#### 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

						inspection	
Part I	Annual Report Identifi						
For caler	ndar plan year 2012 or fiscal plan	in i	П		31/2012		
A This return/report is for:				e-employer plan; or			
		x a single-employer plan;	a DFE (s	pecify)			
			_				
<b>B</b> This r	eturn/report is:	the first return/report;	the final	eturn/report;			
		an amended return/report;	a short p	lan year return/report (les	s than 12 m	onths).	
C If the	plan is a collectively-bargained p	lan, check here				<b>,</b> [	
<b>D</b> Chec	k box if filing under:	Form 5558;	automati	c extension;	☐ th	e DFVC program;	
- 000	K DOX II IIIIII G GIIGOI.	special extension (enter desc	Ш	,	ш	1 0 /	
Part I	I Racio Plan Informat	ion—enter all requested informa	. ,				
	e of plan	ion—enter all requested informa	llion		1h	Three-digit plan	
	W HEALTH SERVICES 403B PL	AN			10	number (PN) ▶	015
					1c	Effective date of pl	an
						10/01/2006	
2a Plan	sponsor's name and address; in	clude room or suite number (emp	loyer, if for a single-	employer plan)	2b	Employer Identifica	ation
EAID)//E	WHEN THEEDVICES					Number (EIN) 41-0991680	
FAIRVIE	W HEALTH SERVICES				2c	Sponsor's telephor	ne
						number	.0
2450 PI\	/ERSIDE AVENUE	2450 PIVE	RSIDE AVENUE			612-672-7282	2
	POLIS, MN 55454		OLIS, MN 55454		2d	Business code (se	е
						instructions) 622000	
						022000	
		plete filing of this return/repor					
		Ities set forth in the instructions, I ne electronic version of this return					
SIGN	Filed with authorized/valid electr	onic signature.	10/08/2013	DANIEL FROMM			
HERE	Signature of plan administrat	or	Date	Enter name of individu	al signing as	plan administrator	
	<u>.</u>						
SIGN							
HERE	Signature of employer/plan si	oonsor	Date	Enter name of individu	al signing as	employer or plan sp	onsor
	g						
SIGN							
HERE	Signature of DFE		Date	Enter name of individu	ol oigning oo	DEE	
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)	•	

Form 5500 (2012) Page **2** 

3a	Plan administrator's name and address X Same as Plan Sponsor Name	Same as Plan Spons	or Address	<b>3b</b> Administrate	r's EIN	
				3c Administrato number	r's telephone	
4	If the name and/or EIN of the plan sponsor has changed since the last return EIN and the plan number from the last return/report:	n/report filed for this pl	an, enter the name,	<b>4b</b> EIN		
а	Sponsor's name		-	4c PN		
5	Total number of participants at the beginning of the plan year			5	16072	
6	Number of participants as of the end of the plan year (welfare plans comple	te only lines 6a, 6b, 6c	c, and <b>6d</b> ).			
а	Active participants			6a	13254	
b	Retired or separated participants receiving benefits			6b	3863	
С	Other retired or separated participants entitled to future benefits			6c	10	
d	Subtotal. Add lines 6a, 6b, and 6c			6d	17127	
е	Deceased participants whose beneficiaries are receiving or are entitled to re	eceive benefits		6e		
f	Total. Add lines <b>6d</b> and <b>6e</b>			6f	17127	
g	g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)					
h	Number of participants that terminated employment during the plan year wit less than 100% vested			6h		
7	Enter the total number of employers obligated to contribute to the plan (only	multiemployer plans of	complete this item)	7		
8a	8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:  2M					
b	If the plan provides welfare benefits, enter the applicable welfare feature co	des from the List of Pla	an Characteristics Codes	in the instruction	s:	
9a	Plan funding arrangement (check all that apply)  (1)	(1) (2) (3)	rangement (check all that Insurance Code section 412(e)(3) ir Trust General assets of the spo	nsurance contrac	is	
10	Check all applicable boxes in 10a and 10b to indicate which schedules are	attached, and, where in	ndicated, enter the numb	er attached. (Se	e instructions)	
а	Pension Schedules (1) R (Retirement Plan Information)	b General Sche	dules H (Financial Inform	ation)		
	(2) MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) (3) (4) X	I (Financial Informa A (Insurance Inform C (Service Provide	nation) r Information)		
	(3) SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(5) (6)	D (DFE/Participatin G (Financial Transa	_		

# 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 FAIRVIEW HEALTH SERVICES 403B PLAN	B Three-digit plan number (PN)
C Plan sponsor's name as shown on line 2a of Form 5500	D Employer Identification Number (EIN)
FAIRVIEW HEALTH SERVICES	41-0991680
Part I   Service Provider Information (see instructions)	
You must complete this Part, in accordance with the instructions, to report the information recorder or more in total compensation (i.e., money or anything else of monetary value) in connection plan during the plan year. If a person received <b>only</b> eligible indirect compensation for which answer line 1 but are not required to include that person when completing the remainder of the	n with services rendered to the plan or the person's position with h the plan received the required disclosures, you are required to
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 indirect compensation for which the plan required the required displayures (see instructions for	his Part because they received only eligible
indirect compensation for which the plan received the required disclosures (see instructions for	for definitions and conditions)
<b>b</b> If you answered line 1a "Yes," enter the name and EIN or address of each person providing received only eligible indirect compensation. Complete as many entries as needed (see instr	
(b) Enter name and EIN or address of person who provided you disc	sclosures on eligible indirect compensation
(b) Enter name and EIN or address of person who provided you disc	isclosure on eligible indirect compensation
(b) Enter name and EIN or address of person who provided you disc	sclosures on eligible indirect compensation
(b) Enter name and EIN or address of person who provided you disc	sclosures on eligible indirect compensation

