

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2012
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year 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>THE ST. LUKE HOSPITALS, INC. PENSION PLAN</u>	1b Three-digit plan number (PN) ▶ <u>005</u> 1c Effective date of plan <u>01/01/1966</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ST. ELIZABETH MEDICAL CENTER, INC.</u> <u>20 MEDICAL VILLAGE DRIVE</u> <u>SUITE 271</u> <u>EDGEWOOD, KY 41017</u>	2b Employer Identification Number (EIN) <u>61-0445850</u> 2c Sponsor's telephone number <u>859-301-5296</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.	<u>10/15/2013</u>	<u>MARTIN OSCADAL</u>
	Signature of plan administrator	Date	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 2355
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 1003	
b Retired or separated participants receiving benefits.....	6b 452	
c Other retired or separated participants entitled to future benefits.....	6c 833	
d Subtotal. Add lines 6a , 6b , and 6c	6d 2288	
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 40	
f Total. Add lines 6d and 6e	6f 2328	
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 0	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1G 1I 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) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	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

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>THE ST. LUKE HOSPITALS, INC. PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>005</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>ST. ELIZABETH MEDICAL CENTER, INC.</u>	D Employer Identification Number (EIN) <u>61-0445850</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>
2	Assets:
a	Market value 2a <u>51771729</u>
b	Actuarial value 2b <u>52697588</u>
3	Funding target/participant count breakdown:
a	For retired participants and beneficiaries receiving payment 3a <u>465</u> <u>15854262</u>
b	For terminated vested participants 3b <u>776</u> <u>12477842</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>294962</u>
(2)	Vested benefits 3c(2) <u>25415209</u>
(3)	Total active 3c(3) <u>1114</u> <u>25710171</u>
d	Total 3d <u>2355</u> <u>54042275</u>
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 <u>7.10 %</u>
6	Target normal cost 6 <u>250000</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<u>08/02/2013</u>
Signature of actuary	Date
<u>PAUL W. FOLEY, A.S.A., E.A.</u>	<u>11-05775</u>
Type or print name of actuary	Most recent enrollment number
<u>TRANSAMERICA</u>	<u>508-903-6016</u>
Firm name	Telephone number (including area code)
<u>24 PRIME PARK WAY, SUITE 400</u> <u>NATICK, MA 01760-1528</u>	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	16148
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	16148
10 Interest on line 9 using prior year's actual return of <u>1.05</u> %	0	170
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		3577958
b Interest on (a) using prior year's effective interest rate of <u>6.36</u> % except as otherwise provided (see instructions)		227558
c Total available at beginning of current plan year to add to prefunding balance		3805516
d Portion of (c) to be added to prefunding balance		3805516
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	3821834

Part III Funding Percentages		
14 Funding target attainment percentage	14	90.43 %
15 Adjusted funding target attainment percentage	15	90.43 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	80.00 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
03/06/2012	346000				
06/18/2012	346000				
09/25/2012	589000				
01/15/2013	589000				
			Totals ►	18(b)	1870000
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	1785683
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No		
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No		
c If line 20a is "Yes," see instructions and complete the following table as applicable:		

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	250000	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	5166521	1285167	
b Waiver amortization installment			
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month <u>06</u> Day <u>24</u> Year <u>2013</u>) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	1535167	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	1535167	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	1785683	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	250516	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b		
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

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 THE ST. LUKE HOSPITALS, INC. PENSION PLAN	B Three-digit plan number (PN) ▶ 005
C Plan sponsor's name as shown on line 2a of Form 5500 ST. ELIZABETH MEDICAL CENTER, INC.	D Employer Identification Number (EIN) 61-0445850

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
DIVERSIFIED RETIREMENT CORPORATION

13-3689044

(b) Enter name and EIN or address of person who provided you disclosure 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)

DIVERSIFIED RETIREMENT CORPORATION

13-3689044

(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?
11 12 15 28 38 50 59 61 62 63 64	RECORDKEEPER	81200	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

SEI INVESTMENTS

1 FREEDOM VALLEY DRIVE
PO BOX 1100
OAKS, PA 19456

(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?
19 24 25 28 51	RECORDKEEPER	117858	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

JPMORGAN CHASE

61-0445850

(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?
33 71	SECURITIES BROKER	201819	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.	

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 D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration		DFE/Participating Plan 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 <div>2012</div> 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 THE ST. LUKE HOSPITALS, INC. PENSION PLAN				B Three-digit plan number (PN) 005	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 ST. ELIZABETH MEDICAL CENTER, INC.				D Employer Identification Number (EIN) 61-0445850	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: COMMON COLLECTIVE TRUST FUNDS					
b Name of sponsor of entity listed in (a): DIVERSIFIED RETIREMENT CORPORATION					
c EIN-PN 13-3689044-001		d Entity code C		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 736102	
a Name of MTIA, CCT, PSA, or 103-12 IE: OPPORTUNITY COLLECTIVE FUND					
b Name of sponsor of entity listed in (a): SEI					
c EIN-PN 51-6567688-015		d Entity code C		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3781043	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule D (Form 5500) 2012 v. 120126

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

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

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

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

SCHEDULE H (Form 5500) <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 <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>THE ST. LUKE HOSPITALS, INC. PENSION PLAN</u>		B Three-digit plan number (PN) ► <u>005</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ST. ELIZABETH MEDICAL CENTER, INC.</u>		D Employer Identification Number (EIN) <u>61-0445850</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	4656000	589000
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)	67896	62553
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)		
	(9) Value of interest in common/collective trusts.....	1c(9)	138499	736102
	(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)	43274572	52449976
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)	3689794	3781043

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	51826761	57618674

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	130000	
i Acquisition indebtedness	1i		
j Other liabilities	1j	42920	56448
k Total liabilities (add all amounts in lines 1g through 1j)	1k	172920	56448

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	51653841	57562226
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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)	1870000	
(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)		1870000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	17	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	8939	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		8956
(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)	1450869	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1450869
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	6391334	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	6391334	
(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)		

		(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)		4764524
c Other income.....	2c		91249
d Total income. Add all income amounts in column (b) and enter total.....	2d		8185598

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1986336	
(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)		1986336
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)	39000	
(2) Contract administrator fees	2i(2)	42200	
(3) Investment advisory and management fees	2i(3)	117858	
(4) Other	2i(4)	201819	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		400877
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2387213

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		5798385
l Transfers of assets:			
(1) To this plan.....	2l(1)		110000
(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: ERNST & YOUNG

(2) EIN: 34-6565596

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.).....			
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

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>THE ST. LUKE HOSPITALS, INC. PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>005</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ST. ELIZABETH MEDICAL CENTER, INC.</u>	D Employer Identification Number (EIN) <u>61-0445850</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>13-3689044</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>5</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
--	-----------------------------------	-----------------------------------	-------------------------------	--

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

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: 58.5% Investment-Grade Debt: 34.1% High-Yield Debt: 7.4% 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 AND
SUPPLEMENTAL SCHEDULES

The St. Luke Hospitals, Inc. Pension Plan
Years Ended December 31, 2012 and 2011
With Report of Independent Auditors

Ernst & Young LLP



The St. Luke Hospitals, Inc. Pension Plan
Financial Statements and Supplemental Schedules

Years Ended December 31, 2012 and 2011

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Report of Independent Auditors

The Plan Administrator
The St. Luke Hospitals, Inc. Pension Plan

Report on the Financial Statements

We were engaged to audit the accompanying statements of net assets available for benefits of The St. Luke Hospitals, Inc. Pension Plan as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended and the statement of accumulated plan benefits as of December 31, 2011, and the related statement of changes in accumulated plan benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States. Because of the 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 certified investment information described in Note 5, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the entity that certified the investment information meets the requirements of 29 CFR 2520.103-8. The plan administrator has obtained certifications as of December 31, 2012 and 2011, and for the years then ended, stating that the investment information provided to the plan administrator is complete and accurate.

