

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>VIRGINIA MASON MEDICAL CENTER RETIREMENT PLAN</u>	<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;"><u>003</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>02/01/1968</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>003</u>	1c Effective date of plan <u>02/01/1968</u>	
1b Three-digit plan number (PN) ▶	<u>003</u>				
1c Effective date of plan <u>02/01/1968</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>VIRGINIA MASON MEDICAL CENTER</u> <u>PO BOX 900</u> <u>SEATTLE, WA 98111-0900</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>91-0565539</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>206-625-7373</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>622000</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>91-0565539</u>	2c Sponsor's telephone number <u>206-625-7373</u>	2d Business code (see instructions) <u>622000</u>	
2b Employer Identification Number (EIN) <u>91-0565539</u>					
2c Sponsor's telephone number <u>206-625-7373</u>					
2d Business code (see instructions) <u>622000</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	10/14/2013 Date	CRAIG GOODRICH Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	10/14/2013 Date	CRAIG GOODRICH 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		3b Administrator's EIN
		3c Administrator's telephone number
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 6646
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	5515
b Retired or separated participants receiving benefits.....	6b	59
c Other retired or separated participants entitled to future benefits.....	6c	1270
d Subtotal. Add lines 6a , 6b , and 6c	6d	6844
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	5
f Total. Add lines 6d and 6e	6f	6849
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	5291
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	90
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: 2C 2F 2G 2R 3F 3H		
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) ☒ <u>2</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance 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. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2012 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>VIRGINIA MASON MEDICAL CENTER RETIREMENT 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>VIRGINIA MASON MEDICAL CENTER</u>	D Employer Identification Number (EIN) <u>91-0565539</u>	

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

(a) Name of insurance carrier

NORTHWESTERN MUTUAL

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
<u>39-0509570</u>	<u>67091</u>	<u>30280</u>	<u>3</u>	<u>01/01/2012</u>	<u>12/31/2012</u>

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	
5	Current value of plan's interest under this contract in separate accounts at year end	5	
6	Contracts With Allocated Funds:		
a	State the basis of premium rates ▶ ATTACHED		
b	Premiums paid to carrier	6b	7027
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	
e	Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶		
f	If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐		
7	Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)		
a	Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☐ guaranteed investment (4) ☐ other ▶		
b	Balance at the end of the previous year	7b	
c	Additions: (1) Contributions deposited during the year	7c(1)	
	(2) Dividends and credits	7c(2)	
	(3) Interest credited during the year	7c(3)	
	(4) Transferred from separate account	7c(4)	
	(5) Other (specify below)	7c(5)	
	▶		
	(6) Total additions	7c(6)	
d	Total of balance and additions (add lines 7b and 7c(6))	7d	
e	Deductions:		
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	
	(2) Administration charge made by carrier	7e(2)	
	(3) Transferred to separate account	7e(3)	
	(4) Other (specify below)	7e(4)	
	▶		
	(5) Total deductions	7e(5)	
f	Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance 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. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2012 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan VIRGINIA MASON MEDICAL CENTER RETIREMENT PLAN	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 VIRGINIA MASON MEDICAL CENTER	D Employer Identification Number (EIN) 91-0565539	

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

(a) Name of insurance carrier

PRINCIPAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
42-0127290	61271	439656 / 457021	2154	01/01/2012	12/31/2012

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	91173

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

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

FIDELITY INVESTMENTS TAX-EXEMPT SER
82 DEVONSHIRE ST, STE MCIE
BOSTON, MA 02109-3605

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
0	91173	REFERRAL/SERVICE FEE	3

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	48207548
5 Current value of plan's interest under this contract in separate accounts at year end	5	0

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

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

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

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

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

b Balance at the end of the previous year	7b	48487097
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c Additions: (1) Contributions deposited during the year	7c(1)	2417201	
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	1461627	
(4) Transferred from separate account	7c(4)		
(5) Other (specify below)	7c(5)		
▶			

(6) Total additions	7c(6)	3878828
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d Total of balance and additions (add lines 7b and 7c(6))	7d	52365925
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	4150368	
(2) Administration charge made by carrier	7e(2)		
(3) Transferred to separate account	7e(3)		
(4) Other (specify below)	7e(4)	8009	
▶ ADJUSTMENT			

(5) Total deductions	7e(5)	4158377
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	48207548
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Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

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>VIRGINIA MASON MEDICAL CENTER RETIREMENT 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>VIRGINIA MASON MEDICAL CENTER</u>	D Employer Identification Number (EIN) <u>91-0565539</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

04-2647786

(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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 71	RECORDKEEPER	54927	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