Schedule C (Form 5500) 2012	Pa	age <b>2-</b> 1	
(b) Enter name and FIN or a	address of person who provided vo	ou disclosures on eligible indirect co	mpensation
(1) -110			
(b) Enter name and EIN or a	address of person who provided yo	ou disclosures on eligible indirect co	mpensation
	<u></u>	<del>-</del>	<u>·</u>
(b) Enter name and EIN or a	ddress of person who provided yo	ou disclosures on eligible indirect co	mpensation
(b) Enter name and EIN or a	ddress of person who provided yo	u disclosures on eligible indirect cor	mpensation
(h) =			
(D) Enter name and EIN or a	ddress of person who provided yo	ou disclosures on eligible indirect co	mpensation
(b) Enter name and EIN or a	ddress of person who provided vo	ou disclosures on eligible indirect co	mpensation
(1) -110			
(b) Enter name and EIN or a	ddress of person who provided yo	ou disclosures on eligible indirect co	mpensation
(b) Enter name and EIN or a	ddress of person who provided yo	ou disclosures on eligible indirect co	mpensation

2 Inform	nation on Other S	Service Provider	s Receiving Direct o	r Indirect Compensation	n Except for those persons	for whom you
answered	d "Yes" to line 1a above	e, complete as many	entries as needed to list ea	ch person receiving, directly or ne plan or their position with the	indirectly, \$5,000 or more in t	otal compensation
			a) Enter name and EIN or	,		
FIDELITY I	INVESTMENTS INSTI	TUTIONAL		NSHIRE STREET KW1C , MA 02109		
04-264778	6					
(b) Service Code(s)	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?	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?
21	NONE	84585	Yes No No	Yes 🛛 No 🗌	0	Yes No
	•	(	(a) Enter name and EIN or	address (see instructions)		
ERNST & Y	YOUNG					
34-656559	6					
(b) Service Code(s)	Relationship to employer, employee organization, or person known to be a party-in-interest	Enter direct compensation paid by the plan. If none, enter -0	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?	Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	0	Yes No	Yes X No	0	Yes No
	•	(	a) Enter name and EIN or	address (see instructions)		
(b) Service Code(s)	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 No	Yes No		Yes No

Page	3	-	2
-age	J	-	12

answered	I "Yes" to line 1a above	e, complete as many	entries as needed to list ea	r Indirect Compensation ich person receiving, directly or ne plan or their position with the	indirectly, \$5,000 or more in t	total compensation
			(a) Enter name and EIN or	address (see instructions)		
			,			
(b) Service Code(s)	Relationship to employer, employer 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?	Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0	
			Yes No	Yes No		Yes No
			(a) Enter name and EIN or	address (see instructions)		
(b) Service Code(s)	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?	Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0	
			Yes No	Yes No		Yes No
<u> </u>		(	(a) Enter name and EIN or	address (see instructions)		
(b) Service Code(s)	Relationship to employer, employer 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?	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

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compens	ation, by a service provider, and th	ne service provider is a fiduciary
or provides contract administrator, consulting, custodial, investment advisory, investment mar questions for (a) each source from whom the service provider received \$1,000 or more in indi provider gave you a formula used to determine the indirect compensation instead of an amou many entries as needed to report the required information for each source.	nagement, broker, or recordkeepin irect compensation and (b) each so	g services, answer the following ource for whom the service
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
	(coo mondono)	compensation
(d) Enter name and EIN (address) of source of indirect compensation	formula used to determine	compensation, including any ethe service provider's eligibility 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	formula used to determine	compensation, including any ethe service provider's eligibility 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	formula used to determine	compensation, including any the service provider's eligibility the indirect compensation.

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P	Part II Service Providers Who Fail or Refuse to Provide Information					
4	this Schedule.	ch service provide	er who failed or refused to provide the information necessary to complete			
	(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(C) Describe the information that the service provider failed or refused to provide			
	(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(C) Describe the information that the service provider failed or refused to provide			
_						
	(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide			
	(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(C) Describe the information that the service provider failed or refused to provide			
	(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(C) Describe the information that the service provider failed or refused to provide			
	(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide			

Page (	<b>6</b> -
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Pa	rt III	Termination Information on Accountants and Enrolled Actuaries (see ins	structions)
a	Name:	(complete as many entries as needed)	<b>b</b> EIN:
C	Positio		B EIIV.
d	Addres		<b>e</b> Telephone:
•	/ lauro		С госраново.
Ex	olanatio	):	
_	Nicon		h rivi
<u>a</u>	Name:		b EIN:
d d	Position Address		<b>e</b> Telephone:
u	Addie	is.	С тегерпопе.
Ex	olanatio	n:	
a	Name:		<b>b</b> EIN:
C	Positio		
d	Addres	SS:	e Telephone:
Exi	olanatio	);	
а	Name:		<b>b</b> EIN:
С	Positio	n:	
d	Addres	ss:	<b>e</b> Telephone:
Evi	olanatio	<u> </u>	
ᅜᄭ	piariatio	l.	
а	Name:		b EIN:
C	Positio		
d	Addres		e Telephone:
Ex	olanatio	1:	

