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 Identific | | | | | | |
| For caler | dar plan year 2012 or fiscal plan | ` | П | | 31/2012 | | |
| A This r | eturn/report is for: | a multiemployer plan; | | e-employer plan; or | | | |
| x a single-employer plan; a DFE (specify) | | | | | | | |
| | | Е | | | | | |
| B This r | eturn/report is: | the first return/report; | the final i | eturn/report; | | | |
| | | an amended return/report; | a short p | lan year return/report (les | ss than 12 m | onths). | |
| C If the | plan is a collectively-bargained pl | lan, check here | | | | ▶ □ | |
| D Chec | s box if filing under: | X Form 5558; | automati | c extension; | th | e DFVC program; | |
| | J 1 1 1 | special extension (enter des | cription) | | | | |
| Part l | I Basic Plan Informati | ion—enter all requested informa | . , | | | | |
| 1a Nam | | ier ontor an requested informa | alon e | | 1b | Three-digit plan | |
| | W HEALTH SERVICES 403B PL | AN FOR MNA EMPLOYEES | | | | number (PN) ▶ | 014 |
| | | | | | 1c | Effective date of pl | an |
| 0 | | | | | | 10/01/2006 | |
| 2a Plan | sponsor's name and address; in | clude room or suite number (emp | loyer, if for a single- | employer plan) | 20 | Employer Identifica Number (EIN) | ation |
| FAIRVIE | W HEALTH SERVICES | | | | | 41-0991680 | |
| | | | | | 2c | Sponsor's telephor | ne |
| | | | | | | number | _ |
| 2450 RI\ | ERSIDE AVENUE | | RSIDE AVENUE | | 24 | 612-672-728 | |
| MINNEA | POLIS, MN 55454 | MINNEAP | OLIS, MN 55454 | | 20 | Business code (se instructions) | е |
| | | | | | | 622000 | |
| | | | | | | | |
| | | | | | | | |
| Caution | A negalty for the late or incom | plete filing of this return/repor | t will be assessed | unless reasonable caus | ea is astabli | shad | |
| | | Ities set forth in the instructions, I | | | | | edules |
| | | e electronic version of this return | | | | | |
| | | | | | | | |
| SIGN | Filed with authorized/valid electro | onic signature. | 10/08/2013 | DANIEL FROMM | | | |
| HERE | Signature of plan administrate | or | Date | Enter name of individu | al signing as | plan administrator | |
| | | | | | <u>g g</u> | | |
| SIGN | | | | | | | |
| HERE | Signature of employer/plan signature | oonsor | Date | Enter name of individu | al cianina ac | employer or plan er | oneor |
| | Signature of employer/plan sp | 5011501 | Date | Litter flame of individu | ai sigililig as | employer or plan sp | 011301 |
| SIGN | | | | | | | |
| HERE | Circumstant of DEE | | Data | Fatan same of individu | | DEE | |
| Signature of DFE Date Enter name of individual s Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional) | | | | | | telephone number | |
| ., | 3 , | ,, | | (-1) | (optional) | | |
| | | | | | | | |
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| | | | | | | | |

