

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

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>03/09/1969</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>03/09/1969</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>03/09/1969</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>MARTIN MEMORIAL HEALTH SYSTEMS, INC</u> <u>P.O. BOX 9033</u> <u>301 HOSPITAL AVENUE</u> <u>STUART, FL 34995</u> <u>STUART, FL 34995</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>59-2307522</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>772-287-5200</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>622000</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>59-2307522</u>	2c Sponsor's telephone number <u>772-287-5200</u>	2d Business code (see instructions) <u>622000</u>	
2b Employer Identification Number (EIN) <u>59-2307522</u>					
2c Sponsor's telephone number <u>772-287-5200</u>					
2d Business code (see instructions) <u>622000</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	10/15/2013 Date	MARK E ROBITAILLE Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	10/15/2013 Date	MARK E ROBITAILLE 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 COMPENSATION & RETIREMENT COMMITTEE MARTIN MEMORIAL HEALTH SYSTEMS P.O BOX 9033 STUART, FL 34995		3b Administrator's EIN 59-2307522
		3c Administrator's telephone number 772-287-5200
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 1755
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	1115
b Retired or separated participants receiving benefits.....	6b	179
c Other retired or separated participants entitled to future benefits.....	6c	395
d Subtotal. Add lines 6a , 6b , and 6c	6d	1689
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	7
f Total. Add lines 6d and 6e	6f	1696
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		
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>MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>MARTIN MEMORIAL HEALTH SYSTEMS, INC</u>	D Employer Identification Number (EIN) <u>59-2307522</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>89558681</u>
b Actuarial value	2b <u>86912149</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>165</u> <u>12247810</u>
b For terminated vested participants.....	3b <u>360</u> <u>8146367</u>
c For active participants:	
(1) Non-vested benefits.....	3c(1) <u>0</u>
(2) Vested benefits.....	3c(2) <u>67167573</u>
(3) Total active	3c(3) <u>1230</u> <u>67167573</u>
d Total	3d <u>1755</u> <u>87561750</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>7.11</u> %
6 Target normal cost.....	6 <u>2224892</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>10/10/2013</u>
	Signature of actuary	Date
<u>MICHAEL VON BEHREN</u>		<u>11-06575</u>
	Type or print name of actuary	Most recent enrollment number
<u>MERCER</u>		<u>813-207-6333</u>
	Firm name	Telephone number (including area code)
<u>3031 NORTH ROCKY POINT DRIVE WEST</u> <u>SUITE 700</u> <u>TAMPA, FL 33607-5805</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)	3624996	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	2614061	0
9	Amount remaining (line 7 minus line 8)	1010935	0
10	Interest on line 9 using prior year's actual return of <u>7.68</u> %	77640	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		3115329
	b Interest on (a) using prior year's effective interest rate of <u>6.38</u> % except as otherwise provided (see instructions)		232741
	c Total available at beginning of current plan year to add to prefunding balance		3348070
	d Portion of (c) to be added to prefunding balance		0
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)	1088575	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	98.01 %
15	Adjusted funding target attainment percentage	15	98.01 %
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	83.89 %
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
04/13/2012	645528				
07/13/2012	645528				
10/12/2012	1416077				
Totals ►			18(b)	2707133	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	2597947
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
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 63
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	2224892	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	1738176	644023	
b Waiver amortization installment	0	0	
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	2868915	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	270968	0	270968
36 Additional cash requirement (line 34 minus line 35)	36	2597947	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	2597947	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
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 <u>MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MARTIN MEMORIAL HEALTH SYSTEMS, INC</u>	D Employer Identification Number (EIN) <u>59-2307522</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

STANDISH-MELLON ASSET MANAGEMENT

25-1890416

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	117472	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

SANDS CAPITAL MANAGEMENT

54-1578408

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	86110	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

NORTHERN TRUST BANK

36-3190871

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	TRUSTEE	85582	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)

LOOMIS SAYLES

04-3200030

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	67376	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CS MCKEE L.P.

25-1900687

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	49475	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

YANNI PARTNERS CONSULTING

25-1590035

(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?
27	NONE	24926	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)

WELLINGTON TRUST COMPANY, NA

04-3496431

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	23244	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
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

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

a Name: ERNST & YOUNG LLP	b EIN: 34-6565596
c Position: TERMINATED ACCOUNTANT	
d Address: SUITE 500 5100 TOWN CENTER CIRCLE BOCA RATON, FL 33486	e Telephone: 561-955-8000

Explanation: DURING 2012, MARTIN HEALTH SYSTEM SENT A REQUEST FOR PROPOSAL FOR THE PENSION PLAN AUDIT. THE AUDIT COMMITTEE EVALUATED THE BIDS AND DECIDED THAT CROWE HORWATH PROVIDED THE BEST COMBINATION OF EXPERTISE, SERVICE, AND PRICE.

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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 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>MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>MARTIN MEMORIAL HEALTH SYSTEMS, INC</u>	D Employer Identification Number (EIN) <u>59-2307522</u>	

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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: CF WTC CTF GLOBAL OPPORTUNITY FUNDS

b Name of sponsor of entity listed in (a): WELLINGTON TRUST COMPANY, NA

c EIN-PN <u>20-5832863-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>4910997</u>
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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)
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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)
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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)
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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)
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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)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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 <div style="font-size: 24pt; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MARTIN MEMORIAL HEALTH SYSTEMS, INC</u>	D Employer Identification Number (EIN) <u>59-2307522</u>	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	6671098	0
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	595131	1085360
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	630113	1053401
(2) U.S. Government securities.....	1c(2)	18052876	16716027
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	24268113	31309050
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	32565909	24454656
(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)		4910997
(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)	6895477	20257711
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	89678717	99787202

Liabilities

g Benefit claims payable	1g	7779	76328
h Operating payables	1h	70878	366254
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	78657	442582

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	89600060	99344620
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	2707133	
(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)		2707133

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	3499	
(B) U.S. Government securities	2b(1)(B)	645514	
(C) Corporate debt instruments	2b(1)(C)	1457768	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2106781

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	944116	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		944116

(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	53487077	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	48507443	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		4979634
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	3300667	
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		3300667

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		534980
(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)		1331862
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		15905173

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	5706427	
(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)		5706427
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	454186	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		454186
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		6160613

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		9744560
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☐ Yes ☒ No

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

(1) Name: CROWE HORWATH LLP

(2) EIN: 35-0921680

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		2000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>► File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2012</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan MARTIN MEMORIAL HEALTH SYSTEMS,INC. PENSION PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 MARTIN MEMORIAL HEALTH SYSTEMS, INC		D Employer Identification Number (EIN) 59-2307522
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
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):		
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 49
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☒ No ☐ N/A		
If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____		
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)		6a
b Enter the amount contributed by the employer to the plan for this plan year		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☒ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☒ No		
Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No		
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.		
Schedule R (Form 5500) 2012 v. 120126		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Stock: 42% Investment-Grade Debt: 50% High-Yield Debt: _____% Real Estate: _____% Other: 8%

- 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): _____

MARTIN MEMORIAL HEALTH SYSTEMS, INC.
PENSION PLAN
Stuart, Florida

FINANCIAL STATEMENTS
December 31, 2012 and 2011

MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN
Stuart, Florida

FINANCIAL STATEMENTS
December 31, 2012 and 2011

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INDEPENDENT AUDITOR'S REPORT

Plan Administrator
Martin Memorial Health Systems, Inc. Pension Plan
Stuart, Florida

Report on the Financial Statements

We have audited the accompanying financial statements of Martin Memorial Health Systems, Inc. Pension Plan, which comprise the statement of net assets available for benefits as of December 31, 2012, and the related statement of changes in net assets available for 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 accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the 2012 financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

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

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

(Continued)

Opinion

In our opinion, the 2012 financial statements referred to above present fairly, in all material respects, information regarding the Plan's net assets available for benefits as of December 31, 2012, and changes therein for the year then ended, and information regarding the Plan's accumulated plan benefits as of December 31, 2011, and changes therein for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

The statement of net assets available for benefits of Martin Memorial Health Systems, Inc. Pension Plan as of December 31, 2011, and the related statement of changes in net assets available for benefits for the year then ended were audited by other auditors whose report dated October 15, 2012 expressed an unqualified opinion on those statements.

Our audit was conducted for the purpose of forming an opinion on the 2012 financial statements as a whole. The information included in the 2012 supplemental Schedule H, Part IV, Line 4(i) - Schedule of Assets (Held at End of Year) and Schedule H, Part IV, Line 4(j) - Schedule of Reportable Transactions is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the 2012 financial statements as a whole.


Crowe Horwath LLP

Fort Lauderdale, Florida
October 11, 2013

MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
ASSETS		
Investments, at fair value		
Short-term, interest-bearing accounts	\$ 1,053,401	\$ 630,113
Governmental securities	16,716,027	18,052,876
Mutual fund	12,135,263	6,895,477
Corporate and agency notes and bonds	31,309,050	24,268,113
Domestic equity securities	28,333,660	31,663,123
Mutual fund - commodity	3,211,451	-
Common collective trust	4,910,997	-
Foreign equity securities	<u>1,031,993</u>	<u>902,786</u>
Total investments	98,701,842	82,412,488
Receivables		
Contribution receivable	-	6,671,098
Accrued interest receivable	615,664	589,819
Receivable from trade pending	<u>469,696</u>	<u>5,312</u>
Total receivables	<u>1,085,360</u>	<u>7,266,229</u>
Total assets	99,787,202	89,678,717
LIABILITIES		
Payable for administrative expenses	65,874	63,001
Payable for trade pending	<u>300,380</u>	<u>7,877</u>
Total liabilities	<u>366,254</u>	<u>70,878</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 99,420,948</u>	<u>\$ 89,607,839</u>

See accompanying notes to financial statements.

MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Additions to assets attributed to		
Investment income		
Interest income	\$ 2,106,781	\$ 2,068,787
Dividends	944,116	587,476
Net appreciation in fair value of investments	<u>10,147,143</u>	<u>3,958,235</u>
Total investment income	13,198,040	6,614,498
Employer contributions	<u>2,707,133</u>	<u>6,671,098</u>
Total additions	15,905,173	13,285,596
Deductions from assets attributed to		
Benefits paid directly to participants	5,637,878	6,637,084
Administrative expenses	<u>454,186</u>	<u>453,563</u>
Total deductions	<u>6,092,064</u>	<u>7,090,647</u>
Net increase	9,813,109	6,194,949
Net assets available for benefits		
Beginning of year	<u>89,607,839</u>	<u>83,412,890</u>
End of year	<u>\$ 99,420,948</u>	<u>\$ 89,607,839</u>

See accompanying notes to financial statements.

MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 - DESCRIPTION OF THE PLAN

General: The Martin Memorial Health Systems, Inc. Pension Plan (the Plan) is a noncontributory defined benefit pension plan covering a limited number of the employees of Martin Memorial Health Systems, Inc. and its affiliates (the System or the Plan sponsor) as defined in the Eligibility and Vesting section below. The Plan covers salaried and hourly employees of the System and its wholly owned participating subsidiaries, except leased employees, certain nonresident aliens, and members of any units covered by a collective bargaining agreement. 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). Information about the Plan agreement, the vesting and benefit provisions, and the Pension Benefit Guaranty Corporation's (PBGC) benefit guaranty is contained in the pamphlet *Summary Plan Description*. Copies of this pamphlet are available from the Retirement and Compensation Committee (the Committee).

The Retirement and Compensation Committee (the Committee) is responsible for the general administration of the Plan. Northern Trust Corporation is the trustee of the Plan.

Eligibility and Vesting: As of October 1, 2005 (Freeze Date), the Committee and System's Board of Directors approved a significant amendment of the Plan instrument. The amendment created three groups of eligible associates. A first choice group (Tier 1), at their election, continued to participate in the current defined benefit plan with no Plan provision changes or elected to go to the new defined contribution plan. All participants who elected to continue in the Plan became fully vested as of October 1, 2005. A second choice group (Tier 2) of associates either elected to continue to participate in the defined benefit plan with certain Plan provision changes (without a continuing lump-sum payment option) or moved to the new defined contribution plan. The third group (Tier 3) of associates were automatically converted to the new defined contribution plan. The Plan continues to maintain all accumulated plan benefits for each eligible group of associates. However, as of this date, no new participants will be accepted into the Plan.

In June 2012, the Committee and System's Board of Directors approved a significant amendment of the Plan instrument. The amendment freezes all accumulated plan benefits that are attributable under the Plan's provisions to services rendered by the employees as of January 1, 2013. The plan suspended all future accumulation of credited years of service and determine employees' highest five years of compensation during the period of credited service preceding January 1, 2013. The Plan will continue to maintain all accumulated plan benefits for each eligible group of associates (as defined in Note 1).

Benefits: The Plan is a noncontributory defined benefit plan whereby a participant's primary benefit is defined as a Normal Retirement Benefit. A participant's normal retirement benefit is equal to years of credited service at normal retirement, up to 25 years, as defined by the Plan agreement multiplied by 2% of final average compensation as defined by the Plan agreement, less 2% of the estimated Social Security benefit, as defined by the Plan agreement. For terminations or retirements before normal retirement age (generally age 65), the participant's benefit determined in the previous sentence is multiplied by the years of service at termination of employment divided by the years of service at normal retirement.

Employees who were actively participating in the Plan as of October 1, 2005, and who as of such date were credited with 20+ years of service or were at least age 55 and were credited with 15 years of service continue to accrue benefits (defined as Tier 1). Additionally, employees who were actively participating in the Plan as of October 1, 2005, and who as of such date were at least age 40 and were credited with 10 or more years of service continue to accrue benefits (defined as Tier 2). For Tier 2 participants, benefits accrued after October 1, 2005, cannot be paid in a lump sum. All other participants in the Plan as of October 1, 2005 (defined as Tier 3) have their accrued benefit frozen as of this date.

(Continued)

MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 - DESCRIPTION OF THE PLAN (Continued)

Participants may elect to receive the value of their benefits upon retirement or termination as an annuity or lump-sum payment, subject to benefit restrictions imposed by law, if any, and the terms of the Plan. Benefits received before the normal retirement are reduced to reflect early retirement. If an active employee dies while covered by the Plan, a death benefit may be payable. The Plan also provides a "disability" benefit as such term is defined in the Plan agreement.

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 and may fund additional amounts to reach certain funding thresholds as business needs allow. The contribution in 2011 was made to increase the Plan's funded status, also called adjusted funding target attainment percentage (AFTAP), to the minimum threshold to prevent benefit restrictions on the lump sum form of payments. The Plan has met the ERISA minimum funding requirements for 2012 and 2011.

In July 2012, the Moving Ahead for Progress in the 21st Century Act (MAP-21) was signed into law which contained key reforms for pension plan sponsors. The main provision of MAP-21 stabilized segment discount rates which are used to calculate the Plan's minimum funding requirements, at-risk status, the use of credit balances and whether quarterly contributions are required. As a result of MAP-21, the Plan may contribute less when interest rates are at historical lows. The Plan has elected to adopt the MAP-21 pension plan provision for the 2012 plan year. As a result, the 2012 required minimum contributions are significantly reduced which allowed the Plan to allocate \$1,541,098 of contributions to the 2011 Plan year.

Plan Termination: Although it has not expressed an intention to do so, the Company 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 agreement.

Whether all participants receive their benefits should the Plan terminate at some future time will be depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated plan benefits and may also depend of the financial condition of the Company and the level of benefits guaranteed by the 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.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The financial statements of the Plan are prepared under the accrual basis of accounting.

Payment of Benefits: Benefits are recorded when paid.

(Continued)

MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Actuarial Present Value of Accumulated Plan Benefits: Accumulated plan benefits (see Note 3) are those estimated future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to services rendered by the participants to the valuation date or Freeze Date, as applicable. 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 for retired or terminated employees or their beneficiaries are based on employees' highest five years of compensation during the ten years of credited service preceding the date of retirement or termination. The accumulated plan benefits for active employees are based on their average compensation during the five years preceding the valuation date or Freeze Date, as applicable. Benefits payable under all circumstances (retirement, death, disability, and termination of employment) are included to the extent they are deemed attributable to employee service rendered to the valuation date or Freeze Date, as applicable.

Investment Valuation and Income Recognition: Short-term, interest-bearing accounts consist primarily of money market funds. Marketable securities are stated at fair value based on quoted market prices determined in an active market. Securities traded on a national securities exchange are valued at the last reported sales price on the last business day of the Plan year. Investments traded in the over-the-counter market and listed securities for which no sale was reported on that date are valued at the average of the last reported bid and ask prices. See Note 4 for further discussions of fair market value.

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

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures, and actual results may differ from these estimates.

Plan Expenses: The Plan pays all trustee fees. Martin Memorial Medical Center, Inc. (MMMC), a subsidiary of Martin Memorial Health Systems, Inc., has elected to pay all other fees of the Plan.

NOTE 3 - ACCUMULATED PLAN BENEFITS

An actuary estimates 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 investment yield) 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 accumulated plan benefit information is as follows:

	December 31, <u>2011</u>
Actuarial present value of accumulated plan benefits:	
Vested benefits:	
Participants currently receiving payments	\$ 11,435,579
Terminated vested participants	7,486,887
Other participants	<u>67,205,307</u>
	<u>\$ 86,127,773</u>

(Continued)

MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 3 - ACCUMULATED PLAN BENEFITS (Continued)

The change in accumulated plan benefits is as follows:

	Year ended December 31 <u>2011</u>
Actuarial present value of accumulated plan benefits at beginning of year	\$ 80,768,310
Benefit payments	(6,637,084)
Benefits accumulated and actuarial gains and losses	3,958,478
Increase for interest due to decrease in discount period	5,980,925
Change in actuarial assumptions	<u>2,057,144</u>
	<u>\$ 86,127,773</u>

The more significant assumptions and the method included in the above actuarial computations are as follows:

Assumed annual rate of return on investments	7.75% (7.75% in 2011)
Actuarial cost method	Projected Unit Credit Retirement age:
Assumed retirement age	65 or immediately, if over age 65
Early	55 and has completed 10 years of service
Mortality	IRS commission's standard table as published in Section 417(e) of the Internal Revenue Code applicable to 2012

Lump-sum mortality was changed from the prescribed lump-sum mortality for 2011 to the prescribed lump-sum mortality for 2012, as described in IRS Notice 2008-85.

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.

NOTE 4 - FAIR VALUE MEASUREMENTS

In accordance with the fair value rules, the FASB defines fair value as the amount that would be received for an asset or paid to transfer a liability (i.e., an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The FASB also establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

The level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The following provides a description of the three levels of inputs that may be used to measure fair value under the new guidance.