## **SCHEDULE H** (Form 5500)

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

### **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

Pension Benefit Guaranty Corporation						Inspec	tion
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012		and (	endin	12/31/20	)12		
A Name of plan			В	Three-digit			
FAIRVIEW HEALTH SERVICES 403B PLAN				plan numbe	r (PN)	<b>)</b>	015
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500			D	Employer Ide	entificat	ion Number	(EIN)
FAIRVIEW HEALTH SERVICES				41-0991680			
				41-0991000			
Part I Asset and Liability Statement							
1 Current value of plan assets and liabilities at the beginning and end of the planthe value of the plan's interest in a commingled fund containing the assets of lines 1c(9) through 1c(14). Do not enter the value of that portion of an insural benefit at a future date. Round off amounts to the nearest dollar. MTIAs, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. Standard of the planthe interest of the plant	f more than one nce contract wh CCTs, PSAs, a	plan on a ich guarar nd 103-12	line-b ntees,	y-line basis ι during this p	ınless t lan yea	he value is r, to pay a s	reportable on specific dollar
Assets		<b>(a)</b> B	eginn	ing of Year		<b>(b)</b> Er	nd of Year
a Total noninterest-bearing cash	1a						
<b>b</b> Receivables (less allowance for doubtful accounts):							
(1) Employer contributions	1b(1)			431459	981		45314605
(2) Participant contributions	1b(2)						
(3) Other	1b(3)						
C General investments:							
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)						
(2) U.S. Government securities	1c(2)						
(3) Corporate debt instruments (other than employer securities):							
(A) Preferred	1c(3)(A)						
(B) All other	1c(3)(B)						
(4) Corporate stocks (other than employer securities):							
(A) Preferred	1c(4)(A)						
(B) Common	1c(4)(B)						
(5) Partnership/joint venture interests	1c(5)						
(6) Real estate (other than employer real property)	1c(6)						
(7) Loans (other than to participants)	1c(7)						
(8) Participant loans	1c(8)			43830	)54		6392631
(9) Value of interest in common/collective trusts	1c(9)						
(10) Value of interest in pooled separate accounts	1c(10)						
(11) Value of interest in master trust investment accounts	1c(11)						
(12) Value of interest in 103-12 investment entities	1c(12)						
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)			3283565	533		459314950

1c(14)

1c(15)

(14) Value of funds held in insurance company general account (unallocated

contracts).....

1d	Employer-related investments:		(a) Beginning of Year	(b) End of Year
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
е	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	375885568	511022186
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k		
	Net Assets			
I	Net assets (subtract line 1k from line 1f)	11	375885568	511022186

## 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
а	Contributions:			
	(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	45349076	
	(B) Participants	2a(1)(B)	58821344	
	(C) Others (including rollovers)	2a(1)(C)	6843110	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2)	2a(3)		111013530
b	Earnings on investments:			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	220393	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		220393
	(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)	14305425	
	(D) Total dividends. Add lines 2b(2)(A), (B), and (C)	2b(2)(D)		14305425
	(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)	34169275	
	(C) Total unrealized appreciation of assets.  Add lines 2b(5)(A) and (B)	2b(5)(C)		34169275

		F						
				(a)	Amount		(b)	Total
	(6) Net investment gain (loss) from common/collective trusts	2b(6)						
	(7) Net investment gain (loss) from pooled separate accounts	2b(7)						
	(8) Net investment gain (loss) from master trust investment accounts	2b(8)						
	(9) Net investment gain (loss) from 103-12 investment entities	2b(9)						
	(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)						
C	Other income							
	Total income. Add all <b>income</b> amounts in column (b) and enter total							159708623
u	Expenses	<u>Zu</u>						
_	Benefit payment and payments to provide benefits:							
C		2e(1)			244	184982		
	(1) Directly to participants or beneficiaries, including direct rollovers	2 (2)			2-1-	104302		
	(2) To insurance carriers for the provision of benefits	0 (0)						
	(3) Other	0-(4)						24494092
	(4) Total benefit payments. Add lines 2e(1) through (3)							24484982
t	,	—						
g		O.b.						
n	Interest expense	0:/4\						
I	Administrative expenses: (1) Professional fees							
	(2) Contract administrator fees							
	(3) Investment advisory and management fees							
	(4) Other					87023		
	(5) Total administrative expenses. Add lines 2i(1) through (4)							87023
j	Total expenses. Add all <b>expense</b> amounts in column (b) and enter total	2j						24572005
	Net Income and Reconciliation						1	
k	Net income (loss). Subtract line 2j from line 2d	2k						135136618
I	Transfers of assets:							
	(1) To this plan	21(1)						
	(2) From this plan	21(2)						
D	art III Accountant's Opinion							
_	Complete lines 3a through 3c if the opinion of an independent qualified public	accountant is	attache	ad to th	is Form 5	5500 Com	nlete line 3d if a	an oninion is not
	attached.	accountant is a	attacric	50 to til	13 1 01111 0	300. Com	ipiete iirie 3u ii d	an opinion is not
а	The attached opinion of an independent qualified public accountant for this pl	an is (see instru	uctions	s):				
	(1) Unqualified (2) Qualified (3) Disclaimer (4)	Adverse						
b	Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.10	03-8 and/or 103	3-12(d)	?			Yes	X No
С	Enter the name and EIN of the accountant (or accounting firm) below:							
	(1) Name: ERNST & YOUNG LLP		(2)	EIN: 34	4 <b>-65655</b> 9	6		
d	The opinion of an independent qualified public accountant is <b>not attached</b> by							
	(1) This form is filed for a CCT, PSA, or MTIA. (2) It will be atta	ached to the ne	xt Forn	n 5500	pursuant	to 29 CFI	R 2520.104-50.	
Pa	art IV Compliance Questions							
4	CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not comple		ines 4a	ı, 4e, 4	f, 4g, 4h,	4k, 4m, 4i	n, or 5.	
During the plan year: Yes No Amount					nount			
а	Was there a failure to transmit to the plan any participant contributions with	nin the time						
	period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures							
b	until fully corrected. (See instructions and DOL's Voluntary Fiduciary Corre		,	4a				
IJ	Were any loans by the plan or fixed income obligations due the plan in defactore of the plan year or classified during the year as uncollectible? Disreg.		loans					
	secured by participant's account balance. (Attach Schedule G (Form 5500) checked.)			4b		X		
				~		1	l .	