Form 5500 (2012) Page **2**

| 3a | Plan administrator's name and address XSame as Plan Sponsor Name Same as Plan Sponsor Address 3b Administrator's EIN | | | | | | |
|----|---|-----------------------------------|---|----------------------|-----------------|--|--|
| | | 3c Administrate number | or's telephone | | | | |
| _ | | | | Al. mu | | | |
| 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 p | plan, enter the name, | 4b EIN | | | |
| а | Sponsor's name | | | 4c PN | | | |
| 5 | Total number of participants at the beginning of the plan year | | | 5 | 1519 | | |
| 6 | Number of participants as of the end of the plan year (welfare plans completed | te only lines 6a, 6b, 6 | ic, and 6d). | | | | |
| а | Active participants | | | 6a | 1722 | | |
| b | Retired or separated participants receiving benefits | | | 6b | | | |
| С | Other retired or separated participants entitled to future benefits | | | 6c | | | |
| d | Subtotal. Add lines 6a, 6b, and 6c. | | | 6d | 1722 | | |
| е | Deceased participants whose beneficiaries are receiving or are entitled to re- | eceive benefits | | 6e | | | |
| f | Total. Add lines 6d and 6e. | | | 6f | 1722 | | |
| g | Number of participants with account balances as of the end of the plan year complete this item) | | | 6g | | | |
| 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 | 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 cod | des from the List of P | lan Characteristics Codes | s in the instruction | ns: | | |
| 9a | Plan funding arrangement (check all that apply) (1) | 9b Plan benefit a (1) (2) (3) (4) | arrangement (check all tha Insurance Code section 412(e)(3) in Trust General assets of the sp | insurance contrac | cts | | |
| 10 | Check all applicable boxes in 10a and 10b to indicate which schedules are a | attached, and, where | indicated, enter the numb | er attached. (Se | e instructions) | | |
| а | Pension Schedules | b General Sch | edules | | | | |
| | (1) R (Retirement Plan Information) | (1) | H (Financial Inform | nation) | | | |
| | (2) MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary | (2) (3) (4) | I (Financial Inform A (Insurance Inforr C (Service Provide | mation) | n) | | |
| | (3) SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary | (5) (6) | D (DFE/Participating G (Financial Trans | - | | | |

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 FOR MNA EMPLOYEES | B Three-digit 014 |
| PAIRVIEW HEALTH SERVICES 403B FLAN FOR MINA LIMPEOTEES | 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 or more in total compensation (i.e., money or anything else of monetary value) in connect plan during the plan year. If a person received only eligible indirect compensation for whi answer line 1 but are not required to include that person when completing the remainder of | ion with services rendered to the plan or the person's position with the ch the plan received the required disclosures, you are required to f this Part. |
| 1 Information on Persons Receiving Only Eligible Indirect Compensa a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of indirect compensation for which the plan received the required disclosures (see instruction) | f this Part because they received only eligible |
| b If you answered line 1a "Yes," enter the name and EIN or address of each person provide received only eligible indirect compensation. Complete as many entries as needed (see in | · · |
| (b) Enter name and EIN or address of person who provided you | disclosures on eligible indirect compensation |
| | |
| | |
| | |
| (b) Enter name and EIN or address of person who provided you | disclosure on eligible indirect compensation |
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| | |
| (b) Enter name and EIN or address of person who provided you | disclosures on eligible indirect compensation |
| | |
| | |
| | |
| (b) Fatarage and FIN an address of page 1 to 1 t | |
| (b) Enter name and EIN or address of person who provided you | alsclosures on eligible indirect compensation |
| | |

| Schedule C (Form 5500) 2012 | Pa | age 2- 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> | - | <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 |
| | | | |
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| | | | |
| (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 |
| | | | |
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| | | | |
| | | | |
| (b) Enter name and EIN or a | ddress of person who provided yo | ou disclosures on eligible indirect co | mpensation |
| | | | |
| | | | |
| | | | |

| age 3 - | 1 | |
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|----------------|---|--|

| answered | d "Yes" to line 1a above | e, complete as many | entries as needed to list ea | r Indirect Compensation the person receiving, directly or the plan or their position with the | indirectly, \$5,000 or more in t | total compensation |
|---------------------------|--|---|---|---|--|---|
| | | | (a) Enter name and EIN or | address (see instructions) | | |
| ERNST & ` | YOUND | | a) Liner hame and Lin or | address (see instructions) | | |
| | | | | | | |
| 34-656559 | 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? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0 | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
| 10 | NONE | 0 | Yes No No | Yes No | 0 | Yes No |
| | | (| (a) Enter name and EIN or | address (see instructions) | | |
| FIDELITY | | | | DNSHIRE STREET KW1C | | |
| | | | BOSTON | N, 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? | (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? |
| 21 | NONE | 7335 | Yes No | Yes 🛛 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 | 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. |
| | | |