Disclaimer of Opinion on Financial Statements

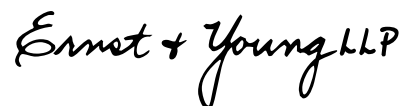
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Disclaimer of Opinion on Supplemental Schedules

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

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the certified investment information, have been audited by us in accordance with auditing standards generally accepted in the United States 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.

A handwritten signature in black ink that reads 'Ernst & Young LLP'.

October 10, 2013

The St. Luke Hospitals, Inc. Pension Plan

Statements of Net Assets Available for Benefits

	December 31	
	2012	2011
Assets		
Investments:		
Common/collective trust	\$ 736,102	\$ 138,499
Mutual funds	52,449,976	43,274,572
Hedge fund of funds	3,781,043	3,689,794
	<u>56,967,121</u>	<u>47,102,865</u>
Receivables:		
Contribution from employer	589,000	4,656,000
Accrued income	62,553	67,896
	<u>651,553</u>	<u>4,723,896</u>
Total assets	<u>\$ 57,618,674</u>	<u>\$ 51,826,761</u>
Liabilities		
Payable to St. Elizabeth Medical Center, Inc.	\$ —	\$ 130,000
Accrued administrative expenses	56,448	42,920
Total liabilities	<u>56,448</u>	<u>172,920</u>
Net assets available for benefits	<u>\$ 57,562,226</u>	<u>\$ 51,653,841</u>

See accompanying notes.

The St. Luke Hospitals, Inc. Pension Plan

Statements of Changes in Net Assets Available for Benefits

	Year Ended December 31	
	2012	2011
Additions		
Investment income:		
Interest and dividends	\$ 1,459,825	\$ 1,315,662
Net appreciation (depreciation) in fair value of investments	4,855,773	(861,406)
	<u>6,315,598</u>	<u>454,256</u>
Contributions:		
Employer	1,980,000	6,282,533
Total additions	<u>8,295,598</u>	<u>6,736,789</u>
Deductions		
Benefits paid	1,986,336	1,742,318
Administrative expenses	400,877	315,918
Total deductions	<u>2,387,213</u>	<u>2,058,236</u>
Net increase	5,908,385	4,678,553
Net assets available for benefits:		
Beginning of year	51,653,841	46,975,288
End of year	<u>\$ 57,562,226</u>	<u>\$ 51,653,841</u>

See accompanying notes.

The St. Luke Hospitals, Inc. Pension Plan

Statement of Accumulated Plan Benefits

December 31, 2011

Actuarial present value of accumulated plan benefits:

Vested benefits:

Participants currently receiving benefits

\$ 14,624,421

Other participants

33,569,717

Total vested retirement benefits

48,194,138

Nonvested death and disability benefits

290,654

Total actuarial present value of accumulated plan benefits

\$ 48,484,792

See accompanying notes.

The St. Luke Hospitals, Inc. Pension Plan
Statement of Changes in Accumulated Plan Benefits

Year Ended December 31, 2011

Actuarial present value of accumulated plan benefits at beginning of year	\$ 43,852,767
Increase (decrease) during the year attributed to:	
Change in actuarial assumptions	2,755,760
Actuarial experience	(36,364)
Increase for interest due to the decrease in the discount year	3,654,947
Benefits paid	<u>(1,742,318)</u>
Net increase	<u>4,632,025</u>
Actuarial present value of accumulated plan benefits at end of year	<u><u>\$ 48,484,792</u></u>

See accompanying notes.

The St. Luke Hospitals, Inc. Pension Plan

Notes to Financial Statements

December 31, 2012

1. Description of Plan

The following description of The St. Luke Hospitals, Inc. Pension Plan (the Plan) provides general information about the Plan's provisions. St. Elizabeth Medical Center, Inc. (St. Elizabeth Healthcare) is the plan sponsor. Participants should refer to the plan document and summary plan description for a more complete description of the provisions of the Plan, copies of which may be obtained from the plan sponsor.

General

Effective October 27, 2008, The St. Luke Hospitals, Inc. (St. Luke) merged into St. Elizabeth Healthcare. This was accomplished by a statutory merger between the two corporations with the surviving corporation being St. Elizabeth Healthcare.

St. Luke previously participated in a Joint Operating Agreement (JOA) with the Health Alliance of Greater Cincinnati (the Health Alliance). Effective February 20, 2009, St. Elizabeth Healthcare created the Plan, which covers certain former Health Alliance employees who, in conjunction with the St. Luke merger with St. Elizabeth Healthcare, became employees of St. Elizabeth Healthcare.

The Plan consists of the provisions of the existing Health Alliance Retirement Plan. Consistent with the terms of the Health Alliance Retirement Plan, all benefits accrued by the St. Luke employees and retirees under the Plan were "frozen" as of December 13, 2008, and the Plan does not and shall not provide for any service after that date.

The Plan is a cash balance, defined-benefit plan. The Plan provides for retirement, death, and disability benefits and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

St. Elizabeth Healthcare's Board of Trustees has appointed an Administrative Committee of the Plan to serve as the plan administrator and fiduciary of the Plan. The investment policy of the Plan is approved by St. Elizabeth Healthcare's Finance and Investment Committee, which reports to the Board of Trustees. SEI Private Trust Company and State Street Bank and Trust Company are the trustees of the Plan. Diversified Investment Advisors, Inc. administers the benefit payments and serves as the Plan's actuary.

The St. Luke Hospitals, Inc. Pension Plan

Notes to Financial Statements (continued)

1. Description of Plan (continued)

Eligibility and Vesting

All St. Luke employees as of December 13, 2008, and former employees who were participating in the Health Alliance Retirement Plan became participants in the Plan on February 20, 2009. At the time of the spin-off, active participants became fully vested in their accrued benefits.

Benefits

Benefits are calculated in accordance with the provisions of the prior Health Alliance Retirement Plan as they applied to the St. Luke employees who participated in the Health Alliance Retirement Plan.

Participants may elect to receive the value of their accumulated plan benefits as a lump-sum distribution upon retirement or termination, or they may elect to receive their benefits as a life annuity payable monthly. If an active employee dies at age 55 or older, a death benefit equal to the value of the employee's accumulated pension benefits is paid to the employee's beneficiary. Active employees who become totally disabled receive annual disability benefits that are equal to the normal retirement benefit they have accumulated as of the time they became disabled. Disability benefits are paid until normal retirement age, at which time disabled participants begin receiving normal retirement benefits computed as though they had been employed through normal retirement age, with their annual compensation remaining the same as of the time they became disabled.

Funding

The Company contributes such amounts as are necessary to provide assets sufficient to meet the benefits to be paid to participants and satisfy the ERISA minimum funding requirements. The Plan has met the ERISA minimum funding requirements for 2012 and 2011.