HBC FINANCIAL SERVICES PLLC

91-2096444

(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?
26	INVESTMENT ADVISOR	7836	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
AF EUROPAC GROWTH R5	0.05%	
95-2566717		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
AF GRTH FUND AMER R4	0.35%	
95-2566717		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
AF GROWTH OF AMER R5-AMERICAN FUND	0.05%	
95-2566717		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AF GRTH FUND AMER R4 95-2566717	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
DODGE & COX INTL STK - BOSTON FIN. PO BOX 8480 BOSTON, MA 02266	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
DODGE & COX STOCK - BOSTON FIN. PO BOX 8480 BOSTON, MA 02266	0.10%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
PERIMETER SC GRTH I - BNY MELLON PO BOX 9793 PROVIDENCE, RI 02940	0.15%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIM LOW DUR INST - BOSTON FIN. PO BOX 8480 BOSTON, MA 02266	0.02%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIM TOTAL RT INST - BOSTON FIN. PO BOX 8480 BOSTON, MA 02266	0.02%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO TOT RETURN ADM - BOSTON FIN. PO BOX 8480 BOSTON, MA 02266	0.27%	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRINCIPAL FIXED ACCOUNT 42-0127290	0.25%	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan VIRGINIA MASON MEDICAL CENTER RETIREMENT PLAN	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 VIRGINIA MASON MEDICAL CENTER	D Employer Identification Number (EIN) 91-0565539	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	18195211	19270288
(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)	3741775	3908369
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	175053696	205835374
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	48487097	48207548
(15) Other	1c(15)	32465203	37571849

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	277942982	314793428

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	277942982	314793428
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	19270288	
(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)		19270288

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)	251412	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		251412

(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)		0

(3) Rents	2b(3)		
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(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)		
(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)		22268845
c Other income.....	2c		9067517
d Total income. Add all income amounts in column (b) and enter total.....	2d		50858062

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	13945828	
(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)		13945828
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)	61788	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		61788
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		14007616

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		36850446
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: KPMG LLP

(2) EIN: 13-5565207

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

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

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 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		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?		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:

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

<div>SCHEDULE R (Form 5500) <div>Department of the Treasury Internal Revenue Service</div><div>Department of Labor Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div>		<div>Retirement Plan Information</div> <div>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).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2012</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012					
A Name of plan VIRGINIA MASON MEDICAL CENTER RETIREMENT PLAN				B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500 VIRGINIA MASON MEDICAL CENTER				D Employer Identification Number (EIN) 91-0565539	
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): 04-6568107					
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	330
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	19270288
b Enter the amount contributed by the employer to the plan for this plan year				6b	19270288
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	0
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): _____



**VIRGINIA MASON MEDICAL CENTER
RETIREMENT PLAN**

Financial Statements and Supplemental Schedule

December 31, 2012 and 2011

(With Independent Auditors' Report Thereon)

**VIRGINIA MASON MEDICAL CENTER
RETIREMENT PLAN**

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KPMG LLP
Suite 2900
1918 Eighth Avenue
Seattle, WA 98101

Independent Auditors' Report

The Plan Administrator
Virginia Mason Medical Center Retirement Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Virginia Mason 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 statements of changes in net assets available for benefits for the years then, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in note 4, which was certified by Fidelity Management Trust Company (Fidelity), the trustee of the Plan, and Principal Life Insurance Company (Principal), 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 trustee and custodian hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the trustee and custodian as of December 31, 2012 and 2011 and for the years then ended, that the information provided to the plan administrator by the trustee and custodian is complete and accurate.

Disclaimer of Opinion

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



Other Matter

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

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee and 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.

KPMG LLP

October 10, 2013

**VIRGINIA MASON MEDICAL CENTER
RETIREMENT PLAN**

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Participant directed investments at fair value:		
Investments in guaranteed investment contract:		
Fidelity Principal Fixed Interest Plus Annuity Fund	\$ 47,956,640	48,487,097
Investments in registered investment company funds:		
Fidelity Growth Company Fund	25,814,716	22,834,463
Fidelity Freedom 2020 Fund	19,980,914	16,093,214
American Funds Growth Fund of America	15,809,176	7,306,633
Fidelity Puritan Fund	15,060,815	14,166,474
Other funds	<u>129,169,753</u>	<u>114,652,912</u>
Total investments in registered investment company funds	<u>205,835,374</u>	<u>175,053,696</u>
Self-directed accounts:		
Fidelity BrokerageLink	37,291,288	32,204,239
Cash surrender value of life insurance	<u>280,561</u>	<u>260,964</u>
Total self-directed accounts	<u>37,571,849</u>	<u>32,465,203</u>
Total investments at fair value	291,363,863	256,005,996
Notes receivable from participants	3,908,369	3,741,775
Employer contributions receivable	<u>19,270,288</u>	<u>18,195,211</u>
Net assets available for plan benefits at fair value	314,542,520	277,942,982
Adjustment from fair value to contract value for interest in fully benefit responsive investment contracts	<u>250,908</u>	<u>—</u>
Net assets available for benefits	<u><u>\$ 314,793,428</u></u>	<u><u>277,942,982</u></u>

See accompanying notes to financial statements.