| Page | 5- |
|------|----|
|------|----|

| 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 | | | | |
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| Page (| 6 - |
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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 EIN: |
| C | Positio | | B EIIV. |
| d | Addres | | e Telephone: |
| • | / lauro | | С госраново. |
| | | | |
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| Ex | olanatio |): | |
| | | | |
| | | | |
| _ | Nissa | | h rivi |
| <u>a</u> | Name: | | b EIN: |
| d d | Position Address | | e Telephone: |
| u | Addie | is. | С тегерпопе. |
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| Ex | olanatio | n: | |
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| a | Name: | | b EIN: |
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| d | Addres | SS: | e Telephone: |
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| Exi | olanatio |); | |
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| Ex | olanatio | 1: | |
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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 | File as all attachi | nent to Form | JJ00. | | | | Inspecti | on |
|--|--|----------------|---------------|----------|-------------|------------|-------------------|---------------|
| For calendar plan year 2012 or fiscal pla | n year beginning 01/01/2012 | | and e | nding | 12/31/2 | 2012 | | |
| A Name of plan | NI ANI EOD MANA EMPLOYEEO | | | В | Three-digit | | | |
| FAIRVIEW HEALTH SERVICES 403B F | LAN FOR MNA EMPLOYEES | | | | plan numb | er (PN) | • | 014 |
| | | | | | | | | |
| C Discourse de serve en abreve en lie | | | | <u> </u> | | | a a Niverala au / | (EINI) |
| C Plan sponsor's name as shown on lin FAIRVIEW HEALTH SERVICES | e Za or Form 5500 | | | D I | Employer id | entificati | on Number (| EIN) |
| TAIRVIEW HEAETH GERVIOLG | | | | 4 | 41-0991680 | | | |
| Part I Asset and Liability S | tatement | | | | | | | |
| _ | ilities at the beginning and end of the plan | n year. Combir | ne the value | of pl | an assets h | eld in mo | ore than one | trust. Report |
| | ommingled fund containing the assets of i | | | | | | | |
| | ter the value of that portion of an insuran mounts to the nearest dollar. MTIAs, C | | | | | | | |
| | also do not complete lines 1d and 1e. Se | | | | | | (.),(=) | |
| Ass | sets | | (a) Be | ginni | ng of Year | | (b) End | d of Year |
| a Total noninterest-bearing cash | | 1a | | | | | | |
| b Receivables (less allowance for doub | otful accounts): | | | | | | | |
| (1) Employer contributions | | 1b(1) | | | 843 | 679 | | 919481 |
| (2) Participant contributions | | 1b(2) | | | | | | |
| (3) Other | | 1b(3) | | | | | | |
| C General investments: | | | | | | | | |
| | noney market accounts & certificates | 1c(1) | | | | | | |
| ' ' | | 1c(2) | | | | | | |
| (3) Corporate debt instruments (oth | | . , | | | | | | |
| • | | 1c(3)(A) | | | | | | |
| • • | | 1c(3)(B) | | | | | | |
| (4) Corporate stocks (other than en | | | | | | | | |
| ` ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' | | 1c(4)(A) | | | | | | |
| • • | | 1c(4)(B) | | | | | | |
| | its | 1c(5) | | | | | | |
| (6) Real estate (other than employe | er real property) | 1c(6) | | | | | | |
| , , | s) | 1c(7) | | | 571 | 253 | | 783076 |
| (8) Participant loans | | 1c(8) | | | | | | |
| (9) Value of interest in common/col | lective trusts | 1c(9) | | | | | | |
| (10) Value of interest in pooled sepa | rate accounts | 1c(10) | | | | | - | |
| (11) Value of interest in master trust | investment accounts | 1c(11) | | | | | | |
| (12) Value of interest in 103-12 inves | stment entities | 1c(12) | | | | | | |
| (13) Value of interest in registered in | vestment companies (e.g., mutual | 10/12) | | | | | | |

1c(13)

1c(14)

1c(15)

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

contracts).....

(15) Other.....

