903.756 shares	3,873,145
		Fidelity Freedom 2045	100,702.362 shares	984,869
		Fidelity Freedom 2050	53,783.603 shares	518,474
		Fidelity Freedom Income	8,291.733 shares	97,096

**UNIVERSITY HOSPITALS MEDICAL GROUP
RETIREMENT PLAN**

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

December 31, 2012

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Fidelity Glb Comdty Stk	444.635 shares	\$ **	6,585
	Fidelity Global Balanced	1,186.179 shares	**	27,757
	Fidelity GNMA	13,008.578 shares	**	152,721
	Fidelity Govt Income	4,980.885 shares	**	52,698
	Fidelity Growth & Inc	8,181.907 shares	**	173,947
	Fidelity Growth Company	1,015.416 shares	**	94,819
	Fidelity Growth Disc	1,281.663 shares	**	19,968
	Fidelity Growth Strat	980.764 shares	**	20,312
	Fidelity High Income	13,915.146 shares	**	129,967
	Fidelity Independence	2,707.351 shares	**	70,175
	Fidelity Inflat Prot Bond	8,318.601 shares	**	111,137
	Fidelity Intermed Bond	13,569.414 shares	**	151,163
	Fidelity Intl Cap Apprec	224.267 shares	**	3,111
	Fidelity Intl Discovery	2,085.977 shares	**	68,983
	Fidelity Intl Enh Index	2,483.925 shares	**	17,884
	Fidelity Intl Growth	7,045.759 shares	**	65,173
	Fidelity Intl Real Estate	5,060.405 shares	**	48,175
	Fidelity Intl Small Cap	620.158 shares	**	12,620
	Fidelity Intl Value	302.376 shares	**	2,289
	Fidelity Intm Govt Income	863.155 shares	**	9,365
	Fidelity Invst Gr Bd	35,775.202 shares	**	286,202
	Fidelity Japan	490.379 shares	**	4,820
	Fidelity Large Cap Growth	1,663.369 shares	**	18,962
	Fidelity Large Cap Stock	874.649 shares	**	17,922
	Fidelity Latin America	2,065.979 shares	**	95,675
	Fidelity Levergd Co Stk	2,523.537 shares	**	81,308
	Fidelity Low Priced Stk	3,920.807 shares	**	154,872
	Fidelity Magellan	1,336.310 shares	**	97,911
	Fidelity Mega Cap Stock	1,874.915 shares	**	22,293
	Fidelity Mid Cap Enh Indx	441.989 shares	**	4,433
	Fidelity Mid Cap Growth	1,256.611 shares	**	16,072
	Fidelity Mid Cap Stock	1,545.492 shares	**	45,406
	Fidelity Mid Cap Value	665.190 shares	**	11,840
	Fidelity Mortgage Sec	1,354.414 shares	**	15,386
	Fidelity Nasdaq Comp Indx	515.181 shares	**	20,659
	Fidelity New Markets Inc	3,965.764 shares	**	70,591
	Fidelity New Millen	242.400 shares	**	7,352
	Fidelity Nordic	191.414 shares	**	6,106
	Fidelity OTC Portfolio	1,441.854 shares	**	87,362
	Fidelity Overseas	1,020.816 shares	**	32,993
	Fidelity Pacific Basin	456.573 shares	**	11,396
	Fidelity Puritan	4,007.590 shares	**	77,787
	Fidelity Real Estate Inc	4,376.340 shares	**	49,890
	Fidelity Real Estate Invs	1,881.831 shares	**	60,482
	Fidelity Sel Automotive	38.654 shares	**	1,508
	Fidelity Sel Banking	2,561.870 shares	**	49,470
	Fidelity Sel Biotech	601.166 shares	**	66,122
	Fidelity Sel Brokerage	388.937 shares	**	19,505
	Fidelity Sel Chemicals	980.298 shares	**	116,724
	Fidelity Sel Computers	386.308 shares	**	23,739
	Fidelity Sel Cons Discr	116.058 shares	**	2,964

**UNIVERSITY HOSPITALS MEDICAL GROUP
RETIREMENT PLAN**

EIN: 34-0714775
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Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2012