			Yes	No	Amo	unt
С	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X		
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is			X		
	checked.)	4d		^		
е	Was this plan covered by a fidelity bond?	4e	X			5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X		
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X		
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X		
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X			
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X		
I	Has the plan failed to provide any benefit when due under the plan?	41		X		
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X		
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	4n		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	s X No	Amou	ınt:	
5b	If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s) transferred. (See instructions.)	), ident	ify the pla	in(s) to w	hich assets or liabi	lities were
	5b(1) Name of plan(s)					
				<b>5b(2)</b> EII	N(s)	<b>5b(3)</b> PN(s)
)	V Tweet Information (antique)	<u> </u>				<u> </u>
art				Ch.		
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## Report of Independent Auditors

The Board of Directors and Participants Fairview Health Services 403(b) Plan

We were engaged to audit the accompanying financial statements of the Fairview Health Services 403(b) Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, 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 conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

## Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States. Because of the matters described in the Basis for Disclaimer of Opinion paragraphs, 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 certified investment information described in Note 3, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the entity that certified the investment information meets the requirements of 29 CFR 2520.103-8. The plan administrator has obtained certifications as of December 31, 2012 and 2011, and for the year ended December 31, 2012, stating that the investment information provided to the plan administrator is complete and accurate.

Additionally, the Fairview Health Services 403(b) Plan has not maintained sufficient accounting records and supporting documents relating to custodial accounts issued to current and former employees prior to January 1, 2009. Accordingly, we were unable to apply auditing procedures sufficient to determine the extent to which the accompanying financial statements may have been affected by these conditions.

## Disclaimer of Opinion on Financial Statements

Because of the significance of the matters described in the Basis for Disclaimer of Opinion paragraphs, 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.

## Disclaimer of Opinion on Supplemental Schedule

The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2012, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matters described in the Basis for Disclaimer of Opinion paragraphs, we do not express an opinion on the supplemental schedule referred to above.

Ernst + Young LLP

September 26, 2013

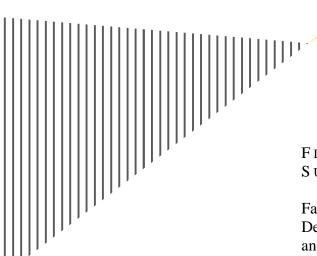
## EIN: 41- 0991680 Plan #015

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

# December 31, 2012

Number of Shares	Description		Current Value
12 004 260	Registered investment companies	\$	13,804,260
13,804,260	Fidelity Cash Reserves Fund*	Ф	31,705,64
409,052	Fidelity Contrafund*		
448,309	Fidelity Low-Priced Stock Fund*		17,694,76
957,865	Fidelity Government Income Fund*		10,134,21
1,777,319	Spartan U.S. Bond Index Fund*		21,132,32
1,061,632	Fidelity Balanced Fund*		21,413,11
953,547	Fidelity Diversified International Fund*		28,501,51
523,682	Fidelity Mid-Cap Stock Fund*		15,370,06
114,433	Fidelity Freedom 2000*		1,352,59
99,321	Fidelity Freedom 2005*		1,254,42
602,933	Fidelity Freedom 2010*		7,765,78
1,981,434	Fidelity Freedom 2015*		25,679,39
2,927,106	Fidelity Freedom 2020*		39,193,94
2,773,508	Fidelity Freedom 2025*		37,664,23
2,413,988	Fidelity Freedom 2030*		33,1 <mark>1</mark> 9,90
1,902,905	Fidelity Freedom 2035*		26,393,28
2,062,487	Fidelity Freedom 2040*		28,689,19
1,607,421	Fidelity Freedom 2045*		22,648,56
904,471	Fidelity Freedom 2050*		12,771,12
28,331	Fidelity Freedom 2055*		281,89
228,915	Fidelity Freedom Income*		2,673,73
131,619	Spartan Extended Market Index*		5,252,89
178,876	Spartan 500 Index*		9,031,42
176,826	T. Rowe Price Blue Chip Growth		8,068,57
354,522	Vanguard Windsor II Investment		18,481,24
85,517	Vanguard FTSE All-World ex-US Index Fund		2,412,42
1,460,453	Royce Pennsylvania Mutual Fund Investment Class		16,824,41
1,100,100			459,314,95
	Loans to participants		
	Loans to participants at annual interest rates ranging from 4.25%		
	to 9.25% due in monthly or biweekly installments*	200	6,392,63
	And the second s	\$	465,707,58

