

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>MEMORIAL HEALTH SYSTEM OF EAST TEXAS 403(B) SAVINGS 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>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1998</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>01/01/1998</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>01/01/1998</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>MEMORIAL HEALTH SYSTEM OF EAST TEXAS</u> <u>1201 FRANK STREET</u> <u>LUFKIN, TX 75904</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>75-0755367</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>936-639-7790</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>622000</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>75-0755367</u>	2c Sponsor's telephone number <u>936-639-7790</u>	2d Business code (see instructions) <u>622000</u>	
2b Employer Identification Number (EIN) <u>75-0755367</u>					
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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	KEN MILLER Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		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 1990
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	1583
b Retired or separated participants receiving benefits.....	6b	1
c Other retired or separated participants entitled to future benefits.....	6c	396
d Subtotal. Add lines 6a , 6b , and 6c	6d	1980
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	1980
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	1501
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	200
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: 2L 2M		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

A Name of plan <u>MEMORIAL HEALTH SYSTEM OF EAST TEXAS 403(B) SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MEMORIAL HEALTH SYSTEM OF EAST TEXAS</u>	D Employer Identification Number (EIN) <u>75-0755367</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

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

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

LINCOLN NATIONAL CORPORATION

35-1140070

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 71	SERVICE PROVIDER	9038	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

MORGAN-KEEGAN

64-0474907

(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?
28	VENDOR-INVESTMENT SERVICE	20000	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
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE 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 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 MEMORIAL HEALTH SYSTEM OF EAST TEXAS 403(B) SAVINGS PLAN		B Three-digit plan number (PN) ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 MEMORIAL HEALTH SYSTEM OF EAST TEXAS		D Employer Identification Number (EIN) 75-0755367

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	3288	4411
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	21975	2
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	3918	
(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)	1973477	1916789
(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)	25177606	30266264
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	8899999	7940840

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	36080263	40128306

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	21976	1236
k Total liabilities (add all amounts in lines 1g through 1j)	1k	21976	1236

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	36058287	40127070
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	723364	
(B) Participants	2a(1)(B)	2722998	
(C) Others (including rollovers)	2a(1)(C)	162765	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		3609127
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	6	
(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)	85383	
(F) Other	2b(1)(F)	127200	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		212589
(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)	432689	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		432689
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(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)		3194173
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		7448578

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3370757	
(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)		3370757
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)	9038	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		9038
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		3379795

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		4068783
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: **AXLEY & RODE**

(2) EIN: **75-0767305**

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		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	X		

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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

A Name of plan <u>MEMORIAL HEALTH SYSTEM OF EAST TEXAS 403(B) SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MEMORIAL HEALTH SYSTEM OF EAST TEXAS</u>	D Employer Identification Number (EIN) <u>75-0755367</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>51-6502293</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>155</u>

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

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

Part III	Amendments
-----------------	-------------------

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- a** Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

FINANCIAL STATEMENTS
WITH INDEPENDENT AUDITORS' REPORT
MEMORIAL HEALTH SYSTEM OF EAST TEXAS
403(b) SAVINGS PLAN
Lufkin, Texas

December 31, 2012 and 2011

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INDEPENDENT AUDITORS' REPORT

Retirement Committee of
Memorial Health System of East Texas
403(b) Savings Plan
Lufkin, Texas

We were engaged to audit the accompanying financial statements of the Memorial Health System of East Texas 403(b) Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, the related statement of changes in net assets available for benefits for the year ended December 31, 2012 and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan 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 error or fraud.

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 H, which was certified by Wilmington Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significant 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

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets held at year end, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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

Lufkin, Texas
October 10, 2013


CERTIFIED PUBLIC ACCOUNTANTS

MEMORIAL HEALTH SYSTEM OF EAST TEXAS 403(B) SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	DECEMBER 31,	
	2012	2011
ASSETS		
Investments, at Fair Value:		
Cash	\$ 4 411	\$ 3 288
Money market	141 974	3 918
Mutual funds	30 124 290	25 177 605
Lincoln Stable Value Fund	7 940 840	8 899 998
TOTAL INVESTMENTS	<u>38 211 515</u>	<u>34 084 809</u>
Receivables:		
Participant contributions	-	-
Employer contributions	-	-
Notes receivable from participants	1 916 789	1 973 477
Interest and dividends receivable	2	21 819
Other receivable	-	157
TOTAL ASSETS	<u>40 128 306</u>	<u>36 080 262</u>
LIABILITIES		
Other payables	1 236	21 975
TOTAL LIABILITIES	<u>1 236</u>	<u>21 975</u>
NET ASSETS AVAILABLE FOR PLAN BENEFITS	<u>\$ 40 127 070</u>	<u>\$ 36 058 287</u>

The accompanying notes are an integral part of these financial statements.