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Fidelity Sel Cons Staples	1,274.885 shares	\$ **	102,016
	Fidelity Sel Defense	157.650 shares	**	13,728
	Fidelity Sel Electronics	27.732 shares	**	1,266
	Fidelity Sel Energy	826.263 shares	**	41,982
	Fidelity Sel Energy Svcs	441.059 shares	**	29,419
	Fidelity Sel Env Alt Engy	82.618 shares	**	1,409
	Fidelity Sel Financial	21.564 shares	**	1,332
	Fidelity Sel Gold	4,141.034 shares	**	153,135
	Fidelity Sel Healthcare	367.041 shares	**	49,202
	Fidelity Sel Indust Equip	86.273 shares	**	3,185
	Fidelity Sel Industrials	289.838 shares	**	7,420
	Fidelity Sel Insurance	8.859 shares	**	457
	Fidelity Sel Leisure	39.051 shares	**	3,964
	Fidelity Sel Materials	928.109 shares	**	66,267
	Fidelity Sel Med Eq & Sys	164.414 shares	**	4,586
	Fidelity Sel Natural Gas	402.488 shares	**	12,417
	Fidelity Sel Natural Res	1,490.778 shares	**	48,078
	Fidelity Sel Pharmaceutcl	1,484.070 shares	**	22,320
	Fidelity Sel Software	30.360 shares	**	2,498
	Fidelity Sel Technology	467.919 shares	**	47,405
	Fidelity Sel Telecomm	11.344 shares	**	577
	Fidelity Sel Utilities	57.758 shares	**	3,272
	Fidelity Sm Cap Discovery	4,572.021 shares	**	110,049
	Fidelity Sm Cap Enh Indx	844.471 shares	**	8,293
	Fidelity Small Cap Growth	8,781.317 shares	**	138,657
	Fidelity Small Cap Stock	1,513.856 shares	**	27,386
	Fidelity Small Cap Value	6,834.702 shares	**	110,585
	Fidelity Stk Sel Sm Cap	1,222.639 shares	**	24,575
	Fidelity Stksel Lgcap Val	798.875 shares	**	9,363
	Fidelity Strat Real Ret	7,322.843 shares	**	70,592
	Fidelity Strategic Income	7,272.831 shares	**	82,692
	Fidelity Total Bond	4,523.905 shares	**	49,537
	Fidelity Trend	513.662 shares	**	37,780
	Fidelity Value	2,481.865 shares	**	189,466
	Fidelity Value Discov	1,039.523 shares	**	16,923
	Fidelity Value Strat	94.303 shares	**	2,986
	Fidelity Worldwide	915.176 shares	**	18,624
	MSIF Mid Cap Grth P	1,261.074 shares	**	42,120
	PIMCO Tot Return Adm	23,702.900 shares	**	266,421
	Sptn 500 Index Inst	8,688.385 shares	**	438,677
	Sptn US Bond Idx Adv	11,439.328 shares	**	136,014
	Templeton Dev Mkts A	2,042.694 shares	**	48,228
	Fid Sel Retailing	308.789 shares	**	19,204
	Fid Sel Consumer Fin	456.772 shares	**	6,664
	Fid Telecom & Util	47.103 shares	**	878
	Fid Sel Constr/house	177.475 shares	**	8,654
	Fid Strat Div & Inc	80.535 shares	**	992
	Fid Total INTL EQ	77.047 shares	**	565
	Fid EMEA	24.269 shares	**	223
	SPTN TOT MKT IDX ADV	5,859.002 shares	**	241,567
	SPTN EXT MKT IDX ADV	2,093.212 shares	**	83,540
	SPTN INTL Index ADV	3,948.515 shares	**	135,355
	SPTN ST TR IDX ADV	1,406.238 shares	**	14,892
	SPTN INT TR IDX ADV	1,874.738 shares	**	21,335
	SPTN LT TR IDX ADV	2,670.294 shares	**	34,714
	Total mutual funds			43,034,394

**UNIVERSITY HOSPITALS MEDICAL GROUP
RETIREMENT PLAN**

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

December 31, 2012

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
*	Fidelity Management Trust Company	Common stock: Ishares Silver Tr 46 shares	\$ **	1,351
		Total common stock		<u>1,351</u>
*	Fidelity Management Trust Company	Common/collective trusts: Fidelity Mgd Income Portfolio 168,610.700 shares	**	168,611
		Total common/collective trusts		<u>168,611</u>
		Total investments	\$	<u><u>44,002,186</u></u>

* Party-in-Interest.