<sup>\*</sup>Party in interest



FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

Fairview Health Services 403(b) Plan December 31, 2012 and 2011, and Year Ended December 31, 2012 With Report of Independent Auditors

Ernst & Young LLP



# Financial Statements and Supplemental Schedule

December 31, 2012 and 2011, and Year Ended December 31, 2012

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## Report of Independent Auditors

The Board of Directors and Participants Fairview Health Services 403(b) Plan

We were engaged to audit the accompanying financial statements of the Fairview Health Services 403(b) Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, 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 conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States. Because of the matters described in the Basis for Disclaimer of Opinion paragraphs, 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 certified investment information described in Note 3, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the entity that certified the investment information meets the requirements of 29 CFR 2520.103-8. The plan administrator has obtained certifications as of December 31, 2012 and 2011, and for the year ended December 31, 2012, stating that the investment information provided to the plan administrator is complete and accurate.

Additionally, the Fairview Health Services 403(b) Plan has not maintained sufficient accounting records and supporting documents relating to custodial accounts issued to current and former employees prior to January 1, 2009. Accordingly, we were unable to apply auditing procedures sufficient to determine the extent to which the accompanying financial statements may have been affected by these conditions.

## **Disclaimer of Opinion on Financial Statements**

Because of the significance of the matters described in the Basis for Disclaimer of Opinion paragraphs, 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.

### Disclaimer of Opinion on Supplemental Schedule

The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2012, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matters described in the Basis for Disclaimer of Opinion paragraphs, we do not express an opinion on the supplemental schedule referred to above.

Ernst & Young LLP

September 26, 2013

# Statements of Net Assets Available for Benefits

	December 31		
	2012	2011	
Assets			
Investments, at fair value	\$ 459,314,950	\$ 328,356,533	
Receivables:			
Employer contributions	45,314,605	43,145,981	
Notes receivable from participants	6,392,631	4,383,054	
Total receivables	51,707,236	47,529,035	
Net assets available for benefits	\$ 511,022,186	\$ 375,885,568	

See accompanying notes.

# Statement of Changes in Net Assets Available for Benefits

# Year Ended December 31, 2012

Additions	
Interest and dividends	\$ 14,305,425
Interest income on notes receivable from participants	220,393
	,
Contributions:	
Employer	45,349,076
Participants	58,821,344
Rollovers	6,843,110
Total contributions	111,013,530
Total additions	125,539,348
Deductions	
Benefit payments	24,484,982
Administrative expenses	87,023
Total deductions	24,572,005
Net appreciation in fair value of investments in registered	
investment companies	34,169,275
Net increase	135,136,618
Net assets available for benefits – beginning of year	375,885,568
Net assets available for benefits – end of year	\$ 511,022,186

See accompanying notes.

1304-1065505 4

#### Notes to Financial Statements

December 31, 2012

### 1. Description of Plan

The following description of the Fairview Health Services 403(b) Plan (the Plan) provides general information about the Plan's provisions. Fairview Health Services (Fairview) is the plan sponsor. For a more complete description of the Plan's provisions, participants should refer to the plan document and summary plan description, copies of which may be obtained from the plan sponsor or trustee.

#### General

The Plan, which became effective on October 1, 2006, is a defined contribution plan established to provide retirement, death, and disability benefits to eligible employees of Fairview and certain tax-exempt subsidiaries of Fairview, as defined. Eligible participants are automatically enrolled in the Plan unless they affirmatively decline to participate. Participants become eligible for the employer contributions once they have attained 21 years of age and have completed one year of eligible service.

Effective January 1, 2012, certain groups of employees covered under collective bargaining agreements will not be automatically enrolled in the Plan and are not eligible for the employer contributions.

Fidelity Management Trust Company (Fidelity) is the trustee of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

#### **Contributions**

Each year, participants may contribute up to 85% of pretax annual compensation, as defined in the Plan, up to the dollar limit imposed under Internal Revenue Code (the Code) Section 402(g) for a respective calendar year. Participants may also contribute amounts representing distributions from other qualified plans. If automatically enrolled, a participant's deferral is set at 3% of eligible compensation until changed by the participant. Participants who have attained age 50 before the end of the year are eligible to make catch-up contributions.

Fairview may make discretionary contributions from year to year during the continuance of the Plan in such amounts as the employer shall determine from time to time for employees still employed by the plan sponsor on the last day of the plan year. In 2012, Fairview contributed a discretionary amount equal to 4% of the participant's eligible compensation to the Plan. In addition, Fairview contributes 50% of the first 6% of compensation that a participant contributes to the Plan.

## Notes to Financial Statements (continued)

### 1. Description of Plan (continued)

These amounts are not taxable income to the participant under current provisions of the Code until they are withdrawn from the Plan. All contributions are subject to certain limitations of the Code.

Participants direct their elective contributions into various investment options offered by the Plan and can change their investment options on a daily basis. If a participant is automatically enrolled, contributions are invested in the applicable lifecycle fund based on the participant's age until the participant changes the election. Fairview's contributions are allocated in the same manner as that of the participant's elective contributions, unless changed by the participant.