**VIRGINIA MASON MEDICAL CENTER
RETIREMENT PLAN**

Statements of Changes in Net Assets Available for Benefits

Years Ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Net assets available for plan benefits, beginning of year	\$ 277,942,982	284,230,569
Employer contributions	19,270,288	18,195,211
Investment income (loss):		
Interest and dividend income	9,067,517	8,601,282
Net appreciation (depreciation) in fair value of investments	<u>22,268,845</u>	<u>(11,840,980)</u>
Net investment income (loss)	31,336,362	(3,239,698)
Interest on loans	251,412	256,334
Benefits paid	(13,945,828)	(21,452,797)
Administrative expenses	<u>(61,788)</u>	<u>(46,637)</u>
Net (decrease) increase	<u>36,850,446</u>	<u>(6,287,587)</u>
Net assets available for plan benefits, end of year	<u><u>\$ 314,793,428</u></u>	<u><u>277,942,982</u></u>

See accompanying notes to financial statements.

**VIRGINIA MASON MEDICAL CENTER
RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2012 and 2011

(1) Description of the Plan

The following description of the Virginia Mason Medical Center Retirement Plan (the Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

(a) General

The Plan is a defined contribution plan covering all eligible employees of the Virginia Mason Medical Center (the Employer or Plan Sponsor). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

(b) Eligibility

Employees who are at least 21 years of age, except those in an excludable group as defined by the Plan, are eligible on the first day of the month after completing one year of service, as defined in the Plan. Participants must be employed by the Employer on the last day of the year and complete 1,000 hours of service in the year to receive the employer contributions for that year, except in the case of termination of employment during the year due to disability, death or retirement on or after age 65.

(c) Plan Administration

The Plan is administered by the Compensation and Benefits Committee of the Plan Sponsor. Fidelity Management Trust Company (Fidelity) serves as the trustee; Principal Life Insurance Company (Principal) and Northwestern Mutual Life Insurance Company (Northwestern) serve as custodians.

(d) Contributions

The Employer contributes an amount for each participant based on the Plan's contribution formula, as follows:

- 3.5% of the participant's eligible compensation up to the Social Security taxable wage base through the fifth year of service. Beginning with the sixth year of service, the contribution percentage for this portion is increased to 6.3%.
- 9.2% of the participant's eligible compensation in excess of the Social Security taxable wage base, up to \$180,000, through the fifth year of service. Beginning with the sixth year of service, the contribution percentage for this portion is increased to 12%.

The Employer funds the contributions annually subsequent to year-end.

Eligible compensation includes all payments before payroll deductions made as remuneration for services during the plan year, as defined in the Plan. Excluded are contributions by the Employer for social security, group insurance, medical and pension benefits, disability, severance pay and pay in lieu of benefits. Total annual additions to the Plan, as defined in the Plan, for a participant are subject to certain limitations under the Internal Revenue Code (IRC).

Effective January 1, 2004, voluntary participant contributions are not allowed under the Plan.

**VIRGINIA MASON MEDICAL CENTER
RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2012 and 2011

(e) Participant Accounts

Each participant's account is credited with the allocations of (a) the Employer's contribution and (b) plan earnings and losses and is charged with an allocation of administrative expenses. Allocations are based on participant account balances, as defined in the plan agreement, and investment elections. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

(f) Vesting

A participant has a forfeitable interest in employer contributions made prior to the 2007 plan year and earnings thereon until five completed years of service, at which time the participant vests 100%. For employer contributions made for the 2007 and subsequent plan years and earnings thereon, a participant vests 20% after two years of service, with additional 20% for each additional year of service and is 100% vested after five completed years of service. A participant's interest in voluntary contributions is fully vested regardless of completed years of service.

(g) Investment Options

Upon enrollment in the Plan, a participant may direct contributions to numerous Fidelity and other registered investment company funds offered by the Plan, a guaranteed investment contract issued by Principal, and investments through the Fidelity BrokerageLink accounts. Through Fidelity BrokerageLink, participants may hold a wide variety of securities such as stocks, corporate bonds, zero-coupon bonds, U.S. treasury securities, mortgage securities, U.S. Government agency bonds, certificates of deposit, taxable unit investment trusts, foreign securities, and registered investment company funds. Participants may change their investment options and transfer amounts between funds at any time.

In prior years, participants could also direct contributions to life insurance policies with Northwestern.

(h) Notes Receivable from Participants

As allowed under the Plan's provisions, the Plan has made loans to eligible participants. Combined loans to participants may not exceed the lesser of \$50,000 or one-half of the participant's nonforfeitable accrued benefit under the Plan. Loans bear interest at a commercially reasonable rate, have a defined maturity date not exceeding five years except for loans used to acquire a primary residence (maturity date would be determined by the Finance Committee) and are secured by the participant's accrued benefit. The interest rate on outstanding loans ranged from 4.25% to 9.25% at December 31, 2012. The outstanding loans mature through October 2027.

(i) Payment of Benefits

A participant or beneficiary is eligible to receive benefits as follows:

- On reaching age 65
- On reaching age 55 and having elected early retirement

**VIRGINIA MASON MEDICAL CENTER
RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2012 and 2011

- Upon being determined to be disabled
- Upon death of the participant.

A participant is also allowed to make withdrawals of voluntary employee contributions prior to retirement.