(Continued)

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

Level 1: Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets and liabilities. The fair value hierarchy gives highest priority to Level 1 inputs.

Short-term, interest-bearing accounts: These investments primarily consist of money market mutual funds, which are valued using the net asset value (NAV) provided by the administrator of the fund. The NAV is a quoted price in an active market and classified within level 1 of the valuation hierarchy.

Mutual fund: This investment is a public investment vehicle valued using the NAV provided by the administrator of the fund. The NAV is a quoted price in an active market and classified within Level 1 of the valuation hierarchy.

Domestic equity securities: Domestic equity securities are valued at the closing price reported on national securities exchanges and are classified within Level 1 of the valuation hierarchy.

Foreign equity securities: Foreign equity securities are valued at the closing price reported on the New York Stock Exchange and are classified within Level 1 of the valuation hierarchy.

Level 2: Observable prices that are based on inputs not quoted on active markets but corroborated by market data.

U.S. Treasury and Governmental Agency securities: These investments are valued by the trustee based on inputs not quoted on active markets but are corroborated by market data and are classified within Level 2 of the valuation hierarchy. Matrix pricing, which is a mathematical technique commonly used to price debt securities that are not actively traded, values debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted securities with similar credit risk (Level 2 inputs).

Corporate and agency notes and bonds and Asset Backed securities: These investments are valued by the trustee that are based on inputs not quoted on active markets but are corroborated by market data and are classified within Level 2 of the valuation hierarchy. Matrix pricing, which is a mathematical technique commonly used to price debt securities that are not actively traded, values debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted securities with similar credit risk.

Municipal bonds: These investments are valued by the trustee that are based on inputs not quoted on active market data and are classified within Level 2 of the valuation hierarchy.

Common collective trust: This investment is a public investment vehicle valued using the NAV provided by the administrator of the fund. The NAV is classified within level 2 of the valuation hierarchy because the NAV's unit price is quoted on a private market that is not active; however, the unit price is based on underlying investments, which are traded on an active market. The Fund's objective is to provide long-term total return in excess of the MSCI All Country World Index. The portfolio primarily invests in common stock, depository receipts and real estate securities of companies worldwide. In addition, subject to restrictions, the portfolio may invest in preferred stock, rights, warrants, exchange-traded funds and similar liquid equity equivalents. The fund generally provides for daily redemptions by the Plan at reported net asset value per share with no advance notice requirements.

(Continued)

MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

Level 3: Unobservable inputs when there is little or no market data available, thereby requiring an entity to develop its own assumptions. The fair value hierarchy gives the lowest priority to Level 3 inputs. The Plan does not have any Level 3 assets.

The fair values of Level 1 assets and liabilities were determined through quoted market prices, while fair values of Level 2 assets and liabilities were determined primarily through prices obtained from third-party pricing sources, where quoted market prices for such assets and liabilities are not available. The fair value of the common collective trust was determined based upon the NAV reported in the audited financial statements of the trust as of December 31, 2012.

The following tables set forth the level within the fair value hierarchy for each of the Plan's assets and liabilities, which are measured at fair value on a recurring basis as of December 31, 2012 and 2011:

<u>Assets at Fair Value as of December 31, 2012</u>				
	<u>Carrying Value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Short-term, interest-bearing accounts	\$ 1,053,401	\$ 1,053,401	\$ -	\$ -
Government Securities				
U.S. Treasury obligations	11,550,330	-	11,550,330	-
Government Agency Bonds	2,295,780	-	2,295,780	-
Municipal Bonds	2,869,917	-	2,869,917	-
Mutual fund - foreign equity	12,135,262	12,135,262	-	-
Mutual fund - commodity	3,211,451	3,211,451	-	-
Common collective trust	4,910,997	-	4,910,997	-
Corporate and agency notes and bonds				
Corporate notes and bonds	29,730,071	-	29,730,071	-
Asset backed securities	1,578,979	-	1,578,979	-
Domestic equity securities	28,333,660	28,333,660	-	-
Foreign equity securities	<u>1,031,993</u>	<u>1,031,993</u>	<u>-</u>	<u>-</u>
Total investments, at fair value	<u>\$ 98,701,841</u>	<u>\$ 45,765,767</u>	<u>\$ 52,936,074</u>	<u>\$ -</u>

(Continued)

MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

	<u>Assets at Fair Value as of December 31, 2011</u>			
	<u>Carrying Value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Short-term, interest-bearing accounts	\$ 630,113	\$ 630,113	\$ -	\$ -
Government Securities				
U.S. Treasury obligations	14,269,872	-	14,269,872	-
Government Agency Bonds	1,919,256	-	1,919,256	-
Municipal Bonds	1,863,748	-	1,863,748	-
Mutual fund	6,895,477	6,895,477	-	-
Corporate and agency notes and bonds				
Corporate notes and bonds	23,272,253	-	23,272,253	-
Asset backed securities	995,860	-	995,860	-
Domestic equity securities	31,663,123	31,663,123	-	-
Foreign equity security	902,786	902,786	-	-
Total investments, at fair value	<u>\$ 82,412,488</u>	<u>\$ 40,091,499</u>	<u>\$ 42,320,989</u>	<u>\$ -</u>

NOTE 5 - INVESTMENTS

U.S Treasury obligations and Government Agency Bonds were previously presented as of December 31, 2011 as having Level 1 measurement inputs; however, during 2012 management determined that these fair value measurements involve significant level 2 measurement inputs and they have been reclassified accordingly.

The Plan's investments are held by a bank-administered trust fund. During 2012 and 2011, the Plan's investments (including investments bought, sold, and held during the year appreciated (depreciated) in fair value as follows as of December 31:

	<u>2012</u>	<u>2011</u>
Government Securities:		
U.S. Treasury obligations	\$ (975)	\$ 140,057
Government Agency Bonds	432,378	2,352,976
Municipal Bonds	190,085	239,486
Derivatives	41,012	1,260,278
Mutual fund	1,375,219	(1,068,145)
Commodity fund	(94,972)	-
Common collective trust	534,980	-
Corporate and agency notes and bonds		
Corporate notes and bonds	2,326,401	1,699,123
Asset backed securities	53,529	36,065
Domestic equity securities	5,071,277	(680,081)
Foreign equity securities	<u>218,209</u>	<u>(21,524)</u>
	<u>\$ 10,147,143</u>	<u>\$ 3,958,235</u>

(Continued)

MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 5 – INVESTMENTS (Continued)

The fair values of individual investments that represent 5% or more of the Plan's net assets available for benefits are as follows as of December 31:

<u>2012</u>	<u>2011</u>	
U.S. Treasury Bonds due Feb 2040	\$ 1,783,444*	\$ 5,064,556
U.S. Treasury Bonds due Aug 2040	7,716,038	4,585,219
Mfo Templeton Intl Fds Foreign Equity Ser - Primary	12,135,262	6,895,477

* Investment less than 5% of Plan's net assets. Shown for comparative purposes only.

** Not an investment option in 2011.

NOTE 6 - INCOME TAX STATUS

The Plan has received a determination letter from the Internal Revenue Service (IRS) dated January 28, 2010, stating that the Plan is qualified under Section 401(a) of the IRC and therefore, the related trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan was amended. The Plan Sponsor's cycle to apply for a new IRS determination letter ends January 31, 2012, accordingly. On February 23, 2013, a request was filed with the Internal Revenue Service for a favorable determination that the Plan continues to be qualified under Section 401(a) of the code and that the related trust continues to be exempted from taxation. The Plan has not received a response from the Internal Revenue Service with respect to this request. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan administrator has indicated that it will take the necessary steps, if any, to bring the Plan's operations into compliance with the Code.

Accounting principles generally accepted in the United States require Plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

NOTE 7 - RELATED PARTY TRANSACTIONS

Fees paid during the year for legal, accounting, and other services rendered by parties-in-interest were paid by the Plan or MMMC. Amounts paid by MMMC were approximately \$800,000 and \$525,000 for the years ended December 31, 2012 and 2011, respectively.

(Continued)

MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 8 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31:

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$ 99,420,948	\$ 89,607,839
Benefits payable to participants per Form 5500	<u>(76,328)</u>	<u>(7,779)</u>
Net assets available for benefits per the Form 5500	<u>\$ 99,344,620</u>	<u>\$ 89,600,060</u>

The following is a reconciliation of the benefits paid to participants per the financial statements to Form 5500 for the years ended December 31, 2012 and 2011:

	<u>2012</u>	<u>2011</u>
Benefits paid to participants per the financial statements	\$ 5,637,878	\$ 6,637,084
Add: Benefits payable to participants at December 31, 2012	76,328	7,779
Less: Benefits payable to participants at December 31, 2011	<u>(7,779)</u>	<u>(3,786)</u>
Benefits paid to participants per Form 5500	<u>\$ 5,706,427</u>	<u>\$ 6,641,077</u>

NOTE 9 - RISK 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.

NOTE 10 - DERIVATIVES

In the normal course of operations, the Plan's assets and liabilities may include the use of derivative instruments (futures contracts). These derivatives involve, in varying degrees, elements of credit and market volatility risks in excess of more traditional investment holdings, such as equity and debt instruments. The contract or notional amounts disclosed in this footnote provide a measure of the Plan's involvement in such instruments but are not indicative of potential loss. The intent is to use derivative financial instruments as economic hedges to manage duration risk associated with the Plan's fixed-income portfolio. The Plan's fiduciaries do not anticipate any material adverse effect on the Plan's financial position resulting from its involvement in these instruments.