Plan Termination

Although it has not expressed an intention to do so, St. Elizabeth Healthcare reserves the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. Upon termination, the net assets of the Plan will be allocated for payment to the participants in an order of priority as prescribed by ERISA and its related regulations and the plan document.

The St. Luke Hospitals, Inc. Pension Plan

Notes to Financial Statements (continued)

1. Description of Plan (continued)

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated plan benefits and may also depend on the financial condition of St. Elizabeth Healthcare and the level of benefits guaranteed by the Pension Benefit Guaranty Corporation (PBGC) as well as the priority of those benefits. Some benefits may be fully or partially provided for by the then-existing net assets of the Plan and the PBGC guarantee, while other benefits may not be provided for at all.

2. Summary of Significant Accounting Policies

Basis of Accounting

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

Payment of Benefits

Benefits are recorded when paid.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States (U.S. GAAP) requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes and supplemental schedules. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See Note 4 for further discussion and disclosures related to fair value measurements.

The St. Luke Hospitals, Inc. Pension Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

In accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820 (ASC 820), *Fair Value Measurements and Disclosures*, assets and liabilities measured at fair value are categorized into the following fair value hierarchy:

- Level 1 – Fair value is based on unadjusted quoted prices for identical assets or liabilities in an active market that the Plan has the ability to access at the measurement date.
- Level 2 – Fair value is based on quoted prices in markets that are not active, quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.
- Level 3 – Fair value is based on prices or valuation techniques that require inputs that are both significant to the fair value measurements and unobservable. These inputs reflect management's judgment about the assumptions that a market participant would use in pricing the investment and are based on the best available information, some of which may be internally developed.

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

In order to meet the requirements of ASC 820, the Plan utilizes three basic valuation approaches to determine the fair value of its assets and liabilities required to be recorded at fair value. The first approach is the cost approach. The cost approach is generally the value a market participant would expect to replace the respective asset or liability. The second approach is the market approach. The market approach looks at what a market participant would consider an exact or similar asset or liability to that of the Plan, including those traded on exchanges, to be valued at. The third approach is the income approach. The income approach uses estimation techniques to determine the estimated future cash flows of the Plan's respective asset or liability expected by a market participant and discounts those cash flows back to present value (more typically referred to as a discounted cash flow approach).

The global financial markets and banking system are subject to volatility, which could adversely impact the Plan. Certain of the Plan's assets and liabilities are exposed to various risks such as interest rate, market and credit risks.

The St. Luke Hospitals, Inc. Pension Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

New Accounting Pronouncements

In May 2011, the FASB issued Accounting Standard Update (ASU) 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs* (ASU 2011-04). ASU 2011-04 amended ASC 820, to converge the fair value measurement guidance in U.S. GAAP and International Financial Reporting Standards (IFRS). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle of ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Adoption of ASU 2011-04 did not have an effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits (see Note 3) represent the actuarial present value of estimated future periodic payments, including lump-sum distributions, which are attributable under the Plan's provisions to services rendered by the employees to the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, and (b) present employees or their beneficiaries. Benefits payable under all circumstances – retirement, death, disability, and termination of employment – are included, to the extent they are deemed attributable to employee services rendered to the valuation date.

3. Accumulated Plan Benefits

The Plan's actuary estimated the actuarial present value of accumulated plan benefits, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits earned by the participants to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The actuarial cost method used to determine the target normal cost, target liability, and required contribution amounts for the Plan is the traditional unit credit actuarial cost method. Under this method, both the target normal cost and the target liability are based on the annual accrual of benefits as accruals occur each year.

The St. Luke Hospitals, Inc. Pension Plan

Notes to Financial Statements (continued)

3. Accumulated Plan Benefits (continued)

The target liability for each active plan participant is equal to the actuarial present value of the participant's accrued benefit as of the valuation date. The total liability of the Plan is equal to the sum of such liabilities as determined for each active participant plus the actuarial present value of benefits being paid, or due to be paid, to retirees, beneficiaries, and former participants with deferred vested benefits.

The target normal cost for each active participant is equal to the actuarial present value of the benefit expected to be earned during the year, starting on the valuation date. The total target normal cost of the Plan is the sum of the target normal costs for each active plan participant.

Significant assumptions underlying the actuarial valuation are as follows:

Target liability interest rates	First Segment Rate	5.54%
	Second Segment Rate	6.85%
	Third Segment Rate	7.52%
Plan expenses	A load of \$250,000 was added to the target normal cost for assumed administrative expenses.	
Assumed rate of return on investments	8.00%	
Retirement rate	Various rates ranging from 5% at age 55 to 100% at age 65	
Mortality basis	Static mortality table in accordance with Internal Revenue Service (IRS) Regulation 1.430(h)(3)-1 for the January 1, 2012 actuarial valuation	

These actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

The St. Luke Hospitals, Inc. Pension Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements

Fair value is defined under ASC 820 as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., an exit price). To measure fair value, a hierarchy has been established that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs. As such, the hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

Level 1 – Unadjusted quoted prices in active markets that are accessible to the reporting entity at the measurement date for identical assets and liabilities.

Level 2 – Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:

- Quoted prices for similar assets and liabilities in active markets
- Quoted prices for identical or similar assets or liabilities in markets that are not active
- Observable inputs other than quoted prices that are used in the valuation of the assets or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals)
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means

Level 3 – Unobservable inputs for the asset or liability (i.e., supported by little or no market activity. Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

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

The St. Luke Hospitals, Inc. Pension Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

Following is a description of the valuation methodologies used for assets measured at fair value:

Common/collective trust money market fund: valued at the original cost plus any accrued interest, which approximates fair value (Level 1).

Mutual funds: valued based on quoted market prices in an active market, which represent the net asset value of shares held by the Plan at year-end (Level 1).

Hedge fund of funds: valued at the NAV provided by the administrator of the fund. The net asset value is based on the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding (Level 3).

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

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Common/collective trust	\$ 736,102	\$ —	\$ —	\$ 736,102
U.S. equity mutual funds	22,144,951	—	—	22,144,951
International equity mutual funds	6,941,677	—	—	6,941,677
Fixed-income mutual funds	23,363,348	—	—	23,363,348
Hedge fund of funds ^(a)	—	—	3,781,043	3,781,043
Total assets at fair value	\$ 53,186,078	\$ —	\$ 3,781,043	\$ 56,967,121

The St. Luke Hospitals, Inc. Pension Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

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

Assets at Fair Value as of December 31, 2011				
	Level 1	Level 2	Level 3	Total
Common/collective trust	\$ 138,499	\$ —	\$ —	\$ 138,499
U.S. equity mutual funds	18,449,224	—	—	18,449,224
International equity mutual funds	5,280,358	—	—	5,280,358
Fixed-income mutual funds	19,544,990	—	—	19,544,990
Hedge fund of funds ^(a)	—	—	3,689,794	3,689,794
Total assets at fair value	<u>\$ 43,413,071</u>	<u>\$ —</u>	<u>\$ 3,689,794</u>	<u>\$ 47,102,865</u>

^(a)The SEI Opportunity Collective Fund Class A (SEIOCF) provides a means to diversify risk and participate in investments in various private investment funds, many of which pursue hedge investment strategies. Withdrawals may be made from SEIOCF as of a valuation date that is also the last business day of a calendar quarter (March 31, June 30, September 30, December 31), at the value of the Plan's investment on such valuation date, provided that the Plan shall deliver a written request 65 business days prior to the date of the withdrawal specifying the dollar amount to be withdrawn and the quarterly valuation date with respect to which the withdrawal shall be made. If the Plan redeems its entire investment, 10% of the value of such investment may be held in escrow until the completion of SEIOCF's annual audit.

