

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

Part II	Basic Plan Information —enter all requested information				
1a Name of plan CHILDREN'S HOSPITAL MEDICAL CENTER EMPLOYER MATCHING PLAN	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;">003</td> </tr> <tr> <td colspan="2">1c Effective date of plan 07/01/2002</td> </tr> </table>	1b Three-digit plan number (PN) ▶	003	1c Effective date of plan 07/01/2002	
1b Three-digit plan number (PN) ▶	003				
1c Effective date of plan 07/01/2002					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) CHILDRENS HOSPITAL MEDICAL CENTER 3333 BURNET AVENUE CINCINNATI, OH 45229	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) 31-0833936</td> </tr> <tr> <td>2c Sponsor's telephone number 513-636-4200</td> </tr> <tr> <td>2d Business code (see instructions) 622000</td> </tr> </table>	2b Employer Identification Number (EIN) 31-0833936	2c Sponsor's telephone number 513-636-4200	2d Business code (see instructions) 622000	
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2c Sponsor's telephone number 513-636-4200					
2d Business code (see instructions) 622000					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2013	ELISABETH BALDOCK
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2013	MARK MUMFORD
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address CHILDRENS HOSPITAL MEDICAL CENTER 3333 BURNET AVENUE CINCINNATI, OH 45229		3b Administrator's EIN 31-0833936 3c Administrator's telephone number 513-636-4200
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 11593
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	11232
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	118
d Subtotal. Add lines 6a , 6b , and 6c	6d	11350
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	11350
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	1658
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2G 2K 2T 3D b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

A Name of plan <u>CHILDREN'S HOSPITAL MEDICAL CENTER EMPLOYER MATCHING PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CHILDRENS HOSPITAL MEDICAL CENTER</u>	D Employer Identification Number (EIN) <u>31-0833936</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

HORAN ASSOCIATES, INC. 4900 E. GALBRAITH RD
SUITE 102
CINCINNATI, OH 45236-6711

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

MG TRUST COMPANY LLC

75-3182674

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

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

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

PENSION CORPORATION OF AMERICA

31-1360674

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 15 60 63 64	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	322027	Yes ☐ No ☒

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
PENSION CORPORATION OF AMERICA	63	288662
(d) Enter name and EIN (address) of source of indirect compensation		
AMERICAN FUNDS 95-1411037	\$12 PER PARTICIPANT PER FUND ANNUALLY	
(a) Enter service provider name as it appears on line 2		
PENSION CORPORATION OF AMERICA	60 63	7412
(d) Enter name and EIN (address) of source of indirect compensation		
INVESCO AIM 76-0528004	\$12 PER PARTICIPANT PER FUND ANNUALLY	
(a) Enter service provider name as it appears on line 2		
PENSION CORPORATION OF AMERICA	60 63	7949
(d) Enter name and EIN (address) of source of indirect compensation		
UNION BOND & TRUST COMPANY 93-6274329	.75% BPS ANNUALLY	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
PENSION CORPORATION OF AMERICA	60 63	3494
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
COLUMBIA 93-0577450	.50% BPS ANNUALLY	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
PENSION CORPORATION OF AMERICA	60 63	2416
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MUNDER CAPITAL MANAGEMENT 38-3212521	0.50% BPS ANNUALLY	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
PENSION CORPORATION OF AMERICA	60 63	1790
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ALLIANCE BERNSTEIN 13-3191825	0.15% BPS ANNUALLY (SUB-TA) 0.25% BPS ANNUALLY (12B1)	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
PENSION CORPORATION OF AMERICA	60	4390
(d) Enter name and EIN (address) of source of indirect compensation THE VICTORY FUNDS 13-2700161 (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.25% BPS ANNUALLY		
(a) Enter service provider name as it appears on line 2 PENSION CORPORATION OF AMERICA (b) Service Codes (see instructions) 60 63 (c) Enter amount of indirect compensation 3758		
(d) Enter name and EIN (address) of source of indirect compensation FRANKLIN TEMPLETON INVESTMENT FUNDS 13-2670991 (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.30% BPS ANNUALLY		
(a) Enter service provider name as it appears on line 2 PENSION CORPORATION OF AMERICA (b) Service Codes (see instructions) 63 (c) Enter amount of indirect compensation 1946		
(d) Enter name and EIN (address) of source of indirect compensation PIMCO 33-0457728 (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.25% BPS ANNUALLY		