(Continued)

MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 10 – DERIVATIVES (Continued)

The following table presents the effect of gains with respect to these derivative instruments, by type of derivative. The gains are located on the statements of changes in net assets available for benefits as net appreciation in fair value of investments for the year ended December 31:

	<u>2012</u>	<u>2011</u>
Futures	\$ 41,012	\$ 1,267,278

The Plan employs a liability-driven investing strategy within the fixed-income portfolio and the primary risk managed by the Plan using futures contracts is the fixed-income portfolio duration risk. On behalf of the Plan, investment managers enter into various Treasury futures contracts to meet the portfolio target duration. These contracts, which are considered derivatives under ASC 815, Derivatives and Hedging, are agreements between two parties to buy or sell a security or financial interest at a set price on a future date and are standardized and exchange-traded. Upon entering into such a contract on behalf of the Plan, the investment manager is required to pledge to the broker an amount of cash or securities equal to the minimum "initial margin" requirements of the exchange on which the contract is traded. Pursuant to the contract, the investment manager agrees to receive from or pay to the broker an amount of cash equal to the daily fluctuation in the value of the contract. Such receipts or payments are known as variation margin and are recorded on a daily basis by the trustee as a realized gain or loss equal to the difference in the value of the contract between daily closing prices.

The following table presents open futures contracts at December 31, 2012 and 2011. The fair value presented in this table includes cumulative appreciation (depreciation) of futures contracts, but only the current day's variation margin receivable/payable is reported in the statements of net assets available for benefits.

<u>Futures Contracts - December 31, 2012</u>				
<u>Type of Contract</u>	<u>Number of Contracts Buy(Sell)</u>	<u>Expiration</u>	<u>Notional</u>	<u>Fair Value</u>
13.5-year U.S. Treasury Notes Future	(6)	3/29/2013	\$ (600,000)	\$ (746,484)
11-Year U.S. Treasury Bonds Futures	21	3/19/2013	2,100,000	3,414,469
10-Year U.S. Treasury Notes Futures	(24)	3/20/2013	(2,400,000)	(3,186,750)
5-Year U.S. Treasury Notes Futures	7	3/20/2013	<u>700,000</u>	<u>1,032,500</u>
Total futures contracts			<u>\$ (200,000)</u>	<u>\$ 513,735</u>

(Continued)

MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 10 - DERIVATIVES (Continued)

<u>Type of Contract</u>	<u>Futures Contracts - December 31, 2011</u>			
	<u>Number of Contracts Buy(Sell)</u>	<u>Expiration</u>	<u>Notional</u>	<u>Fair Value</u>
11-Year U.S. Treasury Bonds Futures	17	3/21/2012	\$ 1,700,000	\$ 2,461,813
10-Year U.S. Treasury Notes Futures	(5)	3/21/2012	(500,000)	(655,625)
5-Year U.S. Treasury Notes Futures	(7)	3/21/2012	<u>(700,000)</u>	<u>(862,805)</u>
Total futures contracts			<u>\$ 500,000</u>	<u>\$ 943,383</u>

NOTE 11 - SUBSEQUENT EVENTS

Management evaluated subsequent events for the Plan through October 11, 2013, the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULES

MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN
SCHEDULE H, PART IV, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

Name of Plan Sponsor		Martin Memorial Health Systems, Inc. Pension Plan		
Employer Identification Number		59-2307522		
Plan Number		001		
	(b)	(c)		(e)
	Identity of issuer, borrower,	Description of investment	(d)	Current
(a)	lessor, or similar party	including maturity date, rate of interest, collateral, par or maturity value	Cost	Value
Short-Term Interest-Bearing Accounts				
	Standish Mellon	Registered Investment Company	\$ 224,629	\$ 224,629
*	Northern Trust Clearing Account	Registered Investment Company	70,366	70,366
	C.S. McKee Investment Managers	Registered Investment Company	92,950	92,950
	Sands Capital Management	Registered Investment Company	499,734	499,734
	Loomis Sayles	Registered Investment Company	163,206	163,206
	Templeton Worldwide Services	Registered Investment Company	7	7
	Wellington	Registered Investment Company	23	23
	Pimco	Registered Investment Company	2,487	2,487
			1,053,401	1,053,401
Government Securities				
	Bond Futures Offset – Long	10,000 Shares, price (-444.697)	-	(4,446,969)
	Bond Futures Offset – Short	10,000 Shares, price 393.323	-	3,933,234
	Brazil(Fed Rep Of)	\$335,000 principal amount, 7.125%, due 1/20/2037	380,627	512,550
	California State	\$190,000 principal amount, 7.3%, due 10/1/2039	192,525	263,289
	California State	\$140,000 principal amount, 7.625%, due 3/1/2040	142,381	201,053
	California State	\$250,000 principal amount, 7.55%, due 4/1/2039	292,247	358,745
	Federal National Mortgage Association	\$555,000 principal amount, 6.625%, due 11/15/2030	680,261	845,267
	U.S. Government	Treasury futures, \$100,000 par value, price (162.594), due 3/19/2013	-	3,414,469
	U.S. Government	Treasury futures, \$100,000 par value, price (147.50), due 3/19/2013	-	1,032,500
	U.S. Government	Treasury futures, \$100,000 par value, price (-132.781), due 3/20/2013	-	(3,186,750)
	U.S. Government	Treasury futures, \$100,000 par value, price (-124.414),due 3/29/13	-	(746,484)
	Illinois St Taxable - Pension	\$170,000 principal amount, 5.1%, due 6/1/2024	157,481	167,729
	Rev-Build America Bonds	\$100,000 principal amount, 5.716%, due 7/1/2039	100,000	124,842
	Metropolitan Transn Auth NY			
	Dedicated Tax Fund	\$10,000 principal amount, 6.089%, due 11/15/2040	9,975	12,775
	Metropolitan Transn Auth NY Rev	\$185,000 principal amount, 6.548%, due 11/15/2039	195,012	230,597
	Municipal Elec Auth GA	\$290,000 principal amount, 6.637%, due 4/1/2057	290,518	343,769
	New Jersey St Tpk Auth	\$150,000 principal amount, 7.102%, due 1/1/2041	208,425	212,708

(Continued)

MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN
SCHEDULE H, PART IV, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
	New York NY Taxable-Ser D-1-Build Amer Bonds	\$205,000 principal amount, 5.985%, due 12/1/2036	203,432	255,856
	Panama Rep Amortizing Global Bond- Reg Sinking Fund	\$75,000 principal amount, 6.7%, due 1/26/2036	94,875	106,500
	Pemex Proj Funding Master Tr Gtd Bond	\$195,000 principal amount, 6.625%, due 6/15/2035	215,960	247,650
	Pemex Proj Funding Master Tr Gtd Bond	\$100,000 principal amount, 6.625%, due 6/15/2035	98,375	126,750
	Peru Rep Global Bond	\$115,000 principal amount, 8.75%, due 11/21/2035	171,638	199,813
	Port Authority NY & NJ	\$255,000 principal amount, 4.458%, due 10/1/2062	257,803	250,211
	Quebec Prov Cda Province De Quebec Global Note	\$295,000 principal amount, 7.5%, due 9/15/2029	379,010	448,344
	Slovenia Rep NT	\$245,000 principal amount, 5.5%, due 10/26/2022	248,063	257,250
	United States Treasury Bills	\$110,000 principal amount, 0%, due 2/7/2013	109,930	109,997
	United States Treasury Bonds	\$1,320,000 principal amount, 4.625%, due 2/15/20	1,646,210	1,783,444
	United States Treasury Bonds	\$245,000 principal amount, 7.625%, due 2/15/2025	381,782	395,063
	United States Treasury Bonds	\$90,000 principal amount, 6.125%, due 11/15/2027	135,169	133,706
	United States Treasury Bonds Dtd 00218	\$6,420,000 principal amount, 3.875%, due 8/15/20	7,325,576	7,716,038
	United States Treasury Bonds Dtd 00219	\$295,000 principal amount, 4.25%, due 11/15/2040	380,115	376,678
	United States Treasury Notes	\$1,035,000 principal amount, .625%, due 1/31/201	1,036,014	1,035,405
			15,333,406	16,716,027
	Mutual Funds			
	Franklin Templeton	Mutual fund	11,406,692	12,135,262
	Commodities			
	Pimco Funds	Mutual fund	3,306,422	3,211,451
	Corporate Notes and Bonds			
	Ace Ina Holding Inc	\$80,000 principal amount, 6.7%, due 5/15/2036	80,148	110,714
	Aetna Inc New	\$115,000 principal amount, 4.5%, due 5/15/2042	120,321	120,655
	Agrium Inc	\$155,000 principal amount, 6.125%, due 1/15/2041	153,309	186,355
	Alcan Inc	\$100,000 principal amount, 6.125%, due 12/15/2035	102,548	126,255
	Allstate Corp	\$108,000 principal amount, 5.55%, due 5/9/2035	111,379	132,138
	Altria Group Inc	\$30,000 principal amount, 10.2%, due 2/6/2039	45,979	50,185
	Altria Group Inc	\$60,000 principal amount, 4.25%, due 8/9/2042	59,248	58,188
	Amgen Inc	\$325,000 principal amount, 5.375%, due 5/15/2043	324,951	383,184
	Anadarko Pete Co	\$205,000 principal amount, 6.2%, due 3/15/2040	238,764	252,864
	Aol Time Warner	\$450,000 principal amount, 7.7%, due 5/1/2032	482,504	629,180
	Aon Corp Serial Note	\$190,000 principal amount, 6.25%, due 9/30/2040	191,505	246,938
	Appalachian Power Co	\$175,000 principal amount, 7.0%, due 4/1/2038	203,261	238,166
	At&T Inc	\$199,000 principal amount, 5.35%, due 9/1/2040	199,223	231,745
	Bank America Corp	\$230,000 principal amount, 5.625%, due 7/1/2020	231,141	272,694