** Historical cost information is not required on schedule H, line 4i – schedule of assets (held at end of year) for participant-directed investments.

Note: This schedule is based on information that has been certified as complete and accurate by Fidelity Management Trust Company, the Plan's Trustee.

See accompanying independent auditors' report.

**UNIVERSITY HOSPITALS MEDICAL GROUP
RETIREMENT PLAN**

Schedule

EIN: 34-0714775

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

December 31, 2012

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
*	Fidelity Management Trust Company	Cash and cash equivalents:		
		Fidelity Cash Reserve	292,604.02 shares	\$ ** 292,604
		Fidelity Govt Mmkt	94,677.44 shares	** 94,678
		Fidelity Money Market	181,680.440 shares	** 181,680
		Fidelity Retire Mmkt	30,159.510 shares	** 30,160
		Fidelity Sel Money Market	118,966.240 shares	** 118,966
		Fidelity US Govt Res	1,603.99 shares	** 1,604
		Fidelity US Trea MM	78,137.930 shares	** 78,138
		Total cash and cash equivalents		<u>797,830</u>
*	Fidelity Management Trust Company	Mutual funds:		
		Ariel Appreciation	118.805 shares	** 4,873
		Brokeragelink	1,571.572 shares	** 42,530
		Fidelity 130/30 Lg Cap	1,849.459 shares	** 14,555
		Fidelity Asset Mgr 30%	1,945.483 shares	** 19,494
		Fidelity Asset Mgr 50%	8,523.192 shares	** 140,207
		Fidelity Asset Mgr 60%	88.308 shares	** 891
		Fidelity Asset Mgr 85%	817.168 shares	** 11,571
		Fidelity Balanced	12,669.860 shares	** 255,678
		Fidelity Blue Chip Gr	1,308.414 shares	** 64,178
		Fidelity Blue Chip Value	1,406.928 shares	** 15,251
		Fidelity Canada	2,426.799 shares	** 129,858
		Fidelity Capital & Income	30,643.266 shares	** 291,111
		Fidelity Capital Apprec	1,638.153 shares	** 48,129
		Fidelity China Region	2,468.627 shares	** 75,688
		Fidelity Contrafund	12,591.758 shares	** 976,743
		Fidelity Convertible Sec	1,084.649 shares	** 28,103
		Fidelity Corporate Bond	5,867.533 shares	** 67,183
		Fidelity Disciplnd Eqty	268.382 shares	** 6,540
		Fidelity Diversifd Intl	4,920.760 shares	** 147,328
		Fidelity Dividend Gr	2,792.168 shares	** 83,486
		Fidelity Emerging Asia	474.661 shares	** 14,188
		Fidelity Emerging Mkts	7,079.841 shares	** 164,323
		Fidelity Eq Div Income	971.057 shares	** 18,916
		Fidelity Equity Inc	1,981.896 shares	** 93,268
		Fidelity Europe	1,070.537 shares	** 33,444
		Fidelity Europe Cap App	61.001 shares	** 1,160
		Fidelity Fidelity Fund	42.958 shares	** 1,538
		Fidelity Float Rt Hi Inc	2,135.812 shares	** 21,187
		Fidelity Focused High Inc	1,438.039 shares	** 13,503
		Fidelity Focused Stock	3,313.111 shares	** 50,194
		Fidelity Four In One Idx	1,537.885 shares	** 44,922
		Fidelity Freedom 2000	7,243.041 shares	** 89,596
		Fidelity Freedom 2005	86,578.533 shares	** 970,545
		Fidelity Freedom 2010	96,073.449 shares	** 1,356,557
		Fidelity Freedom 2015	302,906.631 shares	** 3,577,327
		Fidelity Freedom 2020	347,313.281 shares	** 4,970,053
		Fidelity Freedom 2025	547,754.377 shares	** 6,545,665
		Fidelity Freedom 2030	442,882.227 shares	** 6,302,214
		Fidelity Freedom 2035	425,927.773 shares	** 5,038,726
		Fidelity Freedom 2040	468,903.756 shares	** 3,873,145
		Fidelity Freedom 2045	100,702.362 shares	** 984,869
		Fidelity Freedom 2050	53,783.603 shares	** 518,474
		Fidelity Freedom Income	8,291.733 shares	** 97,096

**UNIVERSITY HOSPITALS MEDICAL GROUP
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Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2012