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan CHILDREN'S HOSPITAL MEDICAL CENTER EMPLOYER MATCHING PLAN	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 CHILDRENS HOSPITAL MEDICAL CENTER	D Employer Identification Number (EIN) 31-0833936	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a	13993	0
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	3231602	3390630
	(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)		
	(9) Value of interest in common/collective trusts.....	1c(9)	1626567	1918812
	(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)	15073714	19596233
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	19945876	24905675

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	19945876	24905675
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	3390630	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		3390630
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(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)	540941	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		540941
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		15447
(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)		1447370
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		5394388

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	434589	
(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)		434589
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)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		0
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		434589

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		4959799
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: **DELOITTE & TOUCHE, LLP**

(2) EIN: **13-3891517**

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		9000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year.....

☒ Yes ☐ No Amount:

0

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation		Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.		OMB No. 1210-0110 2012 This Form is Open to Public Inspection.	
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012					
A Name of plan CHILDREN'S HOSPITAL MEDICAL CENTER EMPLOYER MATCHING PLAN				B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500 CHILDRENS HOSPITAL MEDICAL CENTER				D Employer Identification Number (EIN) 31-0833936	
Part I Distributions					
All references to distributions relate only to payments of benefits during the plan year.					
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....				1	0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 75-3182674					
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.					
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....				3	
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)					
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☐ N/A					
If the plan is a defined benefit plan, go to line 8.					
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____					
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.					
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)				6a	
b Enter the amount contributed by the employer to the plan for this plan year				6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....				6c	
If you completed line 6c, skip lines 8 and 9.					
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A					
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☐ N/A					
Part III Amendments					
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No					
Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.					
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No					
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No					
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No					
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.					
Schedule R (Form 5500) 2012 v. 120126					

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Children's Hospital Medical Center Employer Matching Plan

Financial Statements
As of and for the Year Ended
December 31, 2012 (Liquidation Basis)
and December 31, 2011 and
Supplemental Schedule for the
Year Ended December 31, 2012 and
Independent Auditors' Report

**Children's Hospital Medical Center
Employer Matching Plan**

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SUPPLEMENTAL SCHEDULES OMITTED – All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosures under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

INDEPENDENT AUDITORS' REPORT

To the Participants and Administrator of the
Children's Hospital Medical Center Retirement Plan
Cincinnati, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Children's Hospital Medical Center Retirement Plan (the "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 years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph as of and for the year ended December 31, 2012, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Basis for Disclaimer of Opinion for 2012

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by State Street, the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the custodian as of December 31, 2012, and for the year ended December 31, 2012, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion for 2012

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

Opinion for 2011

In our opinion, the financial statements referred to above present fairly, in all material respects, information regarding the Plan's net assets available for benefits as of December 31, 2011, and the changes therein for the year then ended and its financial status as of December 31, 2011, and the changes therein for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matter

The supplemental schedules listed in the Table of Contents are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance with Department of Labor Rules and Regulations

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

Deloitte & Touche LLP

October 3, 2013

**Children's Hospital Medical Center
Employer Matching Plan**

Statements of Net Assets Available for Plan Benefits
As of December 31, 2012 (Liquidation Basis) and
December 31, 2011

	<u>2012</u>	<u>2011</u>
PARTICIPANT- DIRECTED CASH AND INVESTMENTS, at fair value	\$ 21,515,045	\$16,714,274
EMPLOYER CONTRIBUTION RECEIVABLE	<u>3,390,630</u>	<u>3,231,602</u>
NET ASSETS AVAILABLE FOR PLAN BENEFITS, at fair value	24,905,675	19,945,876
Adjustment from fair value to contract value for fully benefit- responsive investment contracts	<u>(36,111)</u>	<u>(41,213)</u>
Estimated payments to participants upon liquidation (Note 1)	<u>(24,869,564)</u>	<u>-</u>
NET ASSETS AVAILABLE FOR PLAN BENEFITS	<u>\$ -</u>	<u>\$19,904,663</u>

See accompanying notes to financial statements.