#### **Participant Accounts**

Each participant's account is credited with the participant's contributions and the employer's matching contributions and allocations of discretionary contributions and plan earnings. Plan earnings are allocated based on the participants' share of net earnings or losses of their respective elected investment options. Separate accounts, including earnings thereon, are maintained for rollover contributions. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

#### **Participant Loans**

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms range from 1 to 5 years or up to 15 years for the purchase of a primary residence. The \$50,000 limit is reduced by the excess of the participant's highest outstanding loan balance during the preceding 12-month period over the outstanding balance of all loans from the Plan (and any other plans of the employer and all affiliates) to such participant on the day the new loan is made. The loans bear interest at a rate commensurate with local prevailing rates at the date of issuance, plus 1%. Loans are secured by the balance in participants' accounts. Principal and interest are paid monthly through deductions from the employees' checking or savings account. If participants terminate employment with Fairview, they may continue to make loan payments through monthly deductions from a checking or savings account. If the loan is not repaid, it will automatically be treated as a distribution to the participant after three months.

## Notes to Financial Statements (continued)

### 1. Description of Plan (continued)

#### Vesting

Participants are immediately vested in any rollover contributions and any employee contributions plus actual earnings thereon. Upon termination of employment for reasons other than death, retirement, or disability, a participant is entitled to receive only that portion of amounts credited from employer contributions and the earnings thereon that are defined under the vesting provisions of the Plan. The Plan's vesting schedule is as follows:

Years of Credited Service	Nonforfeitable Percentage
1	10%
2	20
3	40
4	60
5	80
6	100

Employees who reach age 65, die, or are disabled while employed by Fairview become 100% vested in employer match and discretionary contributions.

#### **Forfeited Accounts**

Upon termination of employment, participants forfeit their nonvested balances. The forfeited amounts are maintained by the Plan in a segregated account, which is invested in the Fidelity Balanced Fund. If a participant is rehired within a five-year period and the participant has not taken a distribution, the forfeited contributions are reinstated. If the participant has taken a distribution, the participants' nonvested account balance is not restored until the participant repays the amount of the distribution to the custodian. Forfeited balances of terminated participant's nonvested accounts are primarily used to make restorations for rehired participants or to reduce employer contributions. The amount necessary to make the restoration comes first from the participants' forfeitures. If those forfeitures are not adequate for this purpose, Fairview makes a contribution to restore the amount.

Unallocated forfeiture balances, including accumulated income, totaled \$742,504 and \$77,240 as of December 31, 2012 and 2011, respectively. Forfeitures used to reduce employer contributions for 2012 and 2011 were \$690,659 and \$632,303, respectively.

## Notes to Financial Statements (continued)

#### 1. Description of Plan (continued)

#### **Payment of Benefits**

Upon separation from service with Fairview due to death, disability, retirement, or termination, a participant whose vested balance exceeds \$1,000 may elect to receive either a lump-sum or installment payments on a monthly or annual basis over a period of two or five years. A participant whose vested account balance is \$1,000 or less and has not commenced receiving installment payments will automatically receive an immediate lump-sum distribution equal to their vested account balance. If a vested participant dies before the distribution has been completed, the beneficiary is entitled to a total distribution of the value of the accounts.

In-service withdrawals are available in certain limited circumstances, as defined by the Plan. Hardship withdrawals are allowed for participants incurring an immediate and heavy financial need, as defined by the Plan. Hardship withdrawals are strictly regulated by the Internal Revenue Service (IRS), and a participant must exhaust all available loan options and available distributions prior to requesting a hardship withdrawal. Upon the participant's receipt of a hardship distribution, the participant's salary reduction agreement is suspended for a minimum period of six months.

#### **Administrative Expenses**

The Plan's administrative expenses are paid by either the Plan or Fairview, as provided by the Plan's provisions. Administrative expenses paid by the Plan include recordkeeping and custodian fees. Expenses relating to purchases, sales, or transfers of the Plan's investments are charged to the particular investment fund to which the expenses relate. All other administrative expenses of the Plan are paid by Fairview.

#### **Plan Termination**

Although it has not expressed any intent to do so, Fairview 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 the Plan terminates, participants will become 100% vested in their accounts, and assets of the Plan will be distributed to participants based on amounts previously credited to their respective accounts.

## Notes to Financial Statements (continued)

### 2. Significant Accounting Policies

#### **Basis of Accounting**

The accompanying financial statements have been prepared on the accrual basis of accounting.

#### **Payment of Benefits**

Benefits are recorded when paid.

## **Notes Receivable From Participants**

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012 or 2011. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

#### **Use of Estimates**

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates that affect the amounts reported in the financial statements, accompanying notes, and supplemental schedule. Actual results could differ from those estimates.

#### **Investment Valuation and Income Recognition**

Investments held by the Plan are stated at fair value. Fair value is defined as 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 further discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year. In accordance with the policy of stating investments at fair value, the net change in appreciation for the year is reflected in the statement of changes in net assets available for benefits.

## Notes to Financial Statements (continued)

#### 2. Significant Accounting Policies (continued)

#### **Adoption of New Accounting Pronouncement**

Effective for the year ended December 31, 2012, the Plan adopted new accounting guidance that amends disclosure requirements relating to fair value measurements. The guidance expands disclosure for fair value measurements, addresses nonfinancial assets' highest and best use and permits fair value adjustments for assets and liabilities with offsetting risks. The adoption of this guidance did not have a material impact on the financial statements.