50481168

39610257

| 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 | 41025189 | 52183725 |
| | 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 | | | |
| ı | Net assets (subtract line 1k from line 1f) | 11 | 41025189 | 52183725 |
| | | | | |

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) | 930751 | |
| | (B) Participants | 2a(1)(B) | 7557832 | |
| | (C) Others (including rollovers) | 2a(1)(C) | 669747 | |
| | (2) Noncash contributions | 2a(2) | | |
| | (3) Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2) | 2a(3) | | 9158330 |
| b | Earnings on investments: | | | |
| | (1) Interest: | | | |
| | (A) Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | 1526826 | |
| | (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) | 27728 | |
| | (F) Other | 2b(1)(F) | | |
| | (G) Total interest. Add lines 2b(1)(A) through (F) | 2b(1)(G) | | 1554554 |
| | (2) Dividends: (A) Preferred stock | 2b(2)(A) | | |
| | (B) Common stock | 2b(2)(B) | | |
| | (C) Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | | |
| | (D) Total dividends. Add lines 2b(2)(A), (B), and (C) | 2b(2)(D) | | |
| | (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) | 3829111 | |
| | (C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B) | 2b(5)(C) | | 3829111 |

| | | | | | | - | | | | |
|----------|--|---------------|----------|----------|------------|-----------|-----------|------------------|---------|-------|
| | | | | (a) | Amount | | | (b) ⁻ | otal | |
| | (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) | | | | | | | | |
| С | Other income | 2c | | | | | | | | |
| d | Total income. Add all income amounts in column (b) and enter total | 2d | | | | | | | 14541 | 995 |
| | Expenses | | | | | | | | | |
| е | Benefit payment and payments to provide benefits: | | | | | | | | | |
| | (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | | | 33 | 376126 | | | | |
| | (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) | | | | | | | 3376 | 126 |
| 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) | | | | 7333 | | | | |
| | (5) Total administrative expenses. Add lines 2i(1) through (4) | 2i(5) | | | | | | | 7 | 333 |
| j | Total expenses. Add all expense amounts in column (b) and enter total | 2j | | | | | | | 3383 | 459 |
| • | Net Income and Reconciliation | | | | | | | | | |
| k | Net income (loss). Subtract line 2j from line 2d | 2k | | | | | | | 11158 | 536 |
| I | Transfers of assets: | | | | | | | | | |
| | (1) To this plan | 21(1) | | | | | | | | |
| | (2) From this plan | 21(2) | | | | | | | | |
| <u> </u> | ort III. Assessment and the Oscionism | | | | | | | | | |
| | art III Accountant's Opinion | | -111 | .1.1 11- | · | .500 0 | | 0 1 11 - | | |
| | Complete lines 3a through 3c if the opinion of an independent qualified public a attached. | ccountant is | attache | a to tr | is Form 5 | 500. Corr | ipiete ii | ne 3d if ar | opinion | s not |
| a 1 | The attached opinion of an independent qualified public accountant for this plan | is (see instr | uctions |): | | | | | | |
| | (1) Unqualified (2) Qualified (3) X Disclaimer (4) | Adverse | | | | | | | | |
| b [| Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103- | -8 and/or 103 | 3-12(d)? | ? | | | | Yes | X No | |
| C | Enter the name and EIN of the accountant (or accounting firm) below: | | | | | | | | | |
| _ | (1) Name: ERNST & YOUNG LLP | | (2) | EIN: 3 | 4-656559 | 6 | | | | |
| d∃ | The opinion of an independent qualified public accountant is not attached becaution (1) This form is filed for a CCT, PSA, or MTIA. (2) It will be attach | | xt Form | า 5500 | pursuant | to 29 CF | R 2520 | .104-50. | | |
| Pa | art IV Compliance Questions | | | | | | | | | |
| ļ | CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete | | ines 4a | , 4e, 4 | f, 4g, 4h, | 4k, 4m, 4 | n, or 5. | | | |
| | During the plan year: | | | _ | Yes | No | | Amo | unt | |
| а | Was there a failure to transmit to the plan any participant contributions within | | | | | | | | | |
| | period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any pruntil fully corrected. (See instructions and DOL's Voluntary Fiduciary Correcti | | | An | | X | | | | |
| b | Were any loans by the plan or fixed income obligations due the plan in defaul | _ | , | 4a | | | | | | |
| | close of the plan year or classified during the year as uncollectible? Disregard | d participant | | | | | | | | |
| | secured by participant's account balance. (Attach Schedule G (Form 5500) P checked.) | | | 4b | | X | | | | |

| | | | 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) | | | | | |
| | | | | | | |
| | | | | 5b(2) EII | N(s) | 5b(3) PN(s) |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
|) | V Tweet Information (antique) | <u> </u> | | | | <u> </u> |
| art | | | | Ch. | | |
| a N | ame of trust | | | lon | Trust's EIN | |
| | | | | | | |
| | | | | | | |