In the event a participant's employment is terminated, the participant will receive benefits in an amount equal to the nonforfeitable interest in employer and voluntary employee contributions, plus net accumulated earnings.

The Plan provides for either lump sum distributions equal to the participant's vested account balance or annuity purchase options for the distribution of benefits. No annuity purchase options were requested in 2012 and 2011. For termination of service with vested benefits of \$1,000 or less, a participant or beneficiary will automatically receive the value of the vested account as a lump sum distribution.

(j) Forfeitures

At December 31, 2012 and 2011, unallocated forfeitures totaled approximately \$380,000 and \$210,000, respectively. Forfeitures totaling \$430,000 were used to reduce employer contributions funded in 2013 relating to the 2012 plan year and forfeitures totaling \$200,000 were used to reduce employer contributions funded in 2012 relating to the 2011 plan year.

(k) Administrative Expenses

The Plan pays for certain administrative expenses including certain trustee and custodian fees. The Employer pays expenses that are not paid by the Plan.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

(b) Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions to and deductions from plan assets during the reporting period. Actual results could differ from those estimates.

(c) Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Shares of registered investment company funds are valued at quoted market prices, which represent the net asset values of shares held by the Plan at year-end. U.S. Government securities, common stocks, preferred stock and corporate bonds and notes are valued at quoted market prices. Life insurance policies are valued based on the cash

**VIRGINIA MASON MEDICAL CENTER
RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2012 and 2011

surrender value as reported by the insurance companies. Cash equivalents consist of money market funds and are valued at fair value based on reported closing price.

The Fidelity Principal Fixed Interest Plus Annuity Fund (the Principal Fund) consists of a guaranteed investment contract (GIC) with a minimum interest rate. The GIC is fully benefit-responsive. See note 8 for valuation.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is a relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The statements of net assets available for plan benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statements of changes in net assets available for plan benefits are prepared on a contract value basis.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but may not be less than 1% or greater than 3%. Such interest rates are reviewed on an annual basis for resetting. There are no unfunded commitments from the Plan.

Certain events may limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan Sponsor or other Plan Sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The plan administrator does not believe that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

For the years ended December 31, 2012 and 2011, the minimum interest rate of the Principal Fund was 0.75%, and the average yield was 3.05% and 3.60%, respectively. Contract value is equal to principal balance plus accrued interest. The fair value of the GIC is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations. Fair value equals contract value as of December 31, 2011 due to the variable rate equaling the market rate.

The net change in the unrealized appreciation from one period to the next, and realized gains and losses on the sale of securities, are recognized as net appreciation (depreciation) in fair value of investments. Investment transactions are recorded on the trade date. Interest is recorded on an accrual basis. Dividends are recorded on the ex-dividend date.

**VIRGINIA MASON MEDICAL CENTER
RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2012 and 2011

(d) Notes Receivable from Participants

Participant loans are classified as notes receivable from participants, which are segregated from plan investments and measured at their unpaid principal balance plus any accrued but unpaid interest.

(e) Risks and Uncertainties

The plan assets are invested in a variety of investments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

(f) Payment of Benefits

Benefits are recorded when paid.

(3) Investments

The investments in the Fidelity BrokerageLink accounts as of December 31, 2012 and 2011 are categorized by type of investments as follows:

	2012	2011
Cash and cash equivalents	\$ 4,227,504	3,560,991
U.S. government securities	2,541	2,712
Common stocks	11,571,239	10,761,927
Preferred stock	464,430	410,202
Corporate bonds and notes	118,011	148,047
Registered investment company funds	20,907,563	17,320,360
	<u>\$ 37,291,288</u>	<u>32,204,239</u>

There were no investments in the Fidelity BrokerageLink accounts that exceeded 5% of net assets available for benefits as of December 31, 2012 and 2011.

**VIRGINIA MASON MEDICAL CENTER
RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2012 and 2011

Net appreciation (depreciation) in fair value of investments by type of investments of the Plan for the years ended December 31, 2012 and 2011 was as follows:

	<u>2012</u>	<u>2011</u>
Registered investment company funds	\$ 21,263,819	(11,368,113)
U.S. government securities	(170)	(619)
Common stocks	988,426	(471,950)
Preferred stock	313	(20,738)
Corporate bonds and notes	(5,306)	554
Cash surrender value of life insurance	19,597	20,198
Other assets	<u>2,166</u>	<u>(312)</u>
Net appreciation (depreciation)	<u>\$ 22,268,845</u>	<u>(11,840,980)</u>

(4) Information Certified by the Trustee/Custodian

The following information included in the financial statements and supplemental schedule, excluding amounts related to the cash surrender value of life insurance, was provided and certified by Fidelity and Principal, the trustee and custodian of the Plan, respectively, as complete and accurate:

- Participant directed investments at fair value
- Notes receivable from participants
- Interest and dividend income
- Net appreciation (depreciation) in fair value of investments
- Investment information included in notes 3 and 8, excluding level designations
- Schedule of assets (held at end of year)

(5) Plan Termination

Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. If the Plan is terminated, or contributions are completely discontinued, participants become fully vested with respect to benefits accrued to the date of such termination or discontinuance.