**Children's Hospital Medical Center
Employer Matching Plan**

**Statements of Changes in Net Assets Available for Plan Benefits
For the Years Ended December 31, 2012 and 2011**

	2012	2011
EMPLOYER CONTRIBUTIONS, net of forfeitures	\$3,390,630	\$ 3,231,602
INVESTMENT INCOME:		
Dividend income	540,941	330,925
Net appreciation (depreciation) in fair value of investments	1,467,919	(401,318)
	2,008,860	(70,393)
DISTRIBUTIONS TO PARTICIPANTS	(434,589)	(1,000,456)
INCREASE IN NET ASSETS AVAILABLE FOR PLAN BENEFITS PRIOR TO LIQUIDATION BASIS ADJUSTMENT	4,964,901	2,160,753
ESTIMATED BENEFITS PAYABLE TO PARTICIPANTS UPON LIQUIDATION	(24,869,564)	-
(DECREASE) INCREASE IN NET ASSETS AVAILABLE FOR PLAN BENEFITS AFTER LIQUIDATION BASIS ADJUSTMENTS	(19,904,663)	2,160,753
NET ASSETS AVAILABLE FOR PLAN BENEFITS, beginning of year	19,904,663	17,743,910
NET ASSETS AVAILABLE FOR PLAN BENEFITS, end of year	\$ -	\$19,904,663

See accompanying notes to financial statements.

Children's Hospital Medical Center Employer Matching Plan

Notes to Financial Statements December 31, 2012 and 2011

(1) Plan Description and Contribution Policy-

The following brief description of the Children's Hospital Medical Center Employer Matching Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

Children's Hospital Medical Center (CHMC) established the Plan effective July 1, 2002. The Plan is a noncontributory defined contribution plan which matches up to 1% of salary deferral contributions made to the individual 403(b) plans per pay period by eligible employees of CHMC who have attained the age of twenty-one and qualify as an Employee (as defined in the Plan document). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). In calendar year 2012, Plan management communicated to employees that the plan would be terminated effective December 31, 2012 and all accounts will be 100% vested as of December 31, 2012.

Prior to Plan termination participants were fully vested in their benefits after three years of credited service.

CHMC contributes to the Plan on an annual basis. The Plan Administrator establishes and maintains an account for each participant.

The Plan provides for benefits to be paid upon retirement, disability, death or separation other than retirement as defined by the Plan document. Plan benefits will be primarily paid in a lump sum payment. Participant's benefits shall commence upon the earlier of the participant's normal retirement date or date of termination. Nonvested portions of a separated participant's account are forfeited and used to offset CHMC contributions. At December 31, 2012 and 2011, respectively, there was \$0 and \$12,099 of amounts payable to participants who have terminated but were not yet paid out. There were \$0 and \$37,591 of forfeitures during the 2012 and 2011 plan year, respectively, that will be used to offset employer contributions in future years. During the 2012 and 2011 plan year, respectively employer contributions were reduced by \$35,562 and \$1,961 from forfeited non-vested accounts. Benefit payments to participants are recorded upon distribution.

The Plan is administered by CHMC management and MG Trust Company LLC is the trustee. Certain administrative functions are performed by employees of CHMC at no cost to the Plan. In addition, certain administrative expenses of the Plan are paid by CHMC.

(2) Summary of Significant Accounting Policies-

(a) Basis of Accounting--The accompanying financial statements are prepared on the accrual basis of accounting. As a result of management's decision to terminate the Plan, the Plan has changed its basis of accounting from the accrual basis of accounting used in the presentation of the financial statements as of and for the year ended December 31, 2011 to the liquidation basis used in presenting the financial statements as of and for the year ended December 31, 2012. In connection with the change in basis, the Plan is reporting a liability for estimated payments to participants upon liquidation.

(b) Investment Valuation and Income Recognition -- The Plan's investments in mutual funds are valued at quoted market prices and the Plan's investments in the Stable Value Fund, a common collective

Children's Hospital Medical Center Employer Matching Plan

Notes to Financial Statements December 31, 2012 and 2011

trust fund, are estimated based on the fair value of investments held by the fund at year-end. Purchases and sales are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividend income is recorded on the ex-dividend date. Net appreciation includes the gains and losses on investments bought and sold as well as held during the year.