The Level 3 asset is a hedge fund of funds (alternative investment) whose carrying value is based on valuations provided by the administrators of the specific financial instruments. The underlying investments in these financial instruments may include marketable debt and equity securities, commodities, foreign currencies, derivatives, and private equity investments. The underlying investments themselves are subject to various risks, including market, credit, liquidity, and foreign exchange risk. St. Elizabeth Healthcare believes the carrying amount of these financial instruments in the Plan's statements of net assets available for benefits is a reasonable estimate of ownership interest. Because these financial instruments are not readily marketable, the estimated carrying value is subject to uncertainty and, therefore, may differ from the value that would have been used had a market for such financial instruments existed.

The St. Luke Hospitals, Inc. Pension Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

For Level 3 securities, when observable prices are not available, the investment manager might use one or more valuation techniques such as the market approach or the income approach for which sufficient and reliable data is available. Within Level 3, the use of the market approach generally consists of using either the guideline company method or similar transaction method while the income approach generally consists of the net present value of estimated future cash flows, adjusted as appropriate for liquidity, credit, market and/or other risk factors. Significant increases (decreases) in any of those observable inputs in isolation would result in a significantly lower (higher) fair value measurement. The impact of these changes would be recognized over a period of time in accordance with applicable accounting guidance.

The intent is to use the alternative investment to reduce, rather than increase, market volatility risk when considered together with the Plan's assets as a whole. The Plan's fiduciaries do not anticipate any material adverse effect on the Plan's financial position as a result of its involvement in these instruments.

The table below summarizes the Plan's actual investment asset allocation as of December 31, 2012, in comparison to its target asset allocation per the Plan's Investment Policy Statement.

	<u>2012 Actual</u>	<u>Target</u>
Equity mutual funds	51%	50%
Fixed-income mutual funds	41	40
Hedge fund of funds	7	10
Cash and cash equivalents	1	—
Total	<u>100%</u>	<u>100%</u>

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the years ended December 31, 2012 and 2011.

	<u>2012</u>	<u>2011</u>
Balance, beginning of year	\$ 3,689,794	\$ 3,741,493
Unrealized gains (losses) related to instruments still held at the reporting date	91,249	(51,699)
Balance, end of year	<u>\$ 3,781,043</u>	<u>\$ 3,689,794</u>

The St. Luke Hospitals, Inc. Pension Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

The \$91,249 and \$(51,699) changes in the carrying value of the alternative investments are included within the net appreciation (depreciation) in the fair value of investments in the Plan's statements of changes in net assets available for benefits for the years ended December 31, 2012 and 2011, respectively.

5. Investments

All investment information for the Plan disclosed in the accompanying financial statements and supplemental schedules, including investments held at December 31, 2012 and 2011, and the net appreciation (depreciation) in the fair value of investments, interest, and dividends for the years ended December 31, 2012 and 2011, were obtained or derived from information provided to the plan administrator and certified as complete and accurate by SEI Private Trust Company and State Street Bank and Trust Company, the trustees of the Plan.

The fair value of individual investments that represent 5% or more of the Plan's net assets available for benefits are as follows:

	December 31	
	2012	2011
SEI Large Cap Disciplined Equity Fund	\$ 17,628,827	\$ 14,812,860
SEI Small / Mid Cap Equity Fund	4,516,124	3,636,364
SEI World Equity Ex-US Fund	6,941,677	5,280,358
SEI Core Fixed Income Fund	17,358,654	14,597,523
SEI High Yield Bond Fund	4,217,021	3,506,547
SEI Opportunity Collective Fund CI A	3,781,043	3,689,794

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

	Year Ended December 31	
	2012	2011
Mutual funds	\$ 4,764,524	\$ (809,707)
Hedge fund of funds	91,249	(51,699)
	<u>\$ 4,855,773</u>	<u>\$ (861,406)</u>

The St. Luke Hospitals, Inc. Pension Plan

Notes to Financial Statements (continued)

6. Tax Status

The Plan has received a determination letter from the IRS dated November 21, 2011, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code, and, therefore, believes the Plan is qualified and the related trust is tax exempt.

U.S. GAAP requires plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 2011, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, currently there are 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 2010.

7. Related-Party Transactions

Certain of the Plan's assets are invested in funds managed by the trustees of the Plan. These transactions qualify as party-in-interest transactions; however, they are exempt from the prohibited transactions rules under ERISA.

8. Administrative Expenses

The Plan incurs administrative expenses directly related to the Plan, which consist primarily of investment management fees, trustee fees, PBGC fees, and actuarial fees. These expenses are reported on the statements of changes in net assets available for benefits as administrative expenses. All other administrative expenses are paid by St. Elizabeth Healthcare on behalf of the Plan.

The St. Luke Hospitals, Inc. Pension Plan

Notes to Financial Statements (continued)

9. Risks and Uncertainties

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

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption processes, it is at least reasonably possible that changes in these estimates and assumptions in the near term could materially affect the amounts reported and disclosed in the financial statements.

10. Subsequent Events

The Plan has evaluated and disclosed any subsequent events through October 10, 2013, which is the date the Plan's financial statements were available to be issued.

Supplemental Schedules

The St. Luke Hospitals, Inc. Pension Plan

EIN #61-0445850 Plan #005

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

December 31, 2012

Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Mutual funds			
*SEI Large Cap Disciplined Equity Fund	1,532,941 shares	\$ 13,775,366	\$ 17,628,827
*SEI Small / Mid Cap Equity Fund	336,521 shares	3,428,134	4,516,124
*SEI World Equity Ex-US Fund	639,196 shares	6,309,795	6,941,677
*SEI Core Fixed Income Fund	1,622,304 shares	16,514,527	17,358,654
*SEI Emerging Markets Debt Fund	154,375 shares	1,662,485	1,787,673
*SEI High Yield Bond Fund	429,431 shares	3,698,686	4,217,021
		45,388,993	52,449,976
Hedge fund of funds			
*SEI Opportunity Collective Fund Class A	3,976 shares	3,663,049	3,781,043
Common/collective trust			
*Diversified Money Market	40,571 units	736,102	736,102
		\$ 49,788,144	\$ 56,967,121

*Indicates party in interest to the Plan.

The St. Luke Hospitals, Inc. Pension Plan

EIN #61-0445850 Plan #005

Schedule H, Line 4j – Schedule of Reportable Transactions

Year Ended December 31, 2012

Identity of Party Involved	Description of Asset (Including Interest Rate and Maturity in Case of a Loan)	Total Number of Purchases	Total Number of Sales	Total \$ Value of Purchases	Total \$ Value of Sales	Net Gain
Category 1 – Single transaction in excess of 5% of plan assets						
SEI	SEI Daily Income Prime Obligation	1	–	\$ 5,348,000	\$ –	\$ –
SEI	SEI Daily Income Prime Obligation	–	1	–	5,348,000	–
Category 3 – Series of transactions in excess of 5% of plan assets						
SEI	SEI Core Fixed Income	3	36	2,616,805	1,177,767	49,384
	SEI Large Cap Disciplined Equity	3	36	1,239,463	998,082	199,496

There were no category 2 or 4 reportable transactions during the year ended December 31, 2012.