(Continued)

MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN
SCHEDULE H, PART IV, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
	Bank America Corp	\$180,000 principal amount, 5.7%, due 1/24/2022	193,502	216,459
	Bank America Corp	\$180,000 principal amount, 6.5%, due 9/15/2037	301,542	340,056
	Barrick Pd	\$100,000 principal amount, 5.95%, due 10/15/2035	98,994	115,494
	Berkshire Hathaway	\$225,000 principal amount, 4.4%, due 5/15/2042	222,118	232,775
	Boston Property's Ltd	\$140,000 principal amount, 5.875%, due 10/15/2019	141,599	166,937
	Cap 1 Bank Usa National	\$290,000 principal amount, 8.8%, due 7/15/2019	315,488	392,688
	Catholic Health Initiatives	\$130,000 principal amount, 4.35%, due 11/1/2042	129,723	132,578
	Cigna Corp	\$220,000 principal amount, 5.375%, due 2/15/2042	242,176	256,139
	Cin Financial Corp	\$101,000 principal amount, 6.125%, due 11/1/2034	95,567	116,072
	Citigroup Commercial Mortgage Tr	\$205,000 principal amount, 3.024%, due 9/10/2045	210,115	214,960
	Citigroup Inc	\$250,000 principal amount, 4.5%, due 1/14/2022	259,967	278,926
	Citigroup Inc	\$180,000 principal amount, 5.875%, due 1/30/2042	178,991	222,146
	Citigroup Inc	\$115,000 principal amount, 6.125%, due 8/25/2036	102,905	126,706
	Citigroup Inc	\$300,000 principal amount, 6.875%, due 3/5/2038	289,468	394,937
	Cmo Bear Stearns Coml Mtg Secs Tr			
	2007- Top26 Cl A4 Float Rate	\$120,000 principal amount, 5.471%, due 1/12/2045	100,753	139,777
	Cmo Commerical	\$250,000 principal amount, 3.391%, due 5/15/2045	254,995	269,398
	Cmo Cr Suisse 1St Bstn Mtg Secs Crp 2005-			
	C5 Coml Passthru Ctf A-4	165,000 principal amount, 5.1%, due 8/15/2038	165,000	181,361
	Cmo JP Morgan Chase Commerical Mortgage	\$85,000 principal amount, 2.4751%, due 2/15/2046	87,124	86,801
	Comcast Corp New	\$285,000 principal amount, 6.4%, due 5/15/2038	291,985	364,150
	Comcast Corp New	\$85,000 principal amount, 6.5%, due 11/15/2035	81,417	109,059
	Conocophillips	\$200,000 principal amount, 5.9%, due 5/15/2038	204,006	263,120
	Cons Edison Co Ny	\$235,000 principal amount, 6.3%, due 8/15/2037	263,603	318,056
	Cooperatieve	\$250,000 principal amount, 3.95%, due 11/9/2022	249,673	256,009
	Csx Corp	\$95,000 principal amount, 5.5%, due 4/15/2041	93,590	113,828
	Daimlerchrysler N	\$240,000 principal amount, 8.5%, due 1/18/2031	296,801	373,544
	Deutsche Telekom	\$75,000 principal amount, 8.75%, due 6/15/2030	91,384	112,368
	Devon Fing Corp U	\$340,000 principal amount, 7.875%, due 9/30/2031	410,771	494,502
	Directv Holdings LLC	\$40,000 principal amount, 6.35%, due 3/15/2040	39,957	45,922
	Directv Holdings/Fing 6	\$195,000 principal amount, 6.0%, due 8/15/2040	192,385	216,368
	Discovery	\$95,000 principal amount, 6.35%, due 6/1/2040	105,251	117,414
	Discovery Communications	\$200,000 principal amount, 4.95%, due 5/15/2042	198,456	213,760
	Dominion Res Inc	\$225,000 principal amount, 7.0%, due 6/15/2038	224,244	319,138
	Dow Chem Co	\$110,000 principal amount, 4.125%, due 11/15/2021	119,808	120,508
	Dow Chem Co	\$230,000 principal amount, 5.25%, due 11/15/2041	230,643	256,521
	Duke Realty Ltd	\$45,000 principal amount, 8.25%, due 8/15/2019	50,104	57,537

(Continued)

MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN
SCHEDULE H, PART IV, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
	Energy East Corp	\$130,000 principal amount, 6.75%, due 7/15/2036	140,527	140,071
	Enterprise Prods	\$85,000 principal amount, 4.45%, due 2/15/2043	84,550	86,063
	Enterprise Prods	\$165,000 principal amount, 6.125%, due 10/15/2038	162,183	199,335
	Exelon Generation	\$105,000 principal amount, 6.25%, due 10/1/2039	125,844	122,100
	Exelon Generation	\$100,000 principal amount, 5.75%, due 10/1/2041	99,598	110,971
	Firstenergy Corp	\$160,000 principal amount, 7.375%, due 11/15/2038	177,027	206,654
	Gen Elec Cap Corp	\$710,000 principal amount, 5.875%, due 1/14/2038	658,736	856,439
	Gen Elec Cap Corp Medium Term Notes- Tranche 00818	\$180,000 principal amount, 6.875%, due 1/10/2038	210,657	244,674
	Gilead Sciences	\$90,000 principal amount, 4.4%, due 12/1/2021	-	
	Goldman Sachs	\$285,000 principal amount, 5.75%, due 1/24/2022	291,398	336,930
	Goldman Sachs	\$95,000 principal amount, 6.25%, due 2/1/2041	95,631	116,557
	Health Care REIT Inc	\$150,000 principal amount, 5.125%, due 3/15/2043	148,599	146,276
	Hess Corp	\$190,000 principal amount, 5.6%, due 2/15/2041	213,568	224,709
	Hewlett Packard Co	\$110,000 principal amount, 6%, due 9/15/2041	109,808	108,889
	Hsbc Holdings Plc	\$170,000 principal amount, 4.0%, due 3/30/2022	179,639	186,127
	Hsbc Holdings Plc	\$275,000 principal amount, 6.5%, due 9/15/2037	295,320	343,252
	J P Morgan Chase	\$205,000 principal amount, 4.7171%, due 2/15/2041	211,614	240,173
	J P Morgan Chase	\$690,000 principal amount, 4.5%, due 1/24/2022	697,475	780,554
	J P Morgan Chase	\$85,000 principal amount, 5.6%, due 7/15/2041	88,107	105,268
	Kinder Morgan	\$190,000 principal amount, 6.5%, due 9/1/2039	208,859	233,519
	Kinder Morgan	\$175,000 principal amount, 6.55%, due 9/15/2040	190,824	219,307
	Koninklijke	\$155,000 principal amount, 6.875%, due 3/11/2038	191,287	209,721
	Korea Fin Corp	\$235,000 principal amount, 2.25%, due 8/7/2017	233,240	237,916
	Liberty Property Ltd	\$45,000 principal amount, 6.625%, due 10/1/2017	44,235	53,703
	Lincoln National Corp	\$90,000 principal amount, 7.0%, due 6/15/2040	100,082	117,139
	Marathon Pete Corp	\$150,000 principal amount, 6.5%, due 3/1/2041	153,246	190,058
	Merrill Lynch & Co	\$145,000 principal amount, 7.75%, due 5/14/2038	158,841	188,746
	Metlife Inc	\$219,000 principal amount, 5.7%, due 6/15/2035	201,024	267,388
	Midamerican Energy	\$470,000 principal amount, 6.5%, due 9/15/2037	487,197	624,263
	Mondelez International Inc	\$370,000 principal amount, 6.875%, due 2/1/2038	408,631	511,475
	Morgan Stanley	\$135,000 principal amount, 5.5%, due 7/28/2021	132,541	153,275
	Nbcuniversal Media	\$90,000 principal amount, 6.4%, due 4/30/2040	101,700	115,480
	Nevada Power Co	\$200,000 principal amount, 6.65%, due 4/1/2036	211,068	271,376
	News Amer Inc	\$330,000 principal amount, 6.15%, due 3/1/2037	311,504	404,997
	News Amer Inc	\$100,000 principal amount, 6.9%, due 8/15/2039	110,858	130,927
	Nisource Fin Corp	\$250,000 principal amount, 5.8%, due 2/1/2042	258,836	284,647
	Norfolk Southern	\$26,000 principal amount, 4.837%, due 10/1/2041	28,127	29,009

(Continued)

MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN
SCHEDULE H, PART IV, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
	Petrobras Intl	\$70,000 principal amount, 6.75%, due 1/27/2041	77,846	88,696
	Petro-Cda	\$210,000 principal amount, 6.8%, due 5/15/2038	243,958	286,395
	Petroleos	\$115,000 principal amount, 6.5%, due 6/2/2041	143,463	144,325
	Plains All American Pipeline	\$125,000 principal amount, 5.15%, due 6/1/2042	145,039	140,824
	Plains All American	\$185,000 principal amount, 6.65%, due 1/15/2037	194,629	242,267
	Potash Corp Sask	\$200,000 principal amount, 5.625%, due 12/1/2040	197,400	243,046
	Potomac Electric Power	\$175,000 principal amount, 6.5%, due 11/15/2037	195,351	249,707
	Principal Financial Group	\$9,000 principal amount, 6.05%, due 10/15/2036	8,284	11,139
	Progress Energy	\$260,000 principal amount, 7.0%, due 10/30/2031	282,134	335,144
	Prudential Financial	\$300,000 principal amount, 6.2%, due 11/15/2040	553,959	628,994
	Pvtpl Aig Sunamerica Global Fing X Sr Nt144A	\$75,000 principal amount, 6.9%, due 3/15/2032	84,182	99,434
	Pvtpl Bskyb Fin U K Plc Gtd Serial Note 144A	\$81,000 principal amount, 6.5%, due 10/15/2035	87,531	104,014
	Pvtpl Cmo American Tower Tr I	\$100,000 principal amount, 5.4197%, due 4/15/2030	109,531	102,569
	Pvtpl Cox Communications Inc New Cox Communications	\$100,000 principal amount, 6.45%, due 12/1/2036	103,870	123,410
	Pvtpl Cox Communications Inc New Note	\$160,000 principal amount, 8.375%, due 3/1/2039	189,976	245,544
	Pvtpl Ctl 1999-11 Tr (Cvs Corp Brooklyn Ny)	\$327,816.35 principal amount, 7.15%, due 5/15/2030	397,592	452,003
	Pvtpl Enel Fin Intl S A	\$425,000 principal amount, 6.8%, due 9/15/2037	401,060	443,913
	Pvtpl Erac Usa Fin Co Erac Finance 144A	\$140,000 principal amount, 7.0%, due 10/15/2037	119,015	177,776
	Pvtpl Holcim U S Fin S A R L & Cie S C Sgtd Nt 144A	\$275,000 principal amount, 6.0%, due 12/30/2019	299,453	311,913
	Pvtpl Hutchison Whampoa Intl 03/33 Ltd Gtd Nt 144A	\$200,000 principal amount, 7.45%, due 11/24/2030	256,148	288,949
	Pvtpl Norfolk Southern Corp	\$154,000 principal amount, 2.903%, due 2/15/2020	154,000	155,016
	Pvtpl Sabmiller Holdings Inc	\$200,000 principal amount, 4.95%, due 1/15/2042	198,670	226,705
	Republic Services Inc	\$265,000 principal amount, 6.2%, due 3/1/2040	264,788	332,570
	Rio Tinto Financial Usa	\$165,000 principal amount, 7.125%, due 7/15/2020	178,926	223,670
	Santander Drive Auto Receivables 2011-1 Cl	\$200,000 principal amount, 3.10999%, due 5/16/2030	198,086	205,949
	Sempra Energy	\$250,000 principal amount, 6.0%, due 10/15/2039	247,898	316,069
	Siemens	\$200,000 principal amount, 6.125%, due 8/17/2020	195,244	262,977
	Simon Property Group L	\$175,000 principal amount, 6.75%, due 2/1/2040	174,017	237,152
	Talisman Energy	\$195,000 principal amount, 6.25%, due 2/1/2038	208,918	233,587
	Teck Resources Ltd	\$120,000 principal amount, 6.25%, due 7/15/2041	130,627	141,152
	Telecom Italia Cap	\$365,000 principal amount, 7.2%, due 7/18/2036	362,394	381,060
	Telefonica	\$450,000 principal amount, 7.045%, due 6/20/2030	458,369	486,000
	Time Warner Cable	\$310,000 principal amount, 6.55%, due 5/1/2037	294,441	383,536
	Time Warner Inc	\$115,000 principal amount, 3.4%, due 6/15/2022	119,064	119,954
	Time Warner Inc	\$100,000 principal amount, 6.5%, due 11/15/2036	105,926	125,085
	Transocean Ltd	\$65,000 principal amount, 3.8%, due 10/15/2022	64,551	66,621

(Continued)

MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN
SCHEDULE H, PART IV, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
	Union Pac Corp	\$160,000 principal amount, 4.75%, due 9/15/2041	156,850	179,472
	Union Pac Corp	\$75,000 principal amount, 6.625%, due 2/1/2029	72,371	101,359
	US Bancorp Medium Term Sub Notes	\$155,000 principal amount, 2.95%, due 7/15/2022	155,579	156,585
	Vale Overseas Ltd	\$200,000 principal amount, 6.875%, due 11/10/2030	207,188	250,761
	Vale S A	\$115,000 principal amount, 5.625%, due 9/11/2042	114,078	124,844
	Veolia	\$175,000 principal amount, 6.75%, due 6/1/2038	181,476	205,440
	Verizon	\$230,000 principal amount, 7.35%, due 4/1/2039	293,359	340,949
	Wachovia Bk National Association Medium Term-Bktranche #Sb 00009	\$220,000 principal amount, 6.6%, due 1/15/2038	206,322	301,977
	Waste Mgmt Inc Del	\$315,000 principal amount, 6.125%, due 11/30/2030	317,786	398,788
	Waste Mgmt Inc Del	\$280,000 principal amount, 7.75%, due 5/15/2032	321,158	395,233
	Watson	\$60,000 principal amount, 4.625%, due 10/1/2042	59,110	62,468
	WellPoint Inc	\$90,000 principal amount, 4.65%, due 1/15/2043	89,479	93,790
	Wfrbs Commercial Mortgage Tr	\$125,000 principal amount, 3.667%, due 11/15/2040	126,240	137,990
	Williams Partners	\$215,000 principal amount, 6.3%, due 4/15/2040	247,603	262,845
	Willis N Amer Inc	\$150,000 principal amount, 6.2%, due 3/28/2017	150,903	170,771
	Willis N Amer Inc	\$30,000 principal amount, 7.0%, due 9/29/2019	30,371	35,354
			26,776,974	31,309,050
	Collective Trust			
	Wellington Trust Company	Common collective trust units	4,376,017	4,910,997
	Domestic Equity Securities			
	5th 3rd Bancorp	Common stock	143,662	168,989
	Alexion Pharmaceuticals Inc	Common stock	139,751	403,383
	Allergan Inc	Common stock	332,343	504,515
	Amazon Com Inc	Common stock	360,013	929,218
	Ameriprise Financial Inc	Common stock	126,575	182,191
	Aol Inc	Common stock	57,358	80,332
	Apple Inc	Common stock	140,815	932,803
	Apple Inc	Common stock	57,983	87,417
	Applied Materials Inc	Common stock	86,031	83,890
	At&T Inc	Common stock	129,504	165,145
	AthenaHealth Inc	Common stock	118,345	124,865
	Atwood Oceanics Inc	Common stock	193,654	228,950
	Bancfirst Corp	Common stock	73,286	84,720
	Bank Of America Corp	Common stock	171,895	141,880
	Barrett Bill	Common stock	145,541	69,381
	Baxter International Inc	Common stock	99,878	119,921
	Benchmark Electrs Inc	Common stock	141,151	129,636
	Biomarin Pharmaceutical Inc	Common stock	172,227	197,000
	Bio-Reference Labs Inc	Common stock	114,746	197,961
	Bristol Myers Squibb Co	Common stock	125,795	144,146

(Continued)

MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN
SCHEDULE H, PART IV, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
	Calgon Carbon Corp	Common stock	202,875	194,266
	Calpine Corp	Common stock	90,581	122,740
	Cbs Corp-New Cl B	Common stock	42,820	105,360
	Centurylink Inc	Common stock	114,101	122,406
	Cerner Corp	Common stock	335,108	341,616
	Chart Inds Inc Com Par \$0.01	Common stock	65,596	260,013
	Chevron Corp	Common stock	204,794	256,400
	Chipolte Mexican Grill Inc	Common stock	324,278	364,389
	Cisco Systems Inc	Common stock	122,668	123,264
	Citigroup Inc	Common stock	221,130	216,156
	Coach Inc	Common stock	335,978	316,407
	Coca-Cola Enterprises Inc	Common stock	104,167	145,323
	Coinstar Inc	Common stock	180,512	197,638
	Comcast Corp New -Cl A	Common stock	112,899	215,982
	Comverse Inc	Common stock	242	228
	Comverse Technology Inc Com	Common stock	540	330
	Consol Energy Inc	Common stock	77,321	63,686
	Covidien Plc Usd0.20(Post Consldtn)	Common stock	96,469	151,856
	Cvs Caremark Corp	Common stock	102,343	151,722
	Directv Com Cl A	Common stock	58,361	78,300
	Discover Financial Services	Common stock	70,672	174,092
	Dover Corp	Common stock	122,374	154,221
	Du Pont E I De Nemours & Co	Common stock	146,712	152,583
	Eaton Corp	Common stock	145,770	152,952
	Ebay Inc Com	Common stock	50,292	122,397
	Edison International	Common stock	152,028	174,433
	Endurance Specialty Holdings Ltd Com	Common stock	122,098	123,039
	EOG Resources Inc	Common stock	96,692	137,338
	Exxon Mobil Corp	Common stock	258,095	330,534
	Facebook Inc Cl A	Common stock	382,667	322,223
	F5 Netw orks Inc	Common stock	341,739	320,595
	Firstenergy Corp	Common stock	155,011	148,666
	Fmc Technologies	Common stock	149,488	261,263
	Forest Laboratories Inc	Common stock	127,360	131,037
	Forward Air Corp	Common stock	166,954	231,066
	Fractional First Horizon National Corp	Common stock	-	-
	Fuel Sys Solutions Inc	Common stock	138,857	72,030
	Gen Mtrs Co	Common stock	142,258	130,369
	General Electric Co	Common stock	164,051	212,083
	Goodyear Tire & Rubber Co	Common stock	59,844	76,866
	Google Inc-Cl A	Common stock	447,938	851,244
	Google Inc-Cl A	Common stock	81,532	94,346