MEMORIAL HEALTH SYSTEM OF EAST TEXAS 403(B) SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2012

ADDITIONS

Additions to Net Assets Attributed to Investment Income:

Net appreciation in fair value of investments	\$ 3 194 173
Interest and dividends	<u>559 895</u>
	<u>3 754 068</u>

Interest income on notes receivable from participants	<u>85 383</u>
---	---------------

Contributions:

Participant	2 722 998
Rollovers	162 765
Employer	<u>723 364</u>
	<u>3 609 127</u>

TOTAL ADDITIONS	<u>7 448 578</u>
-----------------	------------------

DEDUCTIONS

Deductions from Net Assets Attributed to:

Benefits paid to participants	3 370 757
Administrative expense	<u>9 038</u>

TOTAL DEDUCTIONS	<u>3 379 795</u>
------------------	------------------

NET INCREASE	4 068 783
--------------	-----------

Net Assets Available for Benefits:

Beginning of year	<u>36 058 287</u>
END OF YEAR	<u>\$ 40 127 070</u>

The accompanying notes are an integral part of this financial statement.

NOTES TO FINANCIAL STATEMENTS
MEMORIAL HEALTH SYSTEM OF EAST TEXAS 403(B) SAVINGS PLAN

NOTE A - DESCRIPTION OF PLAN

The following description of the Memorial Health System of East Texas ("Company") 403(b) Savings Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

1. General. Effective January 1, 1995, the Company elected to begin the above-mentioned Plan. The Plan is a defined contribution Plan covering all of the Company's employees who work full time and PRN employees. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").
2. Contributions. Participants may elect to contribute a percentage of their compensation, as defined in the Plan. Participants may also contribute amounts representing distributions from other types of retirement Plans (rollovers) subject to special rules. The Company matches from 25% to 50%, based upon years of service, of the Participant's contributions, up to a maximum of 6% of compensation, as defined. The Plan does not call for matching payments to PRN employees. The Company is also authorized to make discretionary contributions to the Plan. Contributions are subject to certain limitations.
3. Participant Accounts. Each participant's account is credited with the participant's contribution and the Company's contribution. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.
4. Vesting. Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts plus actual earnings thereon is based on years of participation in the Plan. A participant is 100 percent vested after three years of full time service.
5. Investment Options. Participants have the option of investing their contributions among one or all of the available mutual funds and one unallocated stable value annuity fund. Participants may transfer some or all of the balances out of any fund into one or any combination of the other funds. Participants may change their election options at any time during the year.
6. Participant Notes Receivable. Participants may borrow a minimum of \$1,000 up to a maximum equal to 50 percent of their nonforfeitable account balance from their fund accounts up to \$50,000. Loan terms range from 1-5 years. The loans are secured by the vested balance in the participant's account and bear interest at the then prime rate for loans of a similar type. Principal and interest is paid ratably through monthly payroll deductions.
7. Payment of Benefits. On termination of service due to death, disability or retirement, a participant will receive an amount equal to the value of the participant's vested interest in his or her account. Distributions will be either in a lump sum, partial lump sum, installment or in the form of an annuity.
8. Forfeited Accounts. If a participant terminates service prior to becoming fully vested, the unvested portion of employer contributions and earnings is forfeited. The forfeited amount will be utilized by the Plan to offset plan expenses and employer contributions.

NOTES TO FINANCIAL STATEMENTS - CONTINUED
MEMORIAL HEALTH SYSTEM OF EAST TEXAS 403(B) SAVINGS PLAN

NOTE A - DESCRIPTION OF PLAN - CONTINUED

A summary of activity in the forfeiture account for the periods presented is as follows:

Balance December 31, 2010	\$ 307 920
Forfeitures lost	92 986
Employer contributed reinstatements	49 918
Forfeitures reinstated	(3 862)
Investment earnings	1 478
Used for employer contribution	<u>(437 579)</u>
Balance December 31, 2011	10 861
Forfeitures lost	40 025
Other	3 162
Investment earnings	481
Used for employer contribution	<u>(54 410)</u>
Balance December 31, 2012	<u><u>\$ 119</u></u>

NOTE B - SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting in all material respects.