Ernst & Young LLP

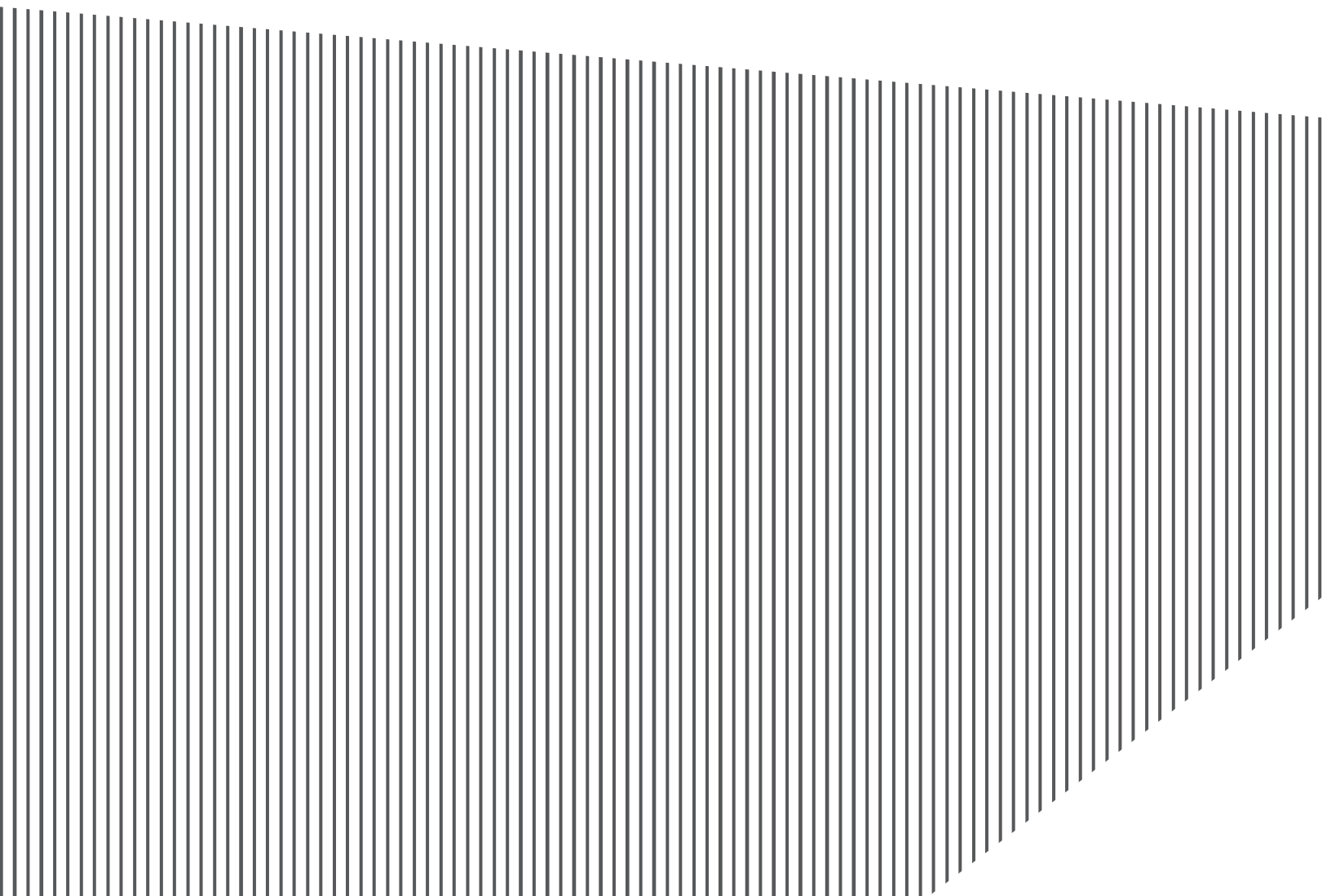
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**Attachment to 2012 Form 5500 Schedule SB,
Line 26 – Schedule of Active Participant Data**

**Plan Name: The St. Luke Hospitals, Inc. Pension Plan
Plan Sponsor: St. Elizabeth Medical Center, Inc.**

**E.I.N.: 61-0445850 Plan No.: 005
Plan Year: January 1, 2012 to December 31, 2012**

.....Completed Years of Credited Service											
<u>Age</u>	0 to <u>1</u>	1 to <u>4</u>	5 to <u>9</u>	10 to <u>14</u>	15 to <u>19</u>	20 to <u>24</u>	25 to <u>29</u>	30 to <u>34</u>	35 to <u>39</u>	40 ±	<u>Total</u>
0 – 24	0	3	0	0	0	0	0	0	0	0	3
25 – 29	1	70	7	0	0	0	0	0	0	0	78
30 – 34	0	70	44	8	0	0	0	0	0	0	122
35 – 39	0	48	39	33	3	0	0	0	0	0	123
40 – 44	0	42	29	30	28	4	0	0	0	0	133
45 – 49	1	30	42	18	17	24	3	0	0	0	135
50 – 54	2	36	32	23	28	34	24	6	0	0	185
55 – 59	0	23	21	30	36	28	19	17	5	0	179
60 – 64	0	19	12	18	14	21	11	4	5	1	105
65 – 69	0	9	7	3	6	9	4	2	0	0	40
70 & Up	<u>0</u>	<u>1</u>	<u>0</u>	<u>1</u>	<u>4</u>	<u>3</u>	<u>2</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>11</u>
Totals	4	351	233	164	136	123	63	29	10	1	1,114

**Attachment to 2012 Form 5500 Schedule SB,
Part V – Statement of Actuarial Assumptions/Methods**

**Plan Name: The St. Luke Hospitals, Inc. Pension Plan
Plan Sponsor: St. Elizabeth Medical Center, Inc.**

**E.I.N.: 61-0445850 Plan No.: 005
Plan Year: January 1, 2012 to December 31, 2012**

A ACTUARIAL COST METHOD

The actuarial cost method used to determine the target normal cost, target liability and required contribution amounts for the plan is the Traditional Unit Credit Actuarial Cost Method. Under this method, both the target normal cost and target liability are based on the annual accrual of benefits as accruals occur each year.

The target liability for each active plan participant is equal to the actuarial present value of the participant's accrued benefit as of the valuation date. The total target liability of the plan is equal to the sum of such liabilities as determined for each active participant plus the actuarial present value of benefits being paid, or due to be paid, to retirees, beneficiaries and former participants with deferred vested benefits.

The target normal cost for each active participant is equal to the actuarial present value of the benefit expected to be earned during the year starting on the valuation date. The total target normal cost of the plan is the sum of the target normal costs for each active plan participant.

All employees who are plan participants on a valuation date are included in the actuarial valuation.

B ASSET VALUATION METHOD

The actuarial value of assets is equal to the market value of assets on the valuation date reduced by the sum of:

1. 66.67% of gains and losses of the prior year;
2. 33.33% of gains and losses of the second prior year.

Investment gains and losses are determined by the excess or deficiency of the expected return over the actual return on the market value (including employer contributions receivable for any given year. However, the expected return on assets may be limited by certain statutory interest rates.

The actuarial valuation of assets is further constrained to be not less than 90% or more than 110% of market value (including employer contributions receivable).