(Continued)

MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN
SCHEDULE H, PART IV, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
	Hancock Holding Co	Common stock	86,092	128,071
	Harmonic Inc	Common stock	151,881	122,694
	Hca Holdings Inc	Common stock	117,470	115,129
	Hecla Mining Co	Common stock	131,952	103,774
	Hess Corp	Common stock	208,243	192,510
	Honeywell International Inc	Common stock	107,521	157,596
	Impax Laboratories Inc	Common stock	103,762	102,450
	Intercontinentalexchange Inc	Common stock	156,790	260,001
	Interdigital Inc Pa For Future Issues	Common stock	67,354	102,750
	Intuitive Surgical Inc-New	Common stock	52,330	245,185
	Itron Inc Com	Common stock	134,542	102,465
	Ixia Com	Common stock	85,662	132,444
	Jpmorgan Chase & Co	Common stock	287,099	317,507
	Lakeland Financial Corp	Common stock	92,727	113,696
	Las Vegas Sands Corp Com Stk	Common stock	191,086	290,808
	Legg Mason Inc	Common stock	115,666	102,237
	Liberty Interactive Corp Interactive-Ser A	Common stock	121,954	158,680
	Lindsay Corporation	Common stock	220,775	288,432
	Lowes Cos Inc	Common stock	138,615	172,840
	Madden Steven Ltd	Common stock	118,896	118,356
	Merck & Co Inc-New	Common stock	206,331	245,190
	Merit Med Sys Inc	Common stock	93,937	96,605
	Metlife Inc	Common stock	200,241	171,782
	Microsoft Corp	Common stock	105,514	109,967
	Motorola Solutions Inc	Common stock	148,712	184,858
	Mvc Cap Inc	Common stock	84,236	82,620
	Myriad Genetics Inc	Common stock	113,534	133,525
	National Oilwell Varco	Common stock	202,994	287,070
	Navigators Group Inc	Common stock	168,801	153,210
	Nike Inc-Class B	Common stock	192,842	350,880
	Noble Energy Inc	Common stock	166,865	200,123
	Norfolk Southern Corp	Common stock	174,577	179,645
	Northrop Grumman Corp	Common stock	136,036	172,532
	NRG Energy Inc	Common stock	93,311	99,961
	Omnicom Group Inc	Common stock	115,429	144,984
	Omnivision Technologies Inc	Common stock	168,218	77,440
	Oracle Corp	Common stock	122,971	166,167

(Continued)

MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN
SCHEDULE H, PART IV, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
	Parexel International Corp	Common stock	40,864	85,811
	Pepsico Inc	Common stock	173,538	180,997
	Pfizer Inc	Common stock	148,418	229,582
	Pnc Financial Services Group	Common stock	179,692	175,047
	Portfolio Recovery Assocs Inc	Common stock	95,003	224,406
	Praxair Inc	Common stock	306,513	350,240
	Prestige Brands Holdings Inc	Common stock	65,766	186,279
	Priceline Com Inc-New	Common stock	284,311	372,720
	Procter & Gamble	Common stock	158,300	162,664
	Qualcomm Inc	Common stock	258,515	403,130
	Regeneron Pharmaceuticals Inc	Common stock	106,216	282,266
	Salesforce Com Inc	Common stock	243,448	840,500
	Sally Beauty Holdings Inc	Common stock	47,950	150,848
	Schlumberger Ltd	Common stock	360,815	381,095
	Schlumberger Ltd	Common stock	145,029	158,536
	Schnitzer Stl Inds Inc-Class A stock	Common stock	139,789	81,891
	Semtech Corp	Common stock	146,524	254,760
	Sm Energy Co	Common stock	102,914	88,444
	Southwestern Energy Co	Common stock	217,928	193,778
	Stanley Black & Decker Inc	Common stock	106,728	126,933
	Starbucks Corp	Common stock	100,229	310,996
	State Str Corp	Common stock	162,106	190,955
	Sun Hydraulics Corp	Common stock	72,814	136,920
	Superior Energy SVC	Common stock	111,489	93,240
	Synaptics Inc	Common stock	160,108	200,799
	Target Corp	Common stock	124,186	141,298
	Texas Instruments Inc	Common stock	148,451	150,585
	Thoratec Corp	Common stock	69,001	101,304
	Toro Co	Common stock	166,354	309,456
	Travelers Cos Inc	Common stock	103,788	146,656
	Ttm Technologies Inc	Common stock	161,765	127,880
	United Nat Foods Inc	Common stock	123,691	262,591
	Unitedhealth Group Inc	Common stock	111,165	192,227
	Unum Group	Common stock	155,193	147,510
	Us Bancorp	Common stock	90,609	119,072

(Continued)

MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN
SCHEDULE H, PART IV, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
	VCA Antech Inc	Common stock	119,932	124,195
	Viacom Inc-New Class B	Common stock	93,930	141,132
	Visa Inc Com-Class A	Common stock	382,619	932,217
	Vulcan Materials Co Com	Common stock	101,286	122,838
	Wells Fargo & Co-New	Common stock	202,815	245,959
	Weyerhaeuser Co	Common stock	102,810	165,167
	Wms Inds Inc	Common stock	178,796	78,750
			20,802,133	28,333,660
	Foreign Equity Securities			
	Adr Asml Holding Nv Ny Registered Shares	Common stock	234,835	406,685
	Adr Unilever Nv Ny	Common stock	133,227	154,081
	Adr Vodafone Group Plc New Sponsored Ac	Common stock	140,602	148,823
	Sanofi Sponsored Adr	Common stock	126,947	197,385
	Transocean Ltd	Common stock	137,915	125,020
			773,528	1,031,993
	Grand Total		<u>\$ 83,828,572</u>	<u>\$ 98,701,842</u>

* Indicates a party-in-interest to the Plan.

See Independent Auditor's Report.

MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN
SCHEDULE H, PART IV, LINE 4(j) – SCHEDULE OF REPORTABLE TRANSACTIONS
Year Ended December 31, 2012

Name of Plan Sponsor	<u>Martin Memorial Health Systems, Inc. Pension Plan</u>
Employer Identification Number	<u>59-2307522</u>
Plan Number	<u>001</u>

(a) <u>Identify of party involved</u>	(b) <u>Description of asset</u>	(c) <u>Purchase price</u>	(d) <u>Selling price</u>	(g) <u>Cost of assets</u>	(b) <u>Current value of assets on transaction date</u>	(i) <u>Net gain (loss)</u>
Category (i) – Single transactions in excess of 5% of Plan assets						
Wellington Trust Company	Common Collective Trust	\$ 5,130,000	\$ -	\$ 5,130,000	\$ 5,130,000	\$ -
	Common Collective Trust	-	5,355,297	5,355,297	5,355,297	-
Category (iii) – Series of transactions in excess of 5% of Plan assets						
Wellington Trust Company	CF Restructuring Equity Fund					
	Purchases	4,123,036	-	4,123,036	4,123,036	-
	Sales	-	4,123,036	4,123,036	4,123,036	-
Wellington Trust Company	CF Global Opportunities Fund					
	Purchases	4,398,031	-	4,398,031	4,398,031	-
	Sales	-	23,244	22,014	23,244	1,230
Martin Memorial Pension Plan (All Accounts)	Diversified Collective Short-term Investment Fund					
	Purchases	42,253,559	-	42,253,559	42,253,559	-
	Sales	-	41,830,271	41,830,271	41,830,271	-

(Continued)

MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN
SCHEDULE H, PART IV, LINE 4(j) – SCHEDULE OF REPORTABLE TRANSACTIONS
Year Ended December 31, 2012

(a) <u>Identify of party involved</u>	(b) <u>Description of asset</u>	(c) <u>Purchase price</u>	(d) <u>Selling price</u>	(g) <u>Cost of assets</u>	(b) <u>Current value of assets on transaction date</u>	(i) <u>Net gain (loss)</u>
Standish Asset Management	U.S. Treasury Bonds					
	3.875% due 8/15/2040					
	Fund					
	Purchases	8,115,898	-	8,115,898	8,115,898	-
	Sales	-	5,144,422	4,639,842	5,144,422	504,580
Standish Asset Management	U.S. Treasury Notes					
	7.625% due 2/15/2025					
	Fund					
	Purchases	2,189,405	-	2,189,405	2,189,405	
	Sales	-	4,082,064	3,990,177	4,082,064	91,887
Standish Asset Management	U.S. Treasury Notes					
	Due 4/15/2017					
	Fund					
	Purchases	2,338,770	-	2,338,770	2,338,770	-
	Sales	-	2,332,609	2,338,770	2,332,609	(6,160)
Standish Asset Management	U.S. Treasury Notes					
	.125% due 1/15/2022					
	Fund					
	Purchases	2,104,551	-	2,104,551	2,104,551	-
	Sales	-	2,083,831	2,104,551	2,083,831	(20,720)
Standish Asset Management	U.S. Treasury Notes					
	2.375% due 7/31/2017					
	Fund					
	Purchases	2,335,190	-	2,335,190	2,335,190	-
	Sales	-	2,330,669	2,335,190	2,330,669	(4,520)

There were no category (ii) or (iv) reportable transactions during 2012.
Columns (3) and (4) are not applicable.