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Shares of registered investment companies are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation in the fair value of the investments indicates the Plan's gains and losses on investments bought and sold as well as held during the year.

See Note E for accounting policies concerning the Lincoln Stable Value Fund.

Payment of Benefits

Benefits are recorded when paid.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance. Accrued but unpaid interest is not considered significant for accrual. Delinquent participant loans are reclassified as distributions based on the terms of the Plan document.

Subsequent Events

Management has evaluated subsequent events through October 10, 2013, the date the financial statements were available to be issued.

NOTE C - FAIR VALUE MEASUREMENT

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although 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.

NOTES TO FINANCIAL STATEMENTS - CONTINUED
MEMORIAL HEALTH SYSTEM OF EAST TEXAS 403(B) SAVINGS PLAN

NOTE C - FAIR VALUE MEASUREMENT - CONTINUED

The fair value measurement accounting literature establishes a fair value hierarchy that 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 Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value; Level 3 inputs were only used when Level 1 or Level 2 inputs were not available. The three levels of the fair value hierarchy are as follows:

- **Level 1** inputs are unadjusted quoted prices in active markets for identical assets or liabilities that the Plan has the ability to access at the measurement date. Investments whose values are based on quoted market prices in active markets, and whose values are therefore classified as Level 1 prices, include active listed equities. Investments in underlying mutual funds are valued at their Net Asset Value (NAV) daily and are classified as Level 1 prices.
- **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 (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.).
- **Level 3** inputs are unobservable inputs (including Wilmington Trust Company's own assumption in determining the fair value of investments) for the asset or liability. Investments whose values are classified as Level 3 prices have significant unobservable inputs, as they may trade infrequently or not at all. When observable prices are not available for these securities, the Funds use one or more valuation techniques for which sufficient and reliable data is available. See the discussion below regarding the Lincoln Stable Value Fund.

The following is a summary of the valuation as of December 31, 2012 and 2011 for the Funds based upon the three levels defined above as certified by the Trustee (Note H):

	LEVEL 1 - QUOTED PRICES	LEVEL 2 - OTHER SIGNIFICANT OBSERVABLE INPUTS	LEVEL 3 - SIGNIFICANT UNOBSERVABLE INPUTS	TOTAL
<u>December 31, 2012</u>	INVESTMENT SECURITIES	INVESTMENT SECURITIES	INVESTMENT SECURITIES	INVESTMENT SECURITIES
<u>FUND NAME</u>				
Money Market	\$ 141 974	\$ -	\$ -	\$ 141 974
Mutual Funds:				
Index Funds	3 335 058	-	-	3 335 058
International Bond Funds	3 674 146	-	-	3 674 146
International Value Funds	1 730 538	-	-	1 730 538
Overseas Funds	2 247 539	-	-	2 247 539
Socially Responsive Funds	44 582	-	-	44 582
Investment Income Funds	5 613 332	-	-	5 613 332
Diversified Income Funds	1 552 394	-	-	1 552 394
Convertible Funds	3 278 639	-	-	3 278 639
Contrafunds	5 339 742	-	-	5 339 742
Strategic Allocation Funds	255 374	-	-	255 374
Small Companies Funds	599 547	-	-	599 547
Developing Markets Funds	2 453 399	-	-	2 453 399
TOTAL MUTUAL FUNDS	30 124 290	-	-	30 124 290
Lincoln Stable Value Fund	-	-	7 940 840	7 940 840
	\$ 30 266 264	\$ -	\$ 7 940 840	\$ 38 207 104

NOTES TO FINANCIAL STATEMENTS - CONTINUED
MEMORIAL HEALTH SYSTEM OF EAST TEXAS 403(B) SAVINGS PLAN

NOTE C - FAIR VALUE MEASUREMENT - CONTINUED

<u>December 31, 2011</u>	LEVEL 1 - QUOTED PRICES	LEVEL 2 - OTHER SIGNIFICANT OBSERVABLE INPUTS	LEVEL 3 - SIGNIFICANT UNOBSERVABLE INPUTS	TOTAL
FUND NAME	INVESTMENT SECURITIES	INVESTMENT SECURITIES	INVESTMENT SECURITIES	INVESTMENT SECURITIES
Money Market	\$ 3 918	\$ -	\$ -	\$ 3 918
Mutual Funds:				
Index Funds	2 960 438	-	-	2 960 438
International Bond Funds	3 714 247	-	-	3 714 247
International Value Funds	1 569 411	-	-	1 569 411
Overseas Funds	2 452 430	-	-	2 452 430
Socially Responsive Funds	48 623	-	-	48 623
Investment Income Funds	4 083 112	-	-	4 083 112
Diversified Income Funds	511 074	-	-	511 074
Convertible Funds	2 677 992	-	-	2 677 992
Contrafunds	4 669 869	-	-	4 669 869
Strategic Allocation Funds	241 494	-	-	241 494
Small Companies Funds	535 444	-	-	535 444
Developing Markets Funds	1 713 471	-	-	1 713 471
TOTAL MUTUAL FUNDS	25 177 605	-	-	25 177 605
Lincoln Stable Value Fund	-	-	8 899 998	8 899 998
	\$ 25 181 523	\$ -	\$ 8 899 998	\$ 34 081 521