- (c) Management Fees -- Management fees and operating expenses charged to the Plan for investments in the mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.
- (d) Use of Estimates--The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of Net Assets Available for Plan Benefits as of the date of the financial statements and the reported amounts of Changes in Net Assets Available for Plan Benefits during the reporting period and accompanying notes to the financial statements. Actual results could differ from those estimates.
- (e) Risks and Uncertainties --The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.
- (f) Accounting for Investment Contracts -- In accordance with Accounting Standards Codification 946-210 (ASC 946-210), *Reporting of Fully Benefit-Responsive Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans*, the Statements of Net Assets Available for Plan Benefits present an investment contract at fair value, as well as an additional line item showing an adjustment of the fully benefit-responsive contract from fair value to contract value. The Statements of Changes in Net Assets Available for Plan Benefits for the year ended December 31, 2011 is presented on a contract value basis and is not affected by ASC 946-210. Fair value of the contract is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations.
- (g) Fair Value Measurements—The Plan accounts for its assets under ASC 820, *Fair Value Measurements*, (ASC 820). ASC 820 defines fair value 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. ASC 820 establishes a three-level hierarchy to be used when measuring and disclosing fair value. The fair value hierarchy gives the highest priority to quoted prices available in active markets (i.e., observable inputs) and the lowest priority to data lacking transparency (i.e., unobservable inputs) as follows

Level 1 - Observable inputs for identical instruments such as quoted market prices;

Children's Hospital Medical Center Employer Matching Plan

Notes to Financial Statements December 31, 2012 and 2011

Level 2 - Inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (i.e., interest rates, yield curves, etc.), and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market corroborated inputs); and

Level 3 - Unobservable inputs that reflect management's determination of assumptions that market participants would use in pricing the asset or liability. These inputs are developed based on the best information available, including management's own data.

In 2009, FASB Staff Position 157-4 "Disclosures Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions that are not Orderly", was issued and later codified into ASC 820, which expanded disclosures and required that major category for debt and equity securities in the fair value hierarchy table be determined on the basis of the nature and the risks of the investments. The table below includes the major categorization for debt and equity securities on the basis of the nature and risk of the investments at December 31, 2012.

	Level 1	Level 2	Level 3
Equity Mutual Funds	\$ 8,569,923	\$ -	\$ -
International Equity Mutual Funds	2,613,670	-	-
Bond Mutual Funds	6,151,881	-	-
Balanced Mutual Funds	2,260,759	-	-
Stable value fund	-	\$1,918,812	-
	<u>\$19,596,233</u>	<u>\$1,918,812</u>	<u>\$ -</u>

The Plan's policy is to recognize transfers in and transfers out as of the actual date of the event or change in circumstances that caused the transfer. For the years ended December 31, 2012 and 2011, there were no transfers in or out of Levels 1, 2 or 3.

The table below includes the major categorization for debt and equity securities on the basis of the nature and risk of the investments at December 31, 2011.

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Notes to Financial Statements December 31, 2012 and 2011

	Level 1	Level 2	Level 3
Cash	\$ 13,993	\$ -	\$ -
Equity Mutual Funds	5,818,829	-	-
International Equity Mutual Funds	2,330,308	-	-
Bond Mutual Funds	4,996,878	-	-
Balanced Mutual Funds	1,927,699	-	-
Stable value fund	-	1,626,567	-
	<u>\$15,087,707</u>	<u>\$1,626,567</u>	<u>\$ -</u>

The valuation methods as described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan management 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 different fair value measurement at the reporting date.

In January 2010, the FASB issued ASU No. 2010-06 "Fair Value Measurements and Disclosures" (ASU No. 2010-06), which amends ASC 820 adding new disclosure requirements for transfers from Levels 1 and 2, measurements, separate disclosures of purchases, sales, issuances, and settlements relating to Level 3 measurements and clarification of existing fair value disclosures. ASU No. 2010-06 is effective for periods beginning after December 15, 2009, except for the requirement to provide Level 3 activity of purchases, sales, issuances, and settlements on a gross basis, which will be effective for fiscal years beginning after December 15, 2010. The adoption of ASU 2010-06 did not have a material impact on the accompanying financial statements.