(6) Party-In-Interest and Related Party Transactions

Certain plan investments are managed by Fidelity, Principal, and Northwestern. Fidelity, Principal, and Northwestern are the trustee/custodians as defined by the Plan, and, therefore, these transactions qualify as party-in-interest transactions.

(7) Tax Status

The Internal Revenue Service has determined and informed the Employer by a letter dated February 10, 2012, that the Plan is designed in accordance with applicable sections of the IRC. The Plan has been

**VIRGINIA MASON MEDICAL CENTER
RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2012 and 2011

amended since receiving the determination letter. However, plan management believes that the Plan is designed and currently being operated in compliance with the applicable requirements of the IRC.

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

(8) Fair Value of Financial Instruments

The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Plan has the ability to access at the measurement date. Registered investment company funds, cash and cash equivalents, U.S. government securities, common stocks, preferred stock and corporate bonds and notes are included in this category.
- Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. The guaranteed investment contract is included in this category.
- Level 3 inputs are unobservable inputs for the asset or liability. Cash surrender value of life insurance policies are included in this category.

The level in the fair value hierarchy within which a fair measurement in its entirety falls is based on the lowest level input that is significant to the fair value measurement in its entirety.

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

**VIRGINIA MASON MEDICAL CENTER
RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2012 and 2011

The following table presents investments that are measured at fair value on a recurring basis (including items that are required to be measured at fair value) at December 31, 2012:

	Fair value measurements at reporting date using			
	Total	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Investments:				
Guaranteed investment contract	\$ 47,956,640	—	47,956,640	—
Registered investment company funds:				
Equity securities	30,772,969	30,772,969	—	—
Equity securities – international	6,975,476	6,975,476	—	—
Equity securities – growth	44,756,486	44,756,486	—	—
Fixed income	18,956,812	18,956,812	—	—
Lifecycle with less than 65% equity exposure	36,045,180	36,045,180	—	—
Lifecycle with greater than 70% equity exposure	53,267,636	53,267,636	—	—
Balanced	15,060,815	15,060,815	—	—
Total registered investment company funds	205,835,374	205,835,374	—	—
Cash surrender value of life insurance	280,561	—	—	280,561
Fidelity BrokerageLink:				
Cash and cash equivalents	4,227,504	4,227,504	—	—
U.S. government securities	2,541	2,541	—	—
Common stocks	11,571,239	11,571,239	—	—
Preferred stock	464,430	464,430	—	—
Corporate bonds and notes	118,011	118,011	—	—
Registered investment company funds	20,907,563	20,907,563	—	—
Total Fidelity BrokerageLink	37,291,288	37,291,288	—	—
	<u>\$ 291,363,863</u>	<u>243,126,662</u>	<u>47,956,640</u>	<u>280,561</u>

**VIRGINIA MASON MEDICAL CENTER
RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2012 and 2011

The following table presents investments that are measured at fair value on a recurring basis (including items that are required to be measured at fair value) at December 31, 2011:

	Fair value measurements at reporting date using			
	Total	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Investments:				
Guaranteed investment contract	\$ 48,487,097	—	48,487,097	—
Registered investment company funds:				
Equity securities	32,121,731	32,121,731	—	—
Equity securities – international	6,218,124	6,218,124	—	—
Equity securities – growth	33,857,569	33,857,569	—	—
Fixed income	17,914,107	17,914,107	—	—
Lifecycle with less than 65% equity exposure	30,670,702	30,670,702	—	—
Lifecycle with greater than 70% equity exposure	40,104,989	40,104,989	—	—
Balanced	14,166,474	14,166,474	—	—
Total registered investment company funds	175,053,696	175,053,696	—	—
Cash surrender value of life insurance	260,964	—	—	260,964
Fidelity BrokerageLink:				
Cash and cash equivalents	3,560,991	3,560,991	—	—
U.S. government securities	2,712	2,712	—	—
Common stocks	10,761,927	10,761,927	—	—
Preferred stock	410,202	410,202	—	—
Corporate bonds and notes	148,047	148,047	—	—
Registered investment company funds	17,320,360	17,320,360	—	—
Total Fidelity BrokerageLink	32,204,239	32,204,239	—	—
	<u>\$ 256,005,996</u>	<u>207,257,935</u>	<u>48,487,097</u>	<u>260,964</u>

**VIRGINIA MASON MEDICAL CENTER
RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2012 and 2011

The following table presents the Plan's activity for investments measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the year ended December 31, 2012 and 2011:

Ending balance at December 31, 2010	\$	240,766
Actual return on plan assets:		
Relating to assets held at year end		<u>20,198</u>
Ending balance at December 31, 2011		260,964
Actual return on plan assets:		
Relating to assets held at year end		<u>19,597</u>
Ending balance at December 31, 2012	\$	<u><u>280,561</u></u>

The financial statements as of and for the years ended December 31, 2012 and 2011 do not include any nonrecurring fair value measurements relating to assets or liabilities.