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Report of Independent Auditors

The Board of Directors and Participants
Fairview Health Services 403(b) Plan for
MNA-TC Represented Employees

We were engaged to audit the accompanying financial statements of Fairview Health Services 403(b) Plan for MNA-TC Represented Employees, 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 for MNA-TC Represented Employees 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

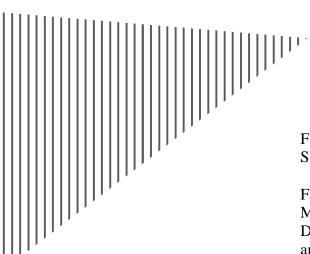
EIN: 41-0991680 Plan #014

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

December 31, 2012

| Number of Shares | Description of Investment | | Current Value |
|---------------------|--|----|------------------|
| | Registered investment companies | | |
| 2,199,556 | Fidelity Cash Reserves Fund* | \$ | 2,199,556 |
| 60,611 | Fidelity Contrafund* | | 4,697,921 |
| 59,238 | Fidelity Low-Priced Stock Fund* | | 2,338,121 |
| 124,807 | Fidelity Government Income Fund* | | 1,320,454 |
| 252,091 | Spartan U.S. Bond Index Fund* | | 2,997,360 |
| 132,382 | Fidelity Balanced Fund* | | 2,670,152 |
| 16,451 | Spartan 500 Index Fund* | | 830,606 |
| 131,152 | Fidelity Diversified International Fund* | | 3,920,132 |
| 65,092 | Fidelity Mid-Cap Stock Fund* | | 1,910,461 |
| 7,898 | Fidelity Freedom 2000* | | 93,356 |
| 32,979 | Fidelity Freedom 2005* | | 416,530 |
| 81,843 | Fidelity Freedom 2010* | | 1,054,144 |
| 236,370 | Fidelity Freedom 2015* | | 3,063,360 |
| 318,372 | Fidelity Freedom 2020* | | 4,262,997 |
| 203,801 | Fidelity Freedom 2025* | | 2,767,611 |
| 128,333 | Fidelity Freedom 2030* | | 1,760,731 |
| 133,876 | Fidelity Freedom 2035* | | 1,856,856 |
| 183,136 | Fidelity Freedom 2040* | | 2,547,427 |
| 116,596 | Fidelity Freedom 2045* | | 1,642,841 |
| 83,316 | Fidelity Freedom 2050* | | 1,176,420 |
| 5,421 | Fidelity Freedom 2055* | | 53,940 |
| 14,555 | Fidelity Freedom Income* | | 170,001 |
| 16,167 | Spartan Extended Market Index* | | 645,230 |
| 14,117 | T. Rowe Price Blue Chip Growth | | 644,141 |
| 58,255 | Vanguard Windsor II Investment | | 3,036,824 |
| 4,569 | Vanguard FTSE All-World ex-US Index Fund | | 128,898 |
| 197,491 | Royce Pennsylvania Mutual Fund Investment Class | | 2,275,098 |
| 177,471 | Toyou I omisy i vana i | - | 50,481,168 |
| | Loans to participants | | |
| | Loans to participants at annual interest rates ranging from 4.25% | | |
| | to 8.75% due in monthly or biweekly installments* | | 783,076 |
| | en de receviral se retario entra vivil directo i dell'indicato discreta di successi di mandi di successi di discreta di discre | \$ | 51,264,24 |

^{*}Party in interest



FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

Fairview Health Services 403(b) Plan for MNA-TC Represented Employees 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

Contents

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| Statements of Net Assets Available for Benefits | 3 |
| Notes to Financial Statements | |
| Supplemental Schedule | |
| Schedule H, Line 4i – Schedule of Assets (Held at End of Year) | .14 |