Schedule

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Fidelity Glb Comdty Stk	444.635 shares	\$ **	6,585
	Fidelity Global Balanced	1,186.179 shares	**	27,757
	Fidelity GNMA	13,008.578 shares	**	152,721
	Fidelity Govt Income	4,980.885 shares	**	52,698
	Fidelity Growth & Inc	8,181.907 shares	**	173,947
	Fidelity Growth Company	1,015.416 shares	**	94,819
	Fidelity Growth Disc	1,281.663 shares	**	19,968
	Fidelity Growth Strat	980.764 shares	**	20,312
	Fidelity High Income	13,915.146 shares	**	129,967
	Fidelity Independence	2,707.351 shares	**	70,175
	Fidelity Inflat Prot Bond	8,318.601 shares	**	111,137
	Fidelity Intermed Bond	13,569.414 shares	**	151,163
	Fidelity Intl Cap Apprec	224.267 shares	**	3,111
	Fidelity Intl Discovery	2,085.977 shares	**	68,983
	Fidelity Intl Enh Index	2,483.925 shares	**	17,884
	Fidelity Intl Growth	7,045.759 shares	**	65,173
	Fidelity Intl Real Estate	5,060.405 shares	**	48,175
	Fidelity Intl Small Cap	620.158 shares	**	12,620
	Fidelity Intl Value	302.376 shares	**	2,289
	Fidelity Intm Govt Income	863.155 shares	**	9,365
	Fidelity Invst Gr Bd	35,775.202 shares	**	286,202
	Fidelity Japan	490.379 shares	**	4,820
	Fidelity Large Cap Growth	1,663.369 shares	**	18,962
	Fidelity Large Cap Stock	874.649 shares	**	17,922
	Fidelity Latin America	2,065.979 shares	**	95,675
	Fidelity Levergd Co Stk	2,523.537 shares	**	81,308
	Fidelity Low Priced Stk	3,920.807 shares	**	154,872
	Fidelity Magellan	1,336.310 shares	**	97,911
	Fidelity Mega Cap Stock	1,874.915 shares	**	22,293
	Fidelity Mid Cap Enh Indx	441.989 shares	**	4,433
	Fidelity Mid Cap Growth	1,256.611 shares	**	16,072
	Fidelity Mid Cap Stock	1,545.492 shares	**	45,406
	Fidelity Mid Cap Value	665.190 shares	**	11,840
	Fidelity Mortgage Sec	1,354.414 shares	**	15,386
	Fidelity Nasdaq Comp Indx	515.181 shares	**	20,659
	Fidelity New Markets Inc	3,965.764 shares	**	70,591
	Fidelity New Millen	242.400 shares	**	7,352
	Fidelity Nordic	191.414 shares	**	6,106
	Fidelity OTC Portfolio	1,441.854 shares	**	87,362
	Fidelity Overseas	1,020.816 shares	**	32,993
	Fidelity Pacific Basin	456.573 shares	**	11,396
	Fidelity Puritan	4,007.590 shares	**	77,787
	Fidelity Real Estate Inc	4,376.340 shares	**	49,890
	Fidelity Real Estate Invs	1,881.831 shares	**	60,482
	Fidelity Sel Automotive	38.654 shares	**	1,508
	Fidelity Sel Banking	2,561.870 shares	**	49,470
	Fidelity Sel Biotech	601.166 shares	**	66,122
	Fidelity Sel Brokerage	388.937 shares	**	19,505
	Fidelity Sel Chemicals	980.298 shares	**	116,724
	Fidelity Sel Computers	386.308 shares	**	23,739
	Fidelity Sel Cons Discr	116.058 shares	**	2,964