(9) Subsequent Events

Subsequent events have been evaluated through October 10, 2013, the date that the financial statements were available to be issued.

**VIRGINIA MASON MEDICAL CENTER
RETIREMENT PLAN**

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

December 31, 2012

Issuer	Description	Current value
	Registered investment company funds:	
* Fidelity Investments	Fidelity Principal Fixed Interest Plus Annuity Fund	\$ 48,207,548
* Fidelity Investments	Fidelity Growth Company Fund	25,814,716
* Fidelity Investments	Fidelity Freedom 2020 Fund	19,980,914
American	American Funds Growth Fund of America	15,809,176
* Fidelity Investments	Fidelity Puritan Fund	15,060,815
	Other registered investment company funds:	
Vanguard	Vanguard Institution Index	9,230,126
PIMCO	PIMCO Total Return	10,183,835
PIMCO	PIMCO Low Duration	1,570,120
Vanguard	Vanguard Total Bond Market Index	3,199,750
Perimeter	Perimeter Small Cap Growth	508,198
Dodge & Cox	Dodge & Cox Stock	6,067,384
American	American Funds Europacific Growth	2,065,208
Dodge & Cox	Dodge & Cox International Stock	1,200,341
* Fidelity Investments	Fidelity Contrafund	5,790,313
* Fidelity Investments	Fidelity Equity Income	779,789
* Fidelity Investments	Fidelity Intermediate Bond	1,917,683
* Fidelity Investments	Fidelity Value	1,622,036
* Fidelity Investments	Fidelity Blue Chip Growth	2,624,396
* Fidelity Investments	Fidelity Diversified International	1,464,910
* Fidelity Investments	Fidelity Freedom Income	382,365
* Fidelity Investments	Fidelity Freedom 2000	352,971
* Fidelity Investments	Fidelity Freedom 2005	169,650
* Fidelity Investments	Fidelity Freedom 2010	4,301,971
* Fidelity Investments	Fidelity Freedom 2015	10,857,309
* Fidelity Investments	Fidelity Freedom 2025	14,621,069
* Fidelity Investments	Fidelity Freedom 2030	13,967,177
* Fidelity Investments	Fidelity Freedom 2035	10,107,900
* Fidelity Investments	Spartan International Index	2,245,017
* Fidelity Investments	Fidelity US Treasury Money Market	2,085,424
* Fidelity Investments	Fidelity Freedom 2040	10,184,185
* Fidelity Investments	Fidelity Freedom 2045	3,017,429
* Fidelity Investments	Fidelity Freedom 2050	1,271,831
* Fidelity Investments	Fidelity Freedom 2055	98,045
* Fidelity Investments	Fidelity Low Priced Stock	7,283,321
	Total other registered investment company funds	129,169,753
	Cash surrender value of life insurance:	
* Northwestern Mutual Life Insurance	Northwestern Mutual Life Insurance Company Policy #11163498, 7.90%, maturity on demand	45,589
* Northwestern Mutual Life Insurance	Northwestern Mutual Life Insurance Company Policy #11964385, 7.90%, maturity on demand	97,347
* Northwestern Mutual Life Insurance	Northwestern Mutual Life Insurance Company Policy #11613560, 7.90%, maturity on demand	137,625
	Total cash surrender value of life insurance	280,561
* Various participants	Participant loans (interest rates of 4.25% to 9.25%, maturity date through October 2027)	3,908,369
* Fidelity Investments	Fidelity BrokerageLink	37,291,288
	Total assets held at end of year	\$ 295,523,140

* Indicates a party-in-interest.

See accompanying independent auditors' report.

**VIRGINIA MASON MEDICAL CENTER
RETIREMENT PLAN**

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

December 31, 2012

Issuer	Description	Current value
	Registered investment company funds:	
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* Various participants	Participant loans (interest rates of 4.25% to 9.25%, maturity date through October 2027)	3,908,369
* Fidelity Investments	Fidelity BrokerageLink	37,291,288
	Total assets held at end of year	<u>\$ 295,523,140</u>

* Indicates a party-in-interest.

See accompanying independent auditors' report.

TR OF VA MASON MEDL CTR
BENEFITS SPECIALIST
MAIL STOP G3HR
PO BOX 900
SEATTLE WA 98111

Prepared: 01/15/13

**Insurance Premium and Commission Information
for Form 5500, Schedule A**

RE: VIRGINIA MASON CLINIC
Qualified Pension Plan/Trust Number: 30280

The table below provides the information for completing Form 5500, Schedule A for the following plan year: January 1, 2012 to December 31, 2012.