#### 3. Investments

Plan investments are held in trust accounts administered by Fidelity for investment in mutual funds. Individual investments that represent 5% or more of the Plan's net assets available for benefits are as follows:

	2012	2011
Fidelity Contrafund Fidelity Diversified International Fund	\$ 31,705,645 28,501,511	\$ 24,181,101 20,631,597
Fidelity Freedom 2015 Fidelity Freedom 2020	25,679,390 39,193,948	20,008,203 27,783,722
Fidelity Freedom 2025 Fidelity Freedom 2030	37,664,235 33,119,909	26,354,158 22,687,294
Fidelity Freedom 2035 Fidelity Freedom 2040	26,393,286 28,689,194	* 19,133,798

<sup>\*</sup>Investment did not represent 5% or more of the Plan's net assets available for benefits.

All investment information disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivables from participants at December 31, 2012 and 2011, and net appreciation in fair value of investments, interest, dividends, and interest income on notes receivable from participants for the year ended December 31, 2012, was obtained or derived from information provided to the plan administrator and certified as complete and accurate by Fidelity, the trustee of the Plan.

## Notes to Financial Statements (continued)

#### 4. Fair Value Measurements

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. The Fair Value Measurements and Disclosures Section of the Financial Accounting Standards Board's Accounting Standards Codification establishes a framework for measuring fair value. The framework consists of a three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

- Fair value for Level 1 is based upon unadjusted quoted prices in active markets accessible to the Plan at the measurement date for identical assets and liabilities.
- Fair value for Level 2 is based upon inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. These inputs may include quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, observable inputs other than quoted prices that are used in the valuation of the assets or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals) and inputs derived principally from or corroborated by observable market data by correlation or other means.
- Fair value for Level 3 is based on unobservable market data. There were no financial instruments recorded at fair value classified as Level 3 for the years ended December 31, 2012 or 2011.

Following is a description of the valuation techniques and inputs used for major categories of assets measured at fair value by the Plan.

#### Mutual Funds

These investments are public investment vehicles valued using the net asset value (NAV) as of the Plan's year-end. The NAV is a quoted price in an active market and classified within Level 1 of the valuation hierarchy.

## Notes to Financial Statements (continued)

#### 4. Fair Value Measurements (continued)

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 estimate of fair value at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets carried at fair value as of December 31, 2012:

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Short-term investment fund	\$ 13,804,260	\$ _	\$ -	\$ 13,804,260
U.S. equities	122,429,032	_	_	122,429,032
International equities	30,913,932	_	_	30,913,932
Fixed income	31,266,543	_	_	31,266,543
Lifecycle funds	239,488,071	_	_	239,488,071
Moderate allocation	21,413,112	_	_	21,413,112
Total assets at fair value	\$ 459,314,950	\$ 	\$ -	\$ 459,314,950

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

	 Level 1	Level 2	Level 3	Total
Mutual funds:				
Short-term investment fund	\$ 10,758,307	\$ _	\$ _	\$ 10,758,307
U.S. equities	90,379,946	_	_	90,379,946
International equities	21,905,038	_	_	21,905,038
Fixed income	23,393,781	_	_	23,393,781
Lifecycle funds	165,582,969	_	_	165,582,969
Moderate allocation	16,336,492	_	_	16,336,492
Total assets at fair value	\$ 328,356,533	\$ _	\$ _	\$ 328,356,533

#### **5. Risks and Uncertainties**

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

## Notes to Financial Statements (continued)

#### **6. Related-Party Transactions**

The Plan holds shares of mutual funds managed by Fidelity. These transactions qualify as party-in-interest transactions; however, they are exempt from the prohibited transactions rules under ERISA.

#### 7. Income Tax Status

The Plan has been designed to qualify under Section 403(b) of the Code, and therefore, it is not currently eligible to receive a determination letter from the IRS. The Plan is required to operate in conformity with the Code to maintain its qualification under Section 403(b). The plan administrator believes that the Plan is operating in accordance with the applicable requirements of Section 403(b) of the Code and therefore believes the Plan is qualified and the related accounts are tax-exempt.

Accounting principles generally accepted in the United States require plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. 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.

#### 8. Subsequent Events

Management evaluated subsequent events for the Plan through September 26, 2013, the date the financial statements were available to be issued. During this period, there were no subsequent events that required recognition or disclosure in the financial statements.