The financial statements reflect the prospective adoption of FASB ASU No. 2011-04, "Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs", which amends ASC 820, as of the beginning of the year ended December 31, 2012. ASU 2011-04 is

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Notes to Financial Statements December 31, 2012 and 2011

effective for financial statements issued for fiscal years beginning after December 15, 2011 and expands certain disclosures about fair value measurement. The ASU requires the categorization by level for items that are only required to be disclosed at fair value and information about transfers between Level 1 and Level 2. It provides guidance on measuring the fair value of financial instruments managed within a portfolio and the application of premiums and discounts on fair value measurements. The ASU requires additional disclosure for Level 3 measurements regarding the sensitivity of fair value to changes in unobservable inputs and any interrelationships between those inputs. The effect of the adoption of ASU 2011-04 had no impact on the Plan's Statement of Net assets Available for Plan Benefits and Statement of Changes in Net Assets Available for Plan Benefits.

(3) Participant Accounts and Investment Options-

Individual accounts are maintained for each Plan participant. Each participant's account is credited with CHMC's matching contribution and an allocation of the Plan's earnings and losses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participants may elect to direct the investment of their account in one or all of the following investment options offered by the Plan:

American EuroPacific Growth – The prospectus for this fund indicates that it invests primary in common stocks of issuers located in Europe and the Pacific Basin that the Investment Advisor believes have the potential for growth. The fund seeks long-term growth of capital.

Oppenheimer Global – The prospectus for this fund indicates that it invests primarily in common stocks of U.S. and foreign companies without limit in any country, including countries with developed or emerging markets. It currently emphasizes its investments in developed markets such as the United States, Western European countries and Japan. The fund seeks capital appreciation.

American Capital World Growth and Income – The prospectus for this fund indicates that it invests primarily in common stocks of well-established companies located around the world, many of which have the potential to pay dividends. It invests on a global basis, in common stocks that are denominated in U.S dollars or other currencies. The fund seeks long-term growth of capital while providing current income.

American Small Cap World – The prospectus for this fund indicates that it invests at least 80% of assets in growth oriented common stocks and other equity-type securities of companies with a small market capitalization. The fund's investment adviser currently defines "small market capitalization" companies to be companies with market capitalizations of \$4.0 billion or less. The fund seeks long-term growth of capital.

Munder Veracity Small Cap Value – The prospectus for this fund indicates that it normally invests at least 80% of assets in equities of small capitalization companies defined as those companies with market capitalizations within the range of companies in the Russell 2000 Index. The fund seeks long-term growth of capital.

Children's Hospital Medical Center Employer Matching Plan

Notes to Financial Statements December 31, 2012 and 2011

American Growth Fund of America – The prospectus for this fund indicates that it invests primarily in common stocks and seeks to invest in companies that appear to offer superior opportunities for growth of capital. The fund seeks capital growth.

Oppenheimer Capital Appreciation – The prospectus for this fund indicates that it invests primarily in common stocks of growth companies whose earnings and stock prices are expected to increase at a faster rate than the overall market. These may be newer companies or established companies of any capitalization range that may appreciate in value over the long term. The fund seeks capital appreciation.

American Fundamental Investors – The prospectus for this fund indicates that it invests primarily in common stocks of companies that appear to offer superior opportunities for capital growth and most of which have a history of paying dividends. It may invest significantly in securities of issuers domiciled outside of the U.S. The fund seeks long term growth of capital and income.

Alliance Bernstein Balanced Shares – The prospectus for this fund indicates that it invests primarily in a diversified portfolio of equity and fixed income securities. The fund seeks total return consistent with reasonable risks through a combination of income and long-term growth of capital.

American Funds The Income Fund of America – The prospectus for this fund indicates that it invests primarily in income producing securities. These include equity securities such as dividends paying common stocks, and debt securities such as interests paying bonds. It normally maintains 60% of assets in common stock and other equity-type securities. The fund seeks current income and capital growth.

The Bond Fund of America – The prospectus for this fund indicates that it invests primarily at least 80% of its assets in bonds and other debt securities. The fund seeks to provide as high a level of current income as is consistent with preservation of capital.