**UNIVERSITY HOSPITALS MEDICAL GROUP
RETIREMENT PLAN**

EIN: 34-0714775

Plan number: 005

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

December 31, 2012

Schedule

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Fidelity Sel Cons Staples	1,274.885 shares	\$ **	102,016
	Fidelity Sel Defense	157.650 shares	**	13,728
	Fidelity Sel Electronics	27.732 shares	**	1,266
	Fidelity Sel Energy	826.263 shares	**	41,982
	Fidelity Sel Energy Svcs	441.059 shares	**	29,419
	Fidelity Sel Env Alt Engy	82.618 shares	**	1,409
	Fidelity Sel Financial	21.564 shares	**	1,332
	Fidelity Sel Gold	4,141.034 shares	**	153,135
	Fidelity Sel Healthcare	367.041 shares	**	49,202
	Fidelity Sel Indust Equip	86.273 shares	**	3,185
	Fidelity Sel Industrials	289.838 shares	**	7,420
	Fidelity Sel Insurance	8.859 shares	**	457
	Fidelity Sel Leisure	39.051 shares	**	3,964
	Fidelity Sel Materials	928.109 shares	**	66,267
	Fidelity Sel Med Eq & Sys	164.414 shares	**	4,586
	Fidelity Sel Natural Gas	402.488 shares	**	12,417
	Fidelity Sel Natural Res	1,490.778 shares	**	48,078
	Fidelity Sel Pharmaceutcl	1,484.070 shares	**	22,320
	Fidelity Sel Software	30.360 shares	**	2,498
	Fidelity Sel Technology	467.919 shares	**	47,405
	Fidelity Sel Telecomm	11.344 shares	**	577
	Fidelity Sel Utilities	57.758 shares	**	3,272
	Fidelity Sm Cap Discovery	4,572.021 shares	**	110,049
	Fidelity Sm Cap Enh Indx	844.471 shares	**	8,293
	Fidelity Small Cap Growth	8,781.317 shares	**	138,657
	Fidelity Small Cap Stock	1,513.856 shares	**	27,386
	Fidelity Small Cap Value	6,834.702 shares	**	110,585
	Fidelity Stk Sel Sm Cap	1,222.639 shares	**	24,575
	Fidelity Stksel Lgcap Val	798.875 shares	**	9,363
	Fidelity Strat Real Ret	7,322.843 shares	**	70,592
	Fidelity Strategic Income	7,272.831 shares	**	82,692
	Fidelity Total Bond	4,523.905 shares	**	49,537
	Fidelity Trend	513.662 shares	**	37,780
	Fidelity Value	2,481.865 shares	**	189,466
	Fidelity Value Discov	1,039.523 shares	**	16,923
	Fidelity Value Strat	94.303 shares	**	2,986
	Fidelity Worldwide	915.176 shares	**	18,624
	MSIF Mid Cap Grth P	1,261.074 shares	**	42,120
	PIMCO Tot Return Adm	23,702.900 shares	**	266,421
	Sptn 500 Index Inst	8,688.385 shares	**	438,677
	Sptn US Bond Idx Adv	11,439.328 shares	**	136,014
	Templeton Dev Mkts A	2,042.694 shares	**	48,228
	Fid Sel Retailing	308.789 shares	**	19,204
	Fid Sel Consumer Fin	456.772 shares	**	6,664
	Fid Telecom & Util	47.103 shares	**	878
	Fid Sel Constr/house	177.475 shares	**	8,654
	Fid Strat Div & Inc	80.535 shares	**	992
	Fid Total INTL EQ	77.047 shares	**	565
	Fid EMEA	24.269 shares	**	223
	SPTN TOT MKT IDX ADV	5,859.002 shares	**	241,567
	SPTN EXT MKT IDX ADV	2,093.212 shares	**	83,540
	SPTN INTL Index ADV	3,948.515 shares	**	135,355
	SPTN ST TR IDX ADV	1,406.238 shares	**	14,892
	SPTN INT TR IDX ADV	1,874.738 shares	**	21,335
	SPTN LT TR IDX ADV	2,670.294 shares	**	34,714
	Total mutual funds			43,034,394

**UNIVERSITY HOSPITALS MEDICAL GROUP
RETIREMENT PLAN**

EIN: 34-0714775
Plan number: 005

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

December 31, 2012

Schedule

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
*	Fidelity Management Trust Company	Common stock: Ishares Silver Tr 46 shares	\$ **	1,351
		Total common stock		<u>1,351</u>
*	Fidelity Management Trust Company	Common/collective trusts: Fidelity Mgd Income Portfolio 168,610.700 shares	**	168,611
		Total common/collective trusts		<u>168,611</u>
		Total investments	\$	<u><u>44,002,186</u></u>

* Party-in-Interest.

** Historical cost information is not required on schedule H, line 4i – schedule of assets (held at end of year) for participant-directed investments.

Note: This schedule is based on information that has been certified as complete and accurate by Fidelity Management Trust Company, the Plan's Trustee.

See accompanying independent auditors' report.