**Attachment to 2012 Form 5500 Schedule SB,
Part V – Statement of Actuarial Assumptions/Methods**

**Plan Name: The St. Luke Hospitals, Inc. Pension Plan
Plan Sponsor: St. Elizabeth Medical Center, Inc.**

**E.I.N.: 61-0445850 Plan No.: 005
Plan Year: January 1, 2012 to December 31, 2012**

C INTEREST RATE METHODS

<u>Target Liability Interest Rates</u>	Segment rates for September prior to the valuation date as adjusted in accordance with Code Section 430(h)(2)(C)(iv).
--	---

<u>PBGC Interest Rates</u>	Based on the alternative premium funding target and the Target Liability Interest Rates, unadjusted by Code Section 430(h)(2)(C)(iv).
----------------------------	---

<u>Expected Return on Assets/ ASC 960-20 Interest Rate</u>	8.00% (previously, 8.50%).
--	----------------------------

D ACTUARIAL ASSUMPTIONS

<u>Pre- and Post-Retirement Mortality</u>	Static mortality table in accordance with IRS Regulation 1.430(h)(3)-1 for the valuation year.
---	--

<u>Salary Increases</u>	N/A
-------------------------	-----

IRC Maximum Benefit and
Compensation Limitations

<i>Benefit Limit</i>	\$200,000 for 2012 (previously, \$195,000).
----------------------	---

<i>Compensation Limit</i>	N/A
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<u>Social Security Wage Base Increases</u>	N/A
--	-----

<u>Retirement Rates</u>	Rates are as follows:
-------------------------	-----------------------

<u>Age</u>	<u>Rate (%)</u>
55-61	5
62-64	10
65+	100

Terminated vested participants are assumed to retire at age 65.

**Attachment to 2012 Form 5500 Schedule SB,
Part V – Statement of Actuarial Assumptions/Methods**

**Plan Name: The St. Luke Hospitals, Inc. Pension Plan
Plan Sponsor: St. Elizabeth Medical Center, Inc.**

**E.I.N.: 61-0445850 Plan No.: 005
Plan Year: January 1, 2012 to December 31, 2012**

D ACTUARIAL ASSUMPTIONS (cont'd)

Withdrawal Rates

Withdrawal rates for active participants are equal to the termination rates from the T-7 table of the Actuary's Pension Handbook. Withdrawal rates for sample ages are as follows:

<u>Age</u>	<u>Rate (%)</u>
25	9.67
30	9.30
40	7.75
50	4.22
55	1.55

Form of Payment

Life annuity.

Marital Assumption

It has been assumed that 100% of all active participants are married. Male participants are assumed to be the same age as their female spouses.

Plan Expenses

\$250,000, (previously, \$300,000).

ATTACHMENT TO THE 2012 SCHEDULE H OF FORM 5500
LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR) &
LINE 4j – SCHEDULE OF REPORTABLE TRANSACTIONS

Plan Sponsor: St. Elizabeth Medical Center

Plan Name: St. Luke Hospitals, Inc. Pension Plan

Plan Year: January 1, 2012 to December 31, 2012

EIN: 61-0445850

Plan No.: 005

Item 4i- Schedule of Assets Held at End of Year

Page 20 of the attached auditor's report of the Plan for the plan year ending December 31, 2012 provides the schedule of assets information.

Item 4j- Schedule of Reportable Transactions

Page 21 of the attached auditor's report of the Plan for the plan year ending December 31, 2012 provides the schedule of reportable transactions.

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

► **File as an attachment to Form 5500 or 5500-SF.**

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

► **Round off amounts to nearest dollar.**► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.**A Name of plan**

THE ST. LUKE HOSPITAL, INC. PENSION PLAN

B Three-digit

plan number (PN) ►

005

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

ST. ELIZABETH MEDICAL CENTER, INC.

D Employer Identification Number (EIN)

61-0445850

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B**F Prior year plan size:** ☐ 100 or fewer ☐ 101-500 ☒ More than 500**Part I Basic Information**

1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>	
2	Assets:	
	a Market value	
	b Actuarial value	2a 51771729
3	Funding target/participant count breakdown:	2b 52697588
	a For retired participants and beneficiaries receiving payment	(1) Number of participants (2) Funding Target
	b For terminated vested participants	3a 465 15854262
	c For active participants:	3b 776 12477842
	(1) Non-vested benefits	3c(1) 294962
	(2) Vested benefits	3c(2) 25415209
	(3) Total active	3c(3) 1114 25710171
	d Total	3d 2355 54042275
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐	
	a Funding target disregarding prescribed at-risk assumptions	4a
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5	Effective interest rate	5 7.10 %
6	Target normal cost	6 250000

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

**SIGN
HERE***Paul W. Foley*
Signature of actuary
Paul W. Foley, A.S.A., E.A.

Type or print name of actuary

Transamerica

Firm name

24 Prime Park Way, Suite 400

Natick, MA 01760-1528

Address of the firm

08/02/2013

Date

11-05775

Most recent enrollment number

(508) 903-6016

Telephone number (including area code)

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐**For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.****Schedule SB (Form 5500) 2012
v. 120126**

Part II	Beginning of Year Carryover Prefunding Balances
----------------	--

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	16148
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	16148
10	Interest on line 9 using prior year's actual return of <u>1.05</u> %	0	170
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		3577958
	b Interest on (a) using prior year's effective interest rate of <u>6.36</u> % except as otherwise provided (see instructions)		227558
	c Total available at beginning of current plan year to add to prefunding balance		3805516
	d Portion of (c) to be added to prefunding balance		3805516
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	3821834

Part III	Funding Percentages
-----------------	----------------------------

14	Funding target attainment percentage.....	14	90.43 %
15	Adjusted funding target attainment percentage	15	90.43 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	80.00 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV	Contributions and Liquidity Shortfalls
----------------	---

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)		(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)		(b) Amount paid by employer(s)	(c) Amount paid by employees
03-06-2012		346000					
06-18-2012		346000					
09-25-2012		589000					
01-15-2013		589000					
				Totals ▶	18(b)	1870000	18(c)

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	1785683

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No

C If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost**21** Discount rate:**a** Segment rates:1st segment:
5.54 %2nd segment:
6.85 %3rd segment:
7.52 %☐ N/A, full yield curve used**b** Applicable month (enter code).....**21b**

4

22 Weighted average retirement age**22**

62

23 Mortality table(s) (see instructions) ☐ Prescribed - combined☒ Prescribed - separate☐ Substitute**Part VI Miscellaneous Items****24** Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.....☒ Yes ☐ No**25** Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.....☐ Yes ☒ No**26** Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....☒ Yes ☐ No**27** If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....**27****Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years****28** Unpaid minimum required contributions for all prior years**28**

0

29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....**29**

0

30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)**30**

0

Part VIII Minimum Required Contribution For Current Year**31** Target normal cost and excess assets (see instructions):**a** Target normal cost (line 6)**31a**

250000

b Excess assets, if applicable, but not greater than line 31a**31b**

0

32 Amortization installments:

Outstanding Balance

Installment

a Net shortfall amortization installment

5166521

1285167

b Waiver amortization installment**33** If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount**33****34** Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)**34**

1535167

Carryover balance

Prefunding balance

Total balance

35 Balances elected for use to offset funding requirement.....

0

0

0

36 Additional cash requirement (line 34 minus line 35).....**36**

1535167

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)**37**

1785683

38 Present value of excess contributions for current year (see instructions)**a** Total (excess, if any, of line 37 over line 36)**38a**

250516

b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances**38b****39** Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)**39**

0

40 Unpaid minimum required contributions for all years.....**40**

0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)**41** If an election was made to use PRA 2010 funding relief for this plan:**a** Schedule elected☐ 2 plus 7 years ☐ 15 years**b** Eligible plan year(s) for which the election in line 41a was made☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011**42** Amount of acceleration adjustment**42****43** Excess installment acceleration amount to be carried over to future plan years**43**

Attachment to 2012 Form 5500 Schedule SB,
Line 19 – Discounted Employer Contributions

Plan Name: The St. Luke Hospitals, Inc. Pension Plan
Plan Sponsor: St. Elizabeth Medical Center, Inc.