Schedule A - Part 1 Information Concerning Insurance Contract Coverage, Fees, and Commissions

Name of Insurance Carrier.....	Northwestern Mutual
EIN (Employee Identification Number).....	39-0509570
NAIC Code.....	67091
Identification Number.....	30280
Total amount of commissions paid.....	\$ 0.00
Total amount of fees paid.....	\$ 0.00

Amount of Sales and Base Commissions Paid to Financial Representative.....	No commissions or fees were paid during the reporting period.
---	--

Amount of Sales and Base Commissions Paid to Managing Director.....	No commissions or fees were paid during the reporting period.
--	--

Amount of Sales and Base Commissions Paid to Managing Partner.....	No commissions or fees were paid during the reporting period.
---	--

Schedule A - Part 2 Investment and Annuity Contract Information

The basis of premium rates can be found on the Actuarial Assumptions insert.	
Total premiums paid to carrier.....	\$ 7,026.61

Schedule A - Part 3 Welfare Benefit Contract Information

Part 3 is not applicable to Qualified Pension Plans/Trusts.

This report provides information for your plan administrator to prepare Form 5500, if required. The Northwestern Mutual Life Insurance Co. ("NM") and its affiliates do not prepare or file Form 5500 on behalf of your plan or provide other plan administration services. The information in this report does not in any way alter or supersede the terms of any policy, contract, confirmation or statement received from NM or its affiliates. This report does not constitute legal or tax advice. Please consult with your own advisor for specific legal or tax advice.

Qualified Pension Plan/Trust Number - 30280

"Northwestern Mutual" is the marketing name for The Northwestern Mutual Life Insurance Company, Milwaukee WI (life insurance, disability insurance, and annuities) and its subsidiaries and affiliates.

Primary Recipient:

TR OF VA MASON MEDL CTR
BENEFITS SPECIALIST
MAIL STOP G3HR
PO BOX 900
SEATTLE WA 98111



Form 5500, Schedule A Information Report - Qualified Pension Plan/Trust Change Form

If any of the following information for your plan has changed, please write the updated information in the space provided and return a copy of this form using the Fax or Mailing instructions provided below.

RE: Qualified Pension Plan/Trust Number 30280

PLAN SPONSOR INFORMATION *Note: Changing the primary plan/trust name or address will impact the name and address related to the plan/trust for all other servicing, such as billing, reporting, etc.*

Current	Revised
TR OF VA MASON MEDL CTR BENEFITS SPECIALIST MAIL STOP G3HR PO BOX 900 SEATTLE WA 98111	Enter Changes to Plan Sponsor Information

THIRD PARTY ADMINISTRATOR INFORMATION *Note: Changing the TPA name or address will apply to all TPA report mailings*

Current	Revised
	Enter Changes to Third Party Administrator Information

PLAN YEAR END DATE

Current	Revised
Plan Year End Date: 12-31	Indicate if Different: _____ / _____ MM/DD

PLAN TRUSTEE(S)

Current	Revised
KEY TRUST CO	Add Plan Trustee(s) Remove Plan Trustee(s)

SIGNATURE OF TRUSTEE

SIGNATURE OF TRUSTEE

DATE SIGNED (MM/DD/YYYY)

PRINT NAME OF TRUSTEE

CONTACT TELEPHONE NUMBER OF TRUSTEE

FAX TO

(414) 625-2632

MAIL TO

Northwestern Mutual
Investment Client Services Department
P.O. Box 2099
Milwaukee, WI 53201-2099



NM-01-0415--006-30280-VIR



Northwestern Mutual[®] INSURANCE PREMIUM & COMMISSION INFORMATION FOR FORM 5500, SCHEDULE A

Questions and Answers

Why are you receiving this report?

To assist you in complying with the reporting requirements of the Employee Retirement Income Security Act (ERISA), we are providing you the enclosed information needed to complete the Form 5500, Schedule A covering the most recent plan year for your Northwestern Mutual Qualified Pension Plan/Trust. When completed, the information entered on the Form 5500, Schedule A should pertain to the insurance contract or policy year ending with or within the plan year (for reporting purposes, a year cannot exceed 12 months).

Who should use this report?

Enclosed is information which the **Plan Administrator** may need to complete Form 5500, Schedule A for Qualified Pension Plans/Trusts.

Qualified Pension Plans/Trusts which are funded with Northwestern Mutual insurance and/or annuity contracts must file Form 5500, Schedule A - Insurance Information, as an attachment to their Return/Report of Employee Benefit Plan, IRS Form 5500 or Form 5500C/R.

Those Qualified Pension Plans/Trusts responsible for filing an Annual Return of One-Participant Pension Benefit Plan, IRS Form 5500-EZ, do **not** attach a Schedule A to the return and may therefore disregard this report.

Please note: Northwestern Mutual sends copies of the "Insurance Premium and Commission Information for Form 5500, Schedule A" directly to the Plan Administrator, and any third party administrators, as shown on our records. This information is not filed with the IRS or Department of Labor (DOL).

What premiums and commissions are included in this report?

The most important items provided on this report are the Commissions paid and the Total Premiums. As required by applicable regulations, the figures shown are based on Northwestern Mutual's ordinary business records for the plan year. Since the reporting period is on a strict plan year basis, Northwestern Mutual's report for any given plan year will not include any premiums received or commissions credited either before the plan year begins or after the plan year ends; and will not include any premiums received or commissions credited for pending or conditionally approved contracts until such time those contracts become 'in force' or active.