Franklin Custodian Fund US Government Securities – The prospectus for this fund indicates that it invests at least 80% of net assets in U.S. government securities. It presently invests substantially all of its assets in Government National Mortgage Association obligations. The fund seeks income.

Union Bond & Trust Stable Value Fund (formerly Gartmore Stable Value Fund) – The prospectus for this fund indicates that it is a collective investment fund consisting of a diversified portfolio of high-quality stable value investment contracts issued by life insurance companies, banks and other financial institutions. The Fund is managed to earn a high level of current income, consistent with, and providing for, preservation of capital, high credit quality, liquidity to pay plan benefits and reasonable tracking of interest rates.

Children's Hospital Medical Center Employer Matching Plan

Notes to Financial Statements December 31, 2012 and 2011

American Beacon Large Cap Value Fund – The prospectus for this fund indicates that it invests at least 80% of its net assets in equity securities of large market capitalization U.S. companies. These companies generally have market capitalizations similar to the market capitalization of the companies in the Russell 1000 index at the time of investment. The fund seeks long-term capital appreciation and current income.

Columbia Mid Cap Value Fund – The prospectus for this fund indicates that it invests at least 80% of net assets in equity securities of companies that have market capitalizations in the range of companies in the Russell Midcap Value index at the time of purchase, that the Investment Advisor believes are undervalued and have potential for long-term growth. The fund seeks long-term capital appreciation.

Munder Mid-Cap Core Growth Fund – The prospectus for this fund indicates that it invests at least 80% of assets in equity securities of mid-capitalization companies. The fund seeks long-term capital appreciation.

Invesco Small Cap Growth Fund – The prospectus for the fund indicates that it invests at least 80% of assets in securities of small-capitalization companies which at the time of purchase, no larger than the largest capitalized issuer is included in the Russell 2000 index. The fund seeks long-term growth of capital.

American Funds AmCap Fund – The prospectus for the fund indicates that it invests primarily in common stocks of U.S. Companies that have solid long-term growth records and the potential for good future growth. The fund seeks long-term growth of capital.

American Funds American Balanced Fund – The prospectus for the fund indicates that it uses a balanced approach to invest in a broad range of securities, including common stocks and investment-grade bonds. The fund seeks conservation of capital, current income and long term growth of capital and income.

Columbia Dividend Income – The prospectus for the fund indicates that it invests principally in securities of companies that the adviser believes are undervalued but also may invest in securities of companies that the adviser believes have the potential for long-term growth. The fund seeks total return.

Columbia Mid Cap Growth – The prospectus for the fund indicates that it invests at least 80% of its net assets in equity securities of companies that have market capitalizations in the range of the companies in the Russell MidCap Index. The fund seeks significant capital appreciation.

Pimco Total Return – The prospectus for the fund indicates that it normally invests at least 65% of its total assets in a diversified portfolio of Fixed Income instruments of varying maturities, which may be represented by forwards or derivatives such as options, futures, contracts or swap agreements. The investments seek maximum total return, consistent with the preservation of capital and prudent investment management.

Children's Hospital Medical Center Employer Matching Plan

Notes to Financial Statements December 31, 2012 and 2011

Victory Established Value Fund – The prospectus for the fund indicates that it pursues its investment objective by investing under normal circumstances, at least 80% of its net assets in equity securities of companies with market capitalizations, at the time of purchase within the range of companies composing the Russell Mid Cap A Value Index. The fund seeks long-term growth by investing primarily in common stocks.

(4) Investments-

Accounting principles generally accepted in the United States of America require that investments in excess of 5% of Net Assets Available for Plan Benefits be disclosed. The following investments represent 5% or more of the Plan's Net Assets Available for Plan Benefits as of December 31, 2012 (before adjustment to liquidation basis) and 2011:

	<u>2012</u>	<u>2011</u>
American Bond Fund of America	\$ -	\$3,127,182
American Capital World Growth Income Fund	1,746,326	1,282,862
Alliance/Bernstein Balanced Shares	-	1,695,324
Franklin U.S. Government Securities	2,219,169	1,869,696
Union Bond and Trust Company Stable Value Fund*	1,882,701	1,585,354
American Fundamental Investors	3,408,595	2,497,119
American Growth Fund of America	-	1,364,948
American Funds AmCap Fund	1,829,741	-
American Funds American Balanced Fund	2,260,758	-
Pimco Total Return	3,932,712	-