E.I.N.: 61-0445850 Plan No.: 005
Plan Year: January 1, 2012 to December 31, 2012

<u>Date</u>	<u>Actual Contribution</u>	<u>Discounted Contribution</u>	<u>Effective Rate</u>	<u>Plan Year</u>
March 6, 2012	\$ 346,000	\$ 341,811	7.10%	01/01/2012 – 12/31/2012
June 18, 2012	346,000	335,213	7.10%	01/01/2012 – 12/31/2012
September 25, 2012	589,000	560,147	7.10%	01/01/2012 – 12/31/2012
January 15, 2013	<u>\$ 589,000</u>	<u>\$ 548,512</u>	7.10%	01/01/2012 – 12/31/2012
Total	\$1,870,000	\$ 1,785,683		

**Attachment to 2012 Form 5500 Schedule SB,
Line 22 – Description of Weighted Average Retirement Age**

**Plan Name: The St. Luke Hospitals, Inc. Pension Plan
Plan Sponsor: St. Elizabeth Medical Center, Inc.**

**E.I.N.: 61-0445850 Plan No.: 005
Plan Year: January 1, 2012 to December 31, 2012**

The average retirement age for Line 22 was calculated by creating a hypothetical life table with retirement as the only decrement, and then computing the average retirement age for the table.

x	q_x^r	l_x	${}_{x-55}p_{55} = l_x / l_{55}$	$q_x^r * l_x / l_{55}$	$x * q_x^r * l_x / l_{55}$
55	0.05	1,000,000	1.000000	0.050000	2.750000
56	0.05	950,000	0.950000	0.047500	2.660000
57	0.05	902,500	0.902500	0.045125	2.572125
58	0.05	857,375	0.857375	0.042869	2.486388
59	0.05	814,506	0.814506	0.040725	2.402793
60	0.05	773,781	0.773781	0.038689	2.321343
61	0.05	735,092	0.735092	0.036755	2.242030
62	0.1	698,337	0.698337	0.069834	4.329691
63	0.1	628,504	0.628504	0.062850	3.959572
64	0.1	565,653	0.565653	0.056565	3.620181
65	1	509,088	0.509088	0.509088	33.090713

Average age at retirement

62.434836

Rounded for Schedule SB item 22

62

**Attachment to 2012 Form 5500 Schedule SB,
Part V – Summary of Plan Provisions**

**Plan Name: The St. Luke Hospitals, Inc. Pension Plan
Plan Sponsor: St. Elizabeth Medical Center, Inc.**

**E.I.N.: 61-0445850 Plan No.: 005
Plan Year: January 1, 2012 to December 31, 2012**

Background

Effective December 13, 2008, benefit accruals ceased under the Health Alliance Retirement Plan (the "HA Plan") for The St. Luke Hospitals, Inc. employees who were participating in the HA Plan. Subsequently, assets and liabilities associated with The St. Luke Hospitals, Inc. employees and former employees who were participants in the HA Plan were "spun-off" to this new plan. The plan provisions summarized in this SECTION XI describe the provisions of the prior HA Plan as they applied to The St. Luke Hospitals, Inc. employees who participated in the HA Plan.

Plan Year

January 1 to December 31.

Covered Employee

An Employee who, as of January 1, 1999, was a participant or eligible to become a participant in one of the Old Plans and any other Employee other than (a) intern, resident, fellow or student nurse (b) independent contractor (c) active participant in PERS or STRS (d) contractor for University of Cincinnati who is an active participant in City Plan or (e) member of CBU that hasn't adopted provisions of the Plan.

Entry Date

January 1 or July 1.

Eligibility Computation Period

12-month period following date of hire and then each 12-month period from January 1 after date of hire.

Eligibility Year

An Eligibility Computation Period in which an individual is credited with at least 1,000 Hours of Service.

Participation

Each Covered Employee who is not already a Participant shall become a Participant on the later of (a) the Entry Date coinciding with or following the attainment age 21 and at least one Eligibility Year or (b) if not Covered Employee on such Entry Date, first date thereafter on which become Covered Employee has completed at least one Eligibility Year.

No new participants shall enter the Plan after December 13, 2008.

**Attachment to 2012 Form 5500 Schedule SB,
Part V – Summary of Plan Provisions**

**Plan Name: The St. Luke Hospitals, Inc. Pension Plan
Plan Sponsor: St. Elizabeth Medical Center, Inc.**

**E.I.N.: 61-0445850 Plan No.: 005
Plan Year: January 1, 2012 to December 31, 2012**

Earnings

Employee's hourly rate of base pay determined as of January 15 of the Plan Year excluding overtime, incentive compensation, shift differential, disability payments, severance payments, pensions or other forms of deferred compensation multiplied by 2080.

Final Average Earnings

Average of employee's Earnings for the highest 5 Plan Years out of the current Plan Year and the 9 Plan Years beginning before the current Plan Year.

If the averaging period is less than 5 full Plan Years, then the averaging period is used.

Earnings for service after December 13, 2008 are not recognized.

Covered Compensation

The average of the Social Security taxable wages bases in effect for each calendar year during the 35 year period ending with the calendar year in which the Participant attains Social Security Retirement Age. It is assumed that the Social Security Taxable Wage in effect at the beginning of the Plan Year will remain the same for all future Plan Years.

**Attachment to 2012 Form 5500 Schedule SB,
Part V – Summary of Plan Provisions**

**Plan Name: The St. Luke Hospitals, Inc. Pension Plan
Plan Sponsor: St. Elizabeth Medical Center, Inc.**

**E.I.N.: 61-0445850 Plan No.: 005
Plan Year: January 1, 2012 to December 31, 2012**

Credited Service

Includes any Credited Service under any Old Plan as of the date immediately preceding the effective date.

A full year of service is credited to a participant who works 1,800 or more hours during the plan year. If an employee has at least 1,000 hours but less than 1,800, then a partial year is credited based upon the following:

<u>Hours of Service</u>	<u>Credited Service</u>
>=1,000 and <1,200	0.6 Years
>=1,200 and <1,400	0.7 Years
>=1,400 and <1,600	0.8 Years
>=1,600 and <1,800	0.9 Years

No service is currently credited to a participant who works fewer than 1,000 hours during the plan year.

For any plan year in which individual becomes an Employee or ceases to be an Employee, and who does not complete at least 1,000 Hours of Service during such Plan Year, he or she shall receive credit as follows:

<u>Hours</u>	<u>Credited Service</u>
>=1 and <200	0.1 Years
>=200 and <400	0.2 Years
>=400 and <600	0.3 Years
>=600 and <800	0.4 Years
>=800 and < 1,000	0.5 Years

However, no Credited Service will be earned after December 13, 2008.