Example: Plan year end = 12/31. Payment is mailed on 12/28/12, but is not received at Northwestern Mutual until 01/03/13. This payment and commission will not be reflected on the 2012 Schedule A, but instead will be included on the 2013 Schedule A.

In addition, Northwestern Mutual Financial Representatives and Field Managers receive commissions or fees based on the amount and timing of premiums paid.

What are commissions and fees?

Commissions and Fees shown in Part 1 are compensation paid to a Financial Representative and/or Field Manager by Northwestern Mutual for premiums paid on life insurance policies and/or annuity contracts.

How are commissions and fees allocated to contracts?

Amounts shown under "Sales and Base Commissions," "Servicing Fees," and "Persistency Fees" relate only to the sale of a particular contract and are reported as actual dollars paid during the plan year for each contract held by your

plan . Amounts shown under "Other Compensation" include incentive compensation or benefits that are based on the sale of multiple contracts and are allocated to each contract using a formula. Specifically, a factor representing the average amount paid, as a percentage of commission, on all contracts sold by Northwestern Mutual that count toward qualifying for such compensation or benefits is multiplied by the commission eligible to generate such compensation or benefits that is paid on each contract held by your plan.

What to do if Northwestern Mutual's report figures do not agree with the trust/employer records?

There may be instances when Northwestern Mutual's report figures do not agree with the specific dollar amount of premium on the plan/trust/employer's records. There are valid reasons why these figures may differ, including, but not limited to, the scenarios mentioned in the "What Premiums and Commissions are included in This Report?" section, and general billing and accounting adjustments (credits and debits) made throughout the plan year. In these cases, the plan administrator should complete Schedule A using the amount that it believes to be correct. Although Northwestern Mutual is required to provide the premium information on its records to the employer, it is the responsibility of the plan administrator to determine the proper amount of premium to be reported on Schedule A.

Who to contact with questions:

For questions related to ERISA regulations or instructions for completing the Form 5500, Schedule A, we suggest you consult the booklet "Instructions for Form 5500," available free from your local IRS office. This publication is also available from the Publication Hotline at 1-866-444-EBSA (3272), or the Employee Benefits Security Administration (EBSA) website www.dol.gov/ebsa/5500main.html

For questions related to applicability of Form 5500, Schedule A filing requirements to your specific plan and/or organization, we suggest you consult with your organization's ERISA Advisor or Employee Benefits Plan Administrator, or your Northwestern Mutual Financial Representative.

For questions related specifically to the information contained on your **Insurance Premium and Commission Information for Form 5500, Schedule A** report, contact Northwestern Mutual Customer Service at 1-888-455-2232.



Northwestern Mutual®

720 East Wisconsin Avenue
Milwaukee, WI 53202

Actuarial Assumptions Used In Determining Insurance Contract Premiums

Interest, Mortality and Expense Factors upon Which Current Contract Premiums Are Based

For contracts issued by Northwestern Mutual, Milwaukee, WI, on or after January 1, 2013 in connection with Employee Trust Plans. Assumptions for contracts issued prior to January 1, 2013 may differ.

GENERAL ACCOUNT CONTRACTS

Policy/Contract Plan	Net Premium Interest Rate	Net Premium Mortality Table
Retirement Annuity with Insurance	4%	None
Guaranteed Interest Funds in VAs	1%	None
Single Premium Retirement Annuity	1%	None
90 Life & 65 Life	4%	2001 CSO** Smoker and Non-Smoker
Single Premium Life	4%	2001 CSO** Smoker and Non-Smoker
CompLife	4%	2001 CSO** Smoker and Non-Smoker
Term 10		2001 CSO** Preferred Structure Smoker and Non-Smoker
Term 80		
Level Term 10		
Level Term 20	4%	
Estate CompLife	4%	2001 CSO** Smoker and Non-Smoker
Survivorship CompLife	4%	2001 CSO** Smoker and Non-Smoker

SEPARATE ACCOUNT CONTRACTS

Policy/Contract Plan	Net Premium Interest Rate	Net Premium Mortality Rate
Variable Annuity Accounts A & B	None	None
Group Pension Annuity	None	None

Gross Premium Loading Formulas

Annuities: Expense loadings vary by contract and may be "front-end" loads or "back-end" withdrawal charges. Some front-end loads grade down by amount. Some contracts may have asset based charges and/or annual contract fees. All expense charges for the Separate Account contracts are described in the Prospectuses for these accounts.

Life insurance other than term: The expense loading is a percentage of the net premium plus a per thousand charge plus a policy fee. These charges vary by plan, age, duration, and underwriting classification. All expense charges for the Separate Account contracts are described in the Prospectuses.

Term life insurance: Gross premiums are tables of Maximum Premiums and Scheduled Premiums. The tables vary by plan, age, duration, and underwriting classification. The tables have been filed with the state insurance departments.

**CSO - Commissioners Standard Ordinary Mortality Table.