*At contract value

Children's Hospital Medical Center Employer Matching Plan

Notes to Financial Statements December 31, 2012 and 2011

During fiscal 2012 and 2011, the Plan's investments (including investments bought, sold and held during the year) appreciated/(depreciated) in value as follows:

	2012	2011
Alliance/Bernstein Balanced Shares	\$ 80,248	\$ 62,173
American Bond Fund of America	95,219	94,659
American Capital World Growth Income Fund	212,486	(157,810)
American EuroPacific	103,126	(109,275)
Franklin US Government Securities	(41,698)	53,270
American Fundamental Investors	396,159	(122,876)
Union Bond & Trust Company Stable Value Fund (Formerly Gartmore Stable Value Fund)	(25,768)	6,230
American Growth Fund of America	97,992	(95,823)
American Income Fund of America	19,056	2,185
American Beacon Large Cap Value Fund	4,632	(4,142)
Columbia Mid Cap Value Fund	15,068	(32,520)
Munder Mid Cap Core Growth Fund	48,428	(18,073)
Munder Small Cap Value Fund	-	(317,083)
Munder Veracity Small Cap Value Fund	40,864	303,608
Oppenheimer Capital Appreciation Fund	1,003	(693)
Oppenheimer Global Fund	10,938	(7,065)
American SmallCap World Fund	84,491	(73,349)
Invesco Small Cap Growth Fund	16,427	(11,084)
American Funds AmCap Fund	133,808	-
American Funds Balanced Fund	125,790	-
Columbia Dividend Income Fund	2,127	-
Columbia Mid Cap Growth Fund	27,078	-
Pimco Total Return	(52,247)	-
Victory Established Fund	31,479	-
	<u>1,426,706</u>	<u>(427,668)</u>
Adjustment from fair value to contract value For Stable Value Fund	<u>41,213</u>	<u>26,350</u>
	<u>\$1,467,919</u>	<u>\$ (401,318)</u>

(5) Tax Status-

Children's Hospital Medical Center Employer Matching Plan

Notes to Financial Statements December 31, 2012 and 2011

The Internal Revenue Service has determined and informed CHMC by a letter dated September 20, 2011 that the Plan and related trust are designed in accordance with the applicable sections of the Internal Revenue Code (IRC). Therefore, no provision for income taxes has been included in the Plan's financial statements.

ASC 740 requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that is more likely than not would not be sustained upon examination by federal and state tax authorities. Plan management 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 that would require recognition of a liability (or asset) or disclosure in the footnotes of the financial statements. Plan management believes it is no longer subject to income tax examinations for the years prior to 2009.

(6) Information Certified by the Trustee-

The following is a summary of the unaudited information regarding the Plan as of December 31, 2012 and 2011 and for the years then ended, included in the Plan's financial statements and supplemental schedule, that was prepared by or derived from information prepared by MG Trust Company, LLC, the trustee of the Plan, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustee that such information is complete and accurate. (2012 on liquidation basis)

	<u>2012</u>	<u>2011</u>
Statements of Net Assets Available for Plan Benefits —		
Participant- Directed Cash and Investments	\$21,478,934	\$16,673,061
Statements of Changes in Net Assets Available for Plan Benefits —		
Investment income:		
Dividend income	540,941	330,925
Net appreciation (depreciation) in fair value of investments	1,467,919	(401,318)

Supplemental schedule: All investment balances and information in the supplemental schedule of assets (held at end of year).

Notes 2 and 4: All investment balances and investment information in the notes, excluding the classification and level of investments in Note 2.

(7) Investment Contract with Insurance Company-

The Plan has a fully benefit-responsive investment contract as a part of the Union Bond & Trust Company Stable Value Fund. The issuer maintains the contributions in a general account, which is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at fair value and then adjusted to contract value as reported to the Plan by the issuers. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may

Children's Hospital Medical Center Employer Matching Plan

Notes to Financial Statements December 31, 2012 and 2011

ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Plan management believes that the occurrence of events that would cause the plan to transact at less than contract value is not probable. The issuers may not terminate the contract at any amount less than contract value.