The unallocated fixed group annuity contract with an insurance company is not actively traded and significant other observable inputs are not available. Fair value of the Lincoln Stable Value Fund is considered to be the contract value. The following table provides further details of the Level 3 fair value measurements.

	LINCOLN STABLE VALUE FUND
<u>December 31, 2012</u>	
Beginning balance	\$ 8 899 998
Total gains or losses (realized and unrealized) included in changes in net assets available for benefits	-
Purchases	2 094 262
Sales	(3 039 171)
Settlements	(14 249)
ENDING BALANCE	\$ 7 940 840
<u>December 31, 2011</u>	
Beginning balance	\$ 8 116 122
Total gains or losses (realized and unrealized) included in changes in net assets available for benefits	-
Purchases	5 313 784
Sales	(4 529 908)
Settlements	-
ENDING BALANCE	\$ 8 899 998

NOTE D - INVESTMENTS

The Plan's investments are held by a bank-administered trust fund (Note H). Investments that represent 5% or more, for either year, of the Plan's net assets are separately identified.

NOTES TO FINANCIAL STATEMENTS - CONTINUED
MEMORIAL HEALTH SYSTEM OF EAST TEXAS 403(B) SAVINGS PLAN

NOTE D - INVESTMENTS - CONTINUED

	DECEMBER 31,	
	2012	2011
Investments at Fair Value as Determined by Quoted Market Price:		
Lincoln Stable Value Account	\$ 7 940 840	\$ 8 899 998
Oppenheimer International Bond	3 674 146	3 714 247
Calamos Convertible Fund	3 278 639	2 677 992
Columbia Midcap Index Fund Class A	2 652 646	2 276 646
Fidelity Contrafund	5 339 742	4 669 869
First Eagle Overseas	2 247 539	2 452 430
Fundamental Investment Income	5 613 332	4 083 112
Oppenheimer Developing Markets Fund	2 453 399	-
Other - Under 5% Investments	5 006 821	5 307 227
TOTAL INVESTMENTS	\$ 38 207 104	\$ 34 081 521

During 2012, the Plan's investments bought, sold, and held during the year appreciated (realized and unrealized) in value by \$3,194,173 and received interest and dividend income of \$559,895.

NOTE E - GROUP ANNUITY CONTRACT WITH INSURANCE COMPANY

The Plan invests in an unallocated fixed group annuity contract referred to in these financial statements as the Lincoln Stable Value Fund. The sponsor of the contract is Lincoln National Life Insurance Company (Lincoln). Lincoln maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals. The contract is included in the financial statements at contract value (assumed to be fair value) as reported to the Plan by Lincoln. As the group annuity contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the group annuity contract. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value if the withdrawal is in accordance with the contract provisions. The group annuity contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

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 0%. Such interest rates are reviewed on a quarterly basis for resetting.

Certain events limit the Plan's ability to transact at contract value with Lincoln. Such events include the following: (a) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (b) 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 (c) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under the Employee Retirement Income Security Act of 1974, or (d) certain events causing a decline in workforce by more than 20%. The Plan administrator does not believe that any events that would limit the Plan's ability to transact at contract value with Plan participants are probable of occurring. The group annuity contract also has certain restrictions on and methods of withdrawal.

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

	2012	2011
Average Yields:		
Based on actual earnings	1.75%	3.00%
Based on interest rate credited to participants	1.75%	3.00%

NOTES TO FINANCIAL STATEMENTS - CONTINUED
MEMORIAL HEALTH SYSTEM OF EAST TEXAS 403(B) SAVINGS PLAN

NOTE F - PLAN ADMINISTRATION

Certain administrative costs are paid for by the Plan sponsor and not reimbursed by the Plan. These include employee and other overhead expenses.

NOTE G - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts.