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Report of Independent Auditors

The Board of Directors and Participants Fairview Health Services 403(b) Plan for MNA-TC Represented Employees

We were engaged to audit the accompanying financial statements of Fairview Health Services 403(b) Plan for MNA-TC Represented Employees, 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 for MNA-TC Represented Employees 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 | \$ 50,481,168 | \$ 39,610,257 | | | | |
| Receivables: | | | | | | |
| Employer contributions | 919,481 | 843,679 | | | | |
| Notes receivable from participants | 783,076 | 571,253 | | | | |
| Total receivables | 1,702,557 | 1,414,932 | | | | |
| Net assets available for benefits | \$ 52,183,725 | \$ 41,025,189 | | | | |

See accompanying notes.

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2012

| Additions | |
|---|------------------|
| Interest and dividends | \$ 1,526,826 |
| Interest income on notes receivable from participants | 27,728 |
| | |
| Contributions: | |
| Employer | 930,751 |
| Participants | 7,557,832 |
| Rollovers | 669,747 |
| Total contributions | 9,158,330 |
| Total additions | 10,712,884 |
| | |
| Deductions | |
| Benefit payments | 3,376,126 |
| Administrative expenses | 7,333 |
| Total deductions | 3,383,459 |
| | |
| Net appreciation in fair value of investments in registered | |
| investment companies | 3,829,111 |
| • | |
| Net increase | 11,158,536 |
| Net assets available for benefits – beginning of year | 41,025,189 |
| Net assets available for benefits – end of year | \$ 52,183,725 |
| • | |

See accompanying notes.

1304-1065504 4

Notes to Financial Statements

December 31, 2012

1. Description of Plan

The following description of the Fairview Health Services 403(b) Plan for MNA-TC Represented Employees (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.

General

The Plan, which became effective on October 1, 2006, is a defined contribution plan established to provide retirement, death, and disability benefits for certain eligible employees of Fairview. Fairview employee-members who are represented by the Minnesota Nurses Association (MNA) under contract agreement between Fairview on behalf of Fairview Southdale Hospital and Fairview University Medical Center – Riverside Campus and MNA are eligible to participate in the Plan. All eligible employees are eligible to participate in the Plan immediately upon commencement of employment with Fairview, and participants must elect to participate in the Plan.

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. Participants who have attained age 50 before the end of the year are eligible to make catch-up contributions.

Fairview contributes an amount equal to the lesser of (i) 100% of the first 1% of the participant's eligible compensation that a participant contributes to the Plan or (ii) 50% of the first 2% of the participant's eligible 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 fails to make an investment election, 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 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 100% vested in all contributions plus actual earnings thereon.

Payment of Benefits

Upon separation from service with Fairview due to death, disability, retirement, or termination, a participant is entitled to receive the balance of vested benefits. Benefits may be withdrawn according to the terms of the Plan in a lump sum or in installment payments over a specified period of time, generally two to five years. If the participant dies before retiring, the beneficiary is entitled to receive a distribution of the value of the accounts in a lump sum or in installment payments over a specified period of time, generally two to five years.

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, the 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.

Notes to Financial Statements (continued)

2. Significant Accounting Policies (continued)

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.

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 Freedom 2020 | \$ 4,697,921 4,262,997 | \$ 3,781,005 3,403,398 |
| Fidelity Diversified International Fund Fidelity Freedom 2015 | 3,920,132 3,063,360 | 3,052,072 2,853,239 |
| Vanguard Windsor II Investment Spartan U.S. Bond Index Fund | 3,036,824 2,997,360 | 2,364,612 2,761,720 |
| Fidelity Freedom 2025 Fidelity Balanced Fund | 2,767,611 2,670,152 | 2,221,800 |

^{*}Investment did not represent 5% or more of the Plan's net assets available for benefits.

Notes to Financial Statements (continued)

3. Investments (continued)

All investment information disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable 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.

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.

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

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.