Supplemental Schedule

# EIN: 41- 0991680 Plan #015

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

# December 31, 2012

Number of Shares	Description		Current Value
	Desistant disposition and comments		
13,804,260	Registered investment companies Fidelity Cash Reserves Fund*	\$	13,804,260
409,052	Fidelity Contrafund*	Ф	31,705,645
448,309	Fidelity Low-Priced Stock Fund*		17,694,764
957,865	Fidelity Government Income Fund*		10,134,217
1,777,319	Spartan U.S. Bond Index Fund*		21,132,326
	Fidelity Balanced Fund*		21,132,326 21,413,112
1,061,632 953,547	Fidelity Diversified International Fund*		28,501,511
523,682	Fidelity Mid-Cap Stock Fund*		
	Fidelity Freedom 2000*		15,370,061
114,433 99,321			1,352,595
	Fidelity Freedom 2005*		1,254,424
602,933	Fidelity Freedom 2010*		7,765,780
1,981,434	Fidelity Freedom 2015*		25,679,390
2,927,106	Fidelity Freedom 2020*		39,193,948
2,773,508	Fidelity Freedom 2025*		37,664,235
2,413,988	Fidelity Freedom 2030*		33,119,909
1,902,905	Fidelity Freedom 2035*		26,393,286
2,062,487	Fidelity Freedom 2040*		28,689,194
1,607,421	Fidelity Freedom 2045*		22,648,560
904,471	Fidelity Freedom 2050*		12,771,124
28,331	Fidelity Freedom 2055*		281,896
228,915	Fidelity Freedom Income*		2,673,730
131,619	Spartan Extended Market Index*		5,252,894
178,876	Spartan 500 Index*		9,031,427
176,826	T. Rowe Price Blue Chip Growth		8,068,578
354,522	Vanguard Windsor II Investment		18,481,246
85,517	Vanguard FTSE All-World ex-US Index Fund		2,412,421
1,460,453	Royce Pennsylvania Mutual Fund Investment Class		16,824,417
			459,314,950
	Loans to participants		
	Loans to participants at annual interest rates ranging from 4.25%		
	to 9.25% due in monthly or biweekly installments*		6,392,631
	·	\$	465,707,581

<sup>\*</sup>Party in interest

### Ernst & Young LLP

#### Assurance | Tax | Transactions | Advisory

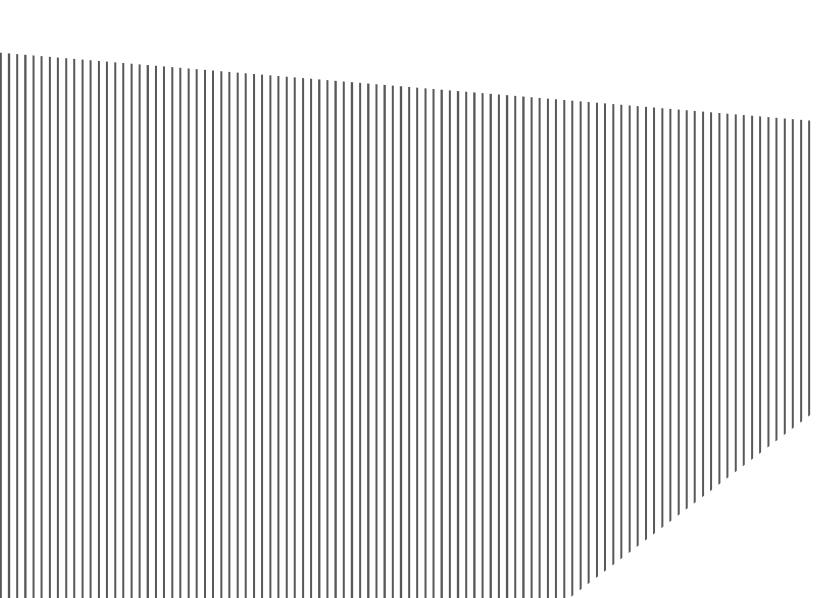
#### About Ernst & Young

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#### 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

Part I Annual Report Identification	Information						
For calendar plan year 2012 or fiscal plan year b	eginning 01/01/20	12 and end	ling 12/31/2012				
A This return/report is for: a multiemployer plan;			multiple-employer plan; or				
a single-emplo	yer plan;	∐ a D	OFE (specify)				
B This return/report is:	france:	□ the	tinal return/report;				
B This return/report is: the first return an amended r	The second secon		hort plan year return/repo	ort (less than 12 months)			
C If the plan is a collectively-bargained plan, check	STATE OF CONTRACTOR STATE (STATE )		non plan your results top	or hego than 12 monthly			
D Check box if filling under: X Form 5558;		aut	tomatic extension;	the DFVC program;			
production of the second secon	ion (enter description)						
Part II Basic Plan Information enter	all requested information	n					
1a Name of plan	1b Three-digit plan number (PI	N) D 015					
FAIRVIEW HEALTH SERVICES 403B PLAN				1 7 7 7 7			
			1c Effective date of 10/01/2006	i pian			
2a Plan sponsor's name and address, include room or si	uite number (employer, if for	a single-employer plan)		fication Number (EIN)			
			41-0991680				
PAIRVIEW HEALTH SERVICES			2c Sponsor's telephone number				
			6126727282				
			2d Business code	(see instructions)			
2450 RIVERSIDE AVENUE			622000				
MINNEAPOLIS MN	55454						
2450 RIVERSIDE AVENUE	55.45.4						
MINNEAPOLIS MN Caution: A penalty for the late or incomplete filing	55454 of this return/report w	ill be assessed unless r	easonable cause is esta	ablished.			
Under penalties of penilty and other penalties set forth in the instructions the electronic version of this neturn report, and to the best of my kn	ons, I declare that I have examine owledge and belief, it is true, con	d this return/report, including accept, and complete.  DANIEL FROMM	companying schedules, statement	s and attachments, as well			
HERE Signature of plan administrator	Date	Enter name of individual signing as plan administrator					
SIGN WWW.	14.8.2215						
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 individ	ual signing as DEE				
Preparer's name (including firm name, if applicable)	[0,750,000,000]	The state of the s		phone number			
			(optional)				
For Paperwork Reduction Act Notice and OMB Co	ontrol Numbers, see the	instructions for Form 5	5500.	Form 5500 (2012)			

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