NOTE H - INVESTMENTS AND RELATED TRANSACTIONS

As of December 31, 2012 and 2011, Wilmington Trust was the corporate trustee of the Plan. Financial information relating to the Plan assets is included in the accompanying financial statements based on information provided by the trustee. Total investment assets as of December 31, 2012 and 2011 were \$38,207,104 and \$34,081,521, respectively, according to the trustee. Total investment assets as well as all related transactions and income (net appreciation in fair value of investments and interest and dividends) of the Plan were certified as complete and accurate by the trustee.

The following is a reconciliation of total assets and investment income certified by the trustee to net assets available for plan benefits and investment income as reported in the financial statements:

	DECEMBER 31,	
	2012	2011
Total investment assets certified by the trustee	\$ 38 207 104	\$ 34 081 521
Total cash certified by the trustee	4 411	3 288
Total investment income receivable certified by the trustee	2	21 976
Notes receivable from participants certified by the trustee	1 916 789	1 973 477
Participant contributions receivable	-	-
Employer contributions receivable	-	-
Other payables	(1 236)	(21 975)
NET ASSETS AVAILABLE FOR PLAN BENEFITS	<u>\$ 40 127 070</u>	<u>\$ 36 058 287</u>
Investment income certified by the trustee	<u>\$ 3 754 068</u>	
INVESTMENT INCOME AS REPORTED IN THE FINANCIAL STATEMENTS	<u>\$ 3 754 068</u>	
Interest income on notes receivable from participants certified by the trustee	<u>\$ 85 383</u>	
INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS IN THE FINANCIAL STATEMENTS	<u>\$ 85 383</u>	

NOTE I - TAX STATUS

The Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code.

NOTES TO FINANCIAL STATEMENTS - CONTINUED
MEMORIAL HEALTH SYSTEM OF EAST TEXAS 403(B) SAVINGS PLAN

NOTE J - TERMINATED PARTICIPANTS

As of December 31, 2012, the Plan held accounts of participants who have withdrawn from the Plan but who have not yet withdrawn their funds totaling approximately \$6,800,000.

NOTE K - RISKS AND UNCERTAINTIES

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

NOTE L - PARTY-IN-INTEREST

The Plan invests in a fund managed by Lincoln Financial Group and a money market account managed by Wilmington Trust. Lincoln Financial Group is the Third Party Administrator and Wilmington Trust is the Trustee. As such, transactions related to these investments qualify as party-in-interest transactions.

SUPPLEMENTARY INFORMATION

SCHEDULE H PART IV, LINE4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
MEMORIAL HEALTH SYSTEM OF EAST TEXAS 403(B) SAVINGS PLAN
December 31, 2012

EIN #75-0755367
PN #002

(a)	(b) IDENTITY OF ISSUE BORROWER, LESSOR OR SIMILAR PARTY	(c) DESCRIPTION OF INVESTMENT INCLUDING MATURITY DATE RATE OF INTEREST, COLLATERAL PAR OR MATURITY VALUE	**		(e) CURRENT VALUE
			(d) COST		
*	Lincoln Financial	Stable Value Fund	\$ -	\$	7 940 840
	AIM Trimark	Small Companies Fund Class A	-		599 547
	American Century	Strategic Allocation Moderate	-		255 374
	Calamos	Convertible Fund	-		3 278 639
	Columbia	Midcap Index Fund Class A	-		2 652 646
	Delaware	Diversified Income Class A	-		1 552 394
	Fidelity	Contrafund Diversified Income Class A	-		5 339 742
	First Eagle	Overseas Fund Class A	-		2 247 539
	Fundamental	Investment Income Class R-3	-		5 613 332
	Neuberger and Berman	Berman Socially Responsive Fund	-		44 582
	Oppenheimer	International Bond Fund Class A	-		3 674 146
	Oppenheimer	Developing Markets Fund Class A	-		2 453 399
	Thornburg	International Value Fund	-		1 730 538
	Vanguard	Index Trust 500	-		682 412
*	Wilmington	Prime Money Market Fund	-		141 974
	Participant Loans	Rate 4.25% to 9.25%	-		1 916 789
			\$ -	\$	40 123 893

* Party-in-interest

** Column not applicable as this is an individual account plan that a participant or beneficiary directed with respect to assets allocated to his or her account.

See independent auditors' report.

SCHEDULE H PART IV, LINE4i
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MEMORIAL HEALTH SYSTEM OF EAST TEXAS 403(B) SAVINGS PLAN
December 31, 2012

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