Vesting Service

Each Plan Year during which the Participant completes at least 1,000 Hours of Service.

Includes service under any Old Plan prior to the Effective Date and excludes any Years of Service for APC Physician.

At the time of the spin-off, active participants became fully vested in their accrued benefit.

**Attachment to 2012 Form 5500 Schedule SB,
Part V – Summary of Plan Provisions**

**Plan Name: The St. Luke Hospitals, Inc. Pension Plan
Plan Sponsor: St. Elizabeth Medical Center, Inc.**

**E.I.N.: 61-0445850 Plan No.: 005
Plan Year: January 1, 2012 to December 31, 2012**

Normal Retirement Benefit

Eligible the first month coincident with or next following age 65.

Accrued Benefit

1% of Final Average Earnings plus .35% of Final Average Earnings in excess of Covered Compensation multiplied by Years of Credited Service not to exceed 30.

As of December 13, 2008, benefits were “frozen” with no further accruals after that date.

Grandfathered Benefits

Grandfathered Participants are individuals with an Old Plan Accrued benefit as of December 31, 1998. The Accrued Benefit of a Grandfathered Participant shall be determined by the Old Plan provisions as modified by any Appendix applicable to the Old Plan.

Benefits for Transfers

If after December 31, 1998, a Grandfathered Participant is transferred from the employment of one Employer to another Employer, such Grandfathered Participant's Accrued Benefit shall continue to be determined in accordance with the terms of the Plan and any Appendix applicable to that Participant as of December 31, 1998.

Old Plan Benefits

If as of December 31, 1998, the Grandfathered Participant (a) was an Employee (b) had multiple Old Plan Accrued Benefits and (c) was only actively accruing benefits under one such Old Plan, the Grandfathered Participant's Accrued Benefit is the greater of the following:

- (1) the sum of the Former Old Plan(s) Accrued Benefit as of 12/31/98 plus the Accrued Benefit under the Plan and any Appendix applicable to the Active Old Plan taking into account only Earnings and Years of Credited Service not taken into account by the Former Old Plan(s),
- (2) Accrued Benefit under the Plan and any Appendix applicable to the Active Old Plan taking into account all Earnings and Years of Credited Service.

**Attachment to 2012 Form 5500 Schedule SB,
Part V – Summary of Plan Provisions**

**Plan Name: The St. Luke Hospitals, Inc. Pension Plan
Plan Sponsor: St. Elizabeth Medical Center, Inc.**

**E.I.N.: 61-0445850 Plan No.: 005
Plan Year: January 1, 2012 to December 31, 2012**

Late Retirement

Eligible the first month coincident with or next following termination of employment after age 65.

Greater of Normal Retirement Benefit determined as of Late Retirement Date or Actuarial Equivalent as of Late Retirement Date of the Normal Retirement Benefit determined as of Normal Retirement Date.

Retirement benefits must commence no later than the April 1st following the calendar year in which a Participant attains age 70-1/2.

Early Retirement Benefit

Normal Retirement Benefit reduced by 5/9% for each of the first 60 months plus 5/18% for each of the next 60 months by which Early Retirement Date precedes Normal Retirement Date.

Deferred Vested Benefit

Normal Retirement Benefit payable at Normal Retirement Date or at an Early Retirement Date reduced in the same manner as for Early Retirement.

Pre-retirement Death Benefit

Eligible if death before Benefit Commencement Date with a Surviving Spouse.

Payable the first month coincident with or next following the later of date of death or date Participant would have attained Early Retirement.

The survivor annuity which would have been payable under the 50% Qualified Joint and Survivor Annuity form of payment.

If the Participant dies on or after Early Retirement Date, then the benefit is payable immediately.

If Participant dies prior to Early Retirement Date, then assume the Participant terminates on the earlier of either the date of termination or death, survives to Early Retirement Date, elects the 50% Qualified Joint and Survivor Annuity, then dies.

**Attachment to 2012 Form 5500 Schedule SB,
Part V – Summary of Plan Provisions**

**Plan Name: The St. Luke Hospitals, Inc. Pension Plan
Plan Sponsor: St. Elizabeth Medical Center, Inc.**

**E.I.N.: 61-0445850 Plan No.: 005
Plan Year: January 1, 2012 to December 31, 2012**

Form of Benefit

The normal form of payment for a single participant is a life annuity. The normal form of payment for married participants is an actuarially reduced 50% Qualified Joint and Survivor Annuity.

Optional forms of benefit are:

- (i) An actuarially equivalent benefit of 100%, 66 2/3%, or 50% Joint and Contingent annuity.
- (ii) An actuarially equivalent benefit of five, ten, fifteen, or twenty years certain and continuous annuity.
- (iii) An actuarially equivalent benefit of ten, fifteen or twenty years certain.
- (iv) A life annuity for married participants.

Actuarial Equivalence

1984 Unisex Pension Mortality set back four years and 8% interest.

For lump-sums, 417(e) interest rate for the fifth full calendar month preceding the Plan Year containing the Benefit Commencement Date and 417(e) mortality.

Employee Contributions

None. The entire cost of the plan is paid by the employer.

IRC Maximum Benefit and
Compensation Limitations

Benefit Limit

\$200,000 for 2012 (previously, \$195,000).

Compensation Limit

N/A

ATTACHMENT TO THE 2012 SCHEDULE H OF FORM 5500
LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR) &
LINE 4j – SCHEDULE OF REPORTABLE TRANSACTIONS

Plan Sponsor: St. Elizabeth Medical Center

Plan Name: St. Luke Hospitals, Inc. Pension Plan

Plan Year: January 1, 2012 to December 31, 2012

EIN: 61-0445850

Plan No.: 005

Item 4i- Schedule of Assets Held at End of Year

Page 20 of the attached auditor's report of the Plan for the plan year ending December 31, 2012 provides the schedule of assets information.

Item 4j- Schedule of Reportable Transactions

Page 21 of the attached auditor's report of the Plan for the plan year ending December 31, 2012 provides the schedule of reportable transactions.

**Attachment to 2012 Form 5500 Schedule SB,
Line 32 – Schedule of Amortization Bases**

**Plan Name: The St. Luke Hospitals, Inc. Pension Plan
Plan Sponsor: St. Elizabeth Medical Center, Inc.**

**E.I.N.: 61-0445850 Plan No.: 005
Plan Year: January 1, 2012 to December 31, 2012**

Amortization Schedule

(a) <u>Year</u>	(b) <u>Type</u>	(c) <u>Present Value</u>	(d) <u>Years Left</u>	(e) <u>Payment</u>
2010	Shortfall	6,422,136	5	1,426,533
2011	Shortfall	3,283,530	6	629,038
2012	Shortfall	<u>(4,539,145)</u>	7	<u>(770,404)</u>
Total		\$ 5,166,521		\$ 1,285,167

**Attachment to 2012 Form 5500 Schedule SB,
Line 24 – Change in Actuarial Assumptions**

**Plan Name: The St. Luke Hospitals, Inc. Pension Plan
Plan Sponsor: St. Elizabeth Medical Center, Inc.**

**E.I.N.: 61-0445850 Plan No.: 005
Plan Year: January 1, 2012 to December 31, 2012**

For 2012, plan expenses equal to \$250,000 included in target normal cost (previously, \$300,000).