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 | \$ 2,199,556 | \$ _ | \$ _ | \$ 2,199,556 |
| U.S. equities | 16,378,402 | _ | _ | 16,378,402 |
| International equities | 4,049,030 | _ | _ | 4,049,030 |
| Fixed income | 4,317,814 | _ | _ | 4,317,814 |
| Lifecycle funds | 20,866,214 | _ | _ | 20,866,214 |
| Moderate allocation | 2,670,152 | _ | _ | 2,670,152 |
| Total assets at fair value | \$ 50,481,168 | \$ | \$ | \$ 50,481,168 |

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

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 | \$ 1,729,620 | \$ _ | \$ _ | \$ 1,729,620 |
| U.S. equities | 12,664,463 | _ | _ | 12,664,463 |
| International equities | 3,085,874 | _ | _ | 3,085,874 |
| Fixed income | 4,082,641 | _ | _ | 4,082,641 |
| Lifecycle funds | 15,825,859 | _ | _ | 15,825,859 |
| Moderate allocation | 2,221,800 | _ | _ | 2,221,800 |
| Total assets at fair value | \$ 39,610,257 | \$ _ | \$ _ | \$ 39,610,257 |

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.

6. Related-Party Transactions

The Plan holds mutual funds managed by Fidelity, the trustee of the Plan. 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.

Notes to Financial Statements (continued)

7. Income Tax Status (continued)

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 #014

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

December 31, 2012

| Number of Shares | Description of Investment | Current Value |
|---------------------|---|------------------|
| Shares | Description of investment | v aruc |
| | Registered investment companies | |
| 2,199,556 | Fidelity Cash Reserves Fund* | \$ 2,199,556 |
| 60,611 | Fidelity Contrafund* | 4,697,921 |
| 59,238 | Fidelity Low-Priced Stock Fund* | 2,338,121 |
| 124,807 | Fidelity Government Income Fund* | 1,320,454 |
| 252,091 | Spartan U.S. Bond Index Fund* | 2,997,360 |
| 132,382 | Fidelity Balanced Fund* | 2,670,152 |
| 16,451 | Spartan 500 Index Fund* | 830,606 |
| 131,152 | Fidelity Diversified International Fund* | 3,920,132 |
| 65,092 | Fidelity Mid-Cap Stock Fund* | 1,910,461 |
| 7,898 | Fidelity Freedom 2000* | 93,356 |
| 32,979 | Fidelity Freedom 2005* | 416,530 |
| 81,843 | Fidelity Freedom 2010* | 1,054,144 |
| 236,370 | Fidelity Freedom 2015* | 3,063,360 |
| 318,372 | Fidelity Freedom 2020* | 4,262,997 |
| 203,801 | Fidelity Freedom 2025* | 2,767,611 |
| 128,333 | Fidelity Freedom 2030* | 1,760,731 |
| 133,876 | Fidelity Freedom 2035* | 1,856,856 |
| 183,136 | Fidelity Freedom 2040* | 2,547,427 |
| 116,596 | Fidelity Freedom 2045* | 1,642,841 |
| 83,316 | Fidelity Freedom 2050* | 1,176,420 |
| 5,421 | Fidelity Freedom 2055* | 53,940 |
| 14,555 | Fidelity Freedom Income* | 170,001 |
| 16,167 | Spartan Extended Market Index* | 645,230 |
| 14,117 | T. Rowe Price Blue Chip Growth | 644,141 |
| 58,255 | Vanguard Windsor II Investment | 3,036,824 |
| 4,569 | Vanguard FTSE All-World ex-US Index Fund | 128,898 |
| 197,491 | Royce Pennsylvania Mutual Fund Investment Class | 2,275,098 |
| | | 50,481,168 |
| | Loans to participants | |
| | Loans to participants at annual interest rates ranging from 4.25% | |
| | to 8.75% due in monthly or biweekly installments* | 783,076 |
| | · | \$ 51,264,244 |
| | | , |