The issuers are contractually obligated to pay the principal and specified interest rate that is guaranteed to the Plan. The crediting interest rate is based on a formula agreed upon with the issuer, but may not be less than 0%. Such interest rates are reviewed on a quarterly basis for resetting. The crediting rate of the contract will track current market yields on a trailing basis.

	<u>2012</u>	<u>2011</u>
Average yields:		
Based on annualized earnings (1)	1.62%	2.37%
Based on interest rate credited to participants (2)	1.42%	2.13%

(1) Computed by dividing the annualized one-day actual earnings of the contract on the last day of the plan year by the fair value of the investments on the same date.

(2) Computed by dividing the annualized one-day earnings credited to participants on the last day of the plan year by the fair value of the investments on the same date.

(8) Reconciliation to Form 5500-

The following is a reconciliation of Net Assets Available for Plan Benefits per the financial statements to the Form 5500 as of December 31, 2012 and 2011:

	<u>2012</u>	<u>2011</u>
Net Assets Available for Plan Benefits per financial statements	\$ -	\$19,904,663
Estimated payments due to participants upon liquidation	24,869,564	-
Adjustments from contract value to fair value for fully benefit-responsive investment contracts	<u>36,111</u>	<u>41,213</u>
Net Assets Available for Plan Benefits per Form 5500	<u>\$24,905,675</u>	<u>\$19,945,876</u>

Children's Hospital Medical Center Employer Matching Plan

Notes to Financial Statements December 31, 2012 and 2011

For the years ended December 31, 2012, respectively, the following is a reconciliation of the increase in Net Assets Available for Plan Benefits per the financial statements to the Form 5500:

	<u>2012</u>
Increase in Net Assets Available for Plan Benefits per the financial statements prior to liquidation basis adjustments	\$4,964,901
Prior year adjustment from contract value to fair value for fully benefit-responsive investment contracts	(41,213)
Current year adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>36,111</u>
Increase in Net Assets Available for Plan Benefits per Form 5500	<u>\$4,959,799</u>

(9) Subsequent Events-

Plan management reviewed subsequent events through October 3, 2013 noting no changes were required to the financial statements or footnotes contained herein.

**Children's Hospital Medical Center
Employer Matching Plan**

Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2012

<u>Shares/ Par Value</u>	<u>Identity of Issuer/Description of Investment</u>	<u>Current Value</u>
<u>Mutual Funds and Common Collective Trust Funds</u>		
46,944.251	American Capital World Growth and Income Fund	\$1,746,326
19,214.415	American EuroPacific Growth	792,018
326,348.345	Franklin Custodian Fund US Government Securities	2,219,169
83,584.960	American Fundamental Investors	3,408,595
82,629.337	Union Bond & Trust Company Stable Value Fund (Formerly Gartmore Stable Value Fund)*	1,918,812
16,001.920	American Funds Income Fund of America	288,995
16,865.31	Munder Veracity Small Cap Value Fund	370,868
1,171.288	Oppenheimer Global Fund	75,326
14,128.237	American Funds Small Cap World Fund	563,858
9,480.739	Invesco Small Cap Growth Fund	284,422
84,358.747	American Funds AmCap Fund	1,829,741
110,821.461	American Funds American Balanced Fund	2,260,758
6,548.769	Columbia Dividend Income Fund	96,594
40,304.037	Columbia Mid Cap Growth	1,072,087
349,885.433	Pimco Total Return	3,932,712
23,818.242	Victory Established Value Fund	<u>654,764</u>
	Total Investments	<u>\$21,515,045</u>

*At contract value

See accompanying Independent Auditors' Report

**Children's Hospital Medical Center
Employer Matching Plan**

Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2012

<u>Shares/ Par Value</u>	<u>Identity of Issuer/Description of Investment</u>	<u>Current Value</u>
<u>Mutual Funds and Common Collective Trust Funds</u>		
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19,214.415	American EuroPacific Growth	792,018
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23,818.242	Victory Established Value Fund	<u>654,764</u>
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*At contract value

See accompanying Independent Auditors' Report