^{*}Party in interest

Ernst & Young LLP

Assurance | Tax | Transactions | Advisory

About Ernst & Young

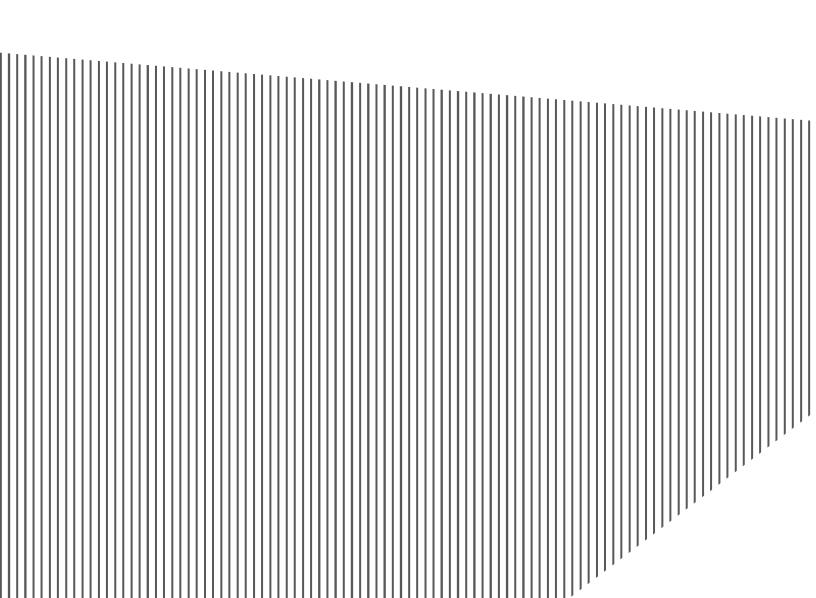
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Form 5500

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

This Form is Open to Public Inspection

2012

| Part I Annual Report Identification | | | | | | |
|--|--|--|--------------------------|-------------------------------|---|------------------------|
| For calendar plan year 2012 or fiscal plan year be | ginning 01/01/201 | | | 12/31/201 | | ans in |
| This return/report is for: a multiemployer a single-employ | | 1 | multiple-er DFE (spec | nployer plan; (ify) | or — | |
| This return/report is: the first return/re an amended ret | urn/report; | Total Control | | urn/report; year return/re | port (less | than 12 month |
| If the plan is a collectively-bargained plan, check h | iere | Π | tomatic e | utanelan: | T the | DFVC program |
| Check box if filing under: x Form 5558; | on (enter description) | L au | nonnaut e | Alension, | | bi vo piogran |
| Part II Basic Plan Information - enter | the same of the sa | A A A A A A B B B B B B B B B B B B B B | | | | |
| a Name of plan | | | 1b | Three-digit | | |
| AIRVIEW HEALTH SERVICES 403B PLAN | | | | plan number (| (PN) > | 014 |
| DR MNA EMPLOYEES | 1c | 10/01/2006 | | | | |
| a Plan sponsor's name and address, include room or sui | te number (employer, if for | a single-employer plan) | 2b | Employer Idea | | Number (EIN) |
| AIRVIEW HEALTH SERVICES | | | | Sponsor's tele | mber | |
| 450 RIVERSIDE AVENUE | | | 2d | Business cod | le (see inst | ructions) |
| AT INNEAPOLIS MN Caution: A penalty for the late or incomplete filling under penalties of perjory and other penalties set forth in the instruction is the electronic version of this fearing penalt, and to the best of my kno | es I deciare that I have examined | this return/report, including an | reasonat | ole cause is e | stablished | i. chments, as well |
| site electronic version of this fecurity eport, and to the desired my sale | 10.5.2013 | DANTEL FROMM | | | ****** | |
| HERE Signature of plan auministrator | Date | Enter name of individual signing as plan administrator | | | | |
| SIGN WILL | 10.8-2613 | | | | 111111111111111111111111111111111111111 | |
| Signature of employer/plan sponsor | Date | Enter name of indivi | idual signi | ng as employe | er or plan s | ponsor |
| sign | | | | | | |
| HERE Signature of DFE | Date | Enter name of indivi | | ng as DFE | | |
| Preparer's name (including firm name, if applicable) | and address; include roc | om or suite number. (op | itional) | Preparer's to (optional) | elephone r | number |
| or Paperwork Reduction Act Notice and OMB Co | entrol Numbers, see the | instructions for Form | 1 5500. | | F | orm 5500 (20 |

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