See Independent Auditor's Report.

MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN
SCHEDULE H, PART IV, LINE 4(j) – SCHEDULE OF REPORTABLE TRANSACTIONS
Year Ended December 31, 2012

Name of Plan Sponsor	<u>Martin Memorial Health Systems, Inc. Pension Plan</u>
Employer Identification Number	<u>59-2307522</u>
Plan Number	<u>001</u>

(a) <u>Identify of party involved</u>	(b) <u>Description of asset</u>	(c) <u>Purchase price</u>	(d) <u>Selling price</u>	(g) <u>Cost of assets</u>	(b) <u>Current value of assets on transaction date</u>	(i) <u>Net gain (loss)</u>
Category (i) – Single transactions in excess of 5% of Plan assets						
Wellington Trust Company	Common Collective Trust	\$ 5,130,000	\$ -	\$ 5,130,000	\$ 5,130,000	\$ -
	Common Collective Trust	-	5,355,297	5,355,297	5,355,297	-
Category (iii) – Series of transactions in excess of 5% of Plan assets						
Wellington Trust Company	CF Restructuring Equity Fund					
	Purchases	4,123,036	-	4,123,036	4,123,036	-
	Sales	-	4,123,036	4,123,036	4,123,036	-
Wellington Trust Company	CF Global Opportunities Fund					
	Purchases	4,398,031	-	4,398,031	4,398,031	-
	Sales	-	23,244	22,014	23,244	1,230
Martin Memorial Pension Plan (All Accounts)	Diversified Collective Short-term Investment Fund					
	Purchases	42,253,559	-	42,253,559	42,253,559	-
	Sales	-	41,830,271	41,830,271	41,830,271	-

(Continued)

MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN
SCHEDULE H, PART IV, LINE 4(j) – SCHEDULE OF REPORTABLE TRANSACTIONS
Year Ended December 31, 2012

(a) <u>Identify of party involved</u>	(b) <u>Description of asset</u>	(c) <u>Purchase price</u>	(d) <u>Selling price</u>	(g) <u>Cost of assets</u>	(b) <u>Current value of assets on transaction date</u>	(i) <u>Net gain (loss)</u>
Standish Asset Management	U.S. Treasury Bonds					
	3.875% due 8/15/2040					
	Fund					
	Purchases	8,115,898	-	8,115,898	8,115,898	-
	Sales	-	5,144,422	4,639,842	5,144,422	504,580
Standish Asset Management	U.S. Treasury Notes					
	7.625% due 2/15/2025					
	Fund					
	Purchases	2,189,405	-	2,189,405	2,189,405	
	Sales	-	4,082,064	3,990,177	4,082,064	91,887
Standish Asset Management	U.S. Treasury Notes					
	Due 4/15/2017					
	Fund					
	Purchases	2,338,770	-	2,338,770	2,338,770	-
	Sales	-	2,332,609	2,338,770	2,332,609	(6,160)
Standish Asset Management	U.S. Treasury Notes					
	.125% due 1/15/2022					
	Fund					
	Purchases	2,104,551	-	2,104,551	2,104,551	-
	Sales	-	2,083,831	2,104,551	2,083,831	(20,720)
Standish Asset Management	U.S. Treasury Notes					
	2.375% due 7/31/2017					
	Fund					
	Purchases	2,335,190	-	2,335,190	2,335,190	-
	Sales	-	2,330,669	2,335,190	2,330,669	(4,520)

There were no category (ii) or (iv) reportable transactions during 2012.
Columns (3) and (4) are not applicable.

See Independent Auditor's Report.



October 14, 2013

Donna Garcia, Partner
Ernst & Young LLP
Suite 500
5100 Town Center Circle
Boca Raton, FL 33486

Notice to Terminated Accountant or Enrolled Actuary

I, as plan administrator, verify that the explanation that is attached to this notice is the explanation concerning your termination reported on Schedule C (Form 5500) attached to the 2012 Form 5500 Annual Return/Report of Employee Benefit Plan, for the Martin Memorial Health Systems, Inc. Pension Plan. This Form 5500 is identified in line 2b by the nine-digit EIN 59-2307522 and in line 1b by the three-digit PN 001.

You have the opportunity to comment to the Department of Labor concerning any aspect of this explanation. Comments should include the name, EIN and PN of the plan and be submitted to: Office of Enforcement, Employee Benefits Security Administration, U.S. Department of Labor, 200 Constitution Avenue, N.W., Washington, DC 20210.

Mark E. Robitaille
Plan Administrator
President/CEO

MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN
SCHEDULE H, PART IV, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

Name of Plan Sponsor	Martin Memorial Health Systems, Inc. Pension Plan			
Employer Identification Number	59-2307522			
Plan Number	001			
	(b)	(c)	(d)	(e)
	Identity of issuer, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
(a)				
	Short-Term Interest-Bearing Accounts			
	Standish Mellon	Registered Investment Company	\$ 224,629	\$ 224,629
*	Northern Trust Clearing Account	Registered Investment Company	70,366	70,366
	C.S. McKee Investment Managers	Registered Investment Company	92,950	92,950
	Sands Capital Management	Registered Investment Company	499,734	499,734
	Loomis Sayles	Registered Investment Company	163,206	163,206
	Templeton Worldw ide Services	Registered Investment Company	7	7
	Wellington	Registered Investment Company	23	23
	Pimco	Registered Investment Company	2,487	2,487
			1,053,401	1,053,401
	Government Securities			
	Bond Futures Offset – Long	10,000 Shares, price (-444.697)	-	(4,446,969)
	Bond Futures Offset – Short	10,000 Shares, price 393.323	-	3,933,234
	Brazil(Fed Rep Of)	\$335,000 principal amount, 7.125%, due 1/20/2037	380,627	512,550
	California State	\$190,000 principal amount, 7.3%, due 10/1/2039	192,525	263,289
	California State	\$140,000 principal amount, 7.625%, due 3/1/2040	142,381	201,053
	California State	\$250,000 principal amount, 7.55%, due 4/1/2039	292,247	358,745
	Federal National Mortgage Association	\$555,000 principal amount, 6.625%, due 11/15/2030	680,261	845,267
	U.S. Government	Treasury futures, \$100,000 par value, price (162.594), due 3/19/2013	-	3,414,469
	U.S. Government	Treasury futures, \$100,000 par value, price (147.50), due 3/19/2013	-	1,032,500
	U.S. Government	Treasury futures, \$100,000 par value, price (-132.781), due 3/20/2013	-	(3,186,750)
	U.S. Government	Treasury futures, \$100,000 par value, price (-124.414),due 3/29/13	-	(746,484)
	Illinois St Taxable - Pension	\$170,000 principal amount, 5.1%, due 6/1/2024	157,481	167,729
	Rev-Build America Bonds	\$100,000 principal amount, 5.716%, due 7/1/2039	100,000	124,842
	Metropolitan Transn Auth NY			
	Dedicated Tax Fund	\$10,000 principal amount, 6.089%, due 11/15/2040	9,975	12,775
	Metropolitan Transn Auth NY Rev	\$185,000 principal amount, 6.548%, due 11/15/2031	195,012	230,597
	Municipal Elec Auth GA	\$290,000 principal amount, 6.637%, due 4/1/2057	290,518	343,769
	New Jersey St Tpk Auth	\$150,000 principal amount, 7.102%, due 1/1/2041	208,425	212,708

(Continued)

MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN
SCHEDULE H, PART IV, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
	New York NY Taxable-Ser D-1-Build Amer Bonds	\$205,000 principal amount, 5.985%, due 12/1/2036	203,432	255,856
	Panama Rep Amortizing Global Bond- Reg Sinking Fund	\$75,000 principal amount, 6.7%, due 1/26/2036	94,875	106,500
	Pemex Proj Funding Master Tr Gtd Bond	\$195,000 principal amount, 6.625%, due 6/15/2035	215,960	247,650
	Pemex Proj Funding Master Tr Gtd Bond	\$100,000 principal amount, 6.625%, due 6/15/2038	98,375	126,750
	Peru Rep Global Bond	\$115,000 principal amount, 8.75%, due 11/21/2033	171,638	199,813
	Port Authority NY & NJ	\$255,000 principal amount, 4.458%, due 10/1/2062	257,803	250,211
	Quebec Prov Cda Province De Quebec Global Note	\$295,000 principal amount, 7.5%, due 9/15/2029	379,010	448,344
	Slovenia Rep NT	\$245,000 principal amount, 5.5%, due 10/26/2022	248,063	257,250
	United States Treasury Bills	\$110,000 principal amount, 0%, due 2/7/2013	109,930	109,997
	United States Treasury Bonds	\$1,320,000 principal amount, 4.625%, due 2/15/2040	1,646,210	1,783,444
	United States Treasury Bonds	\$245,000 principal amount, 7.625%, due 2/15/2025	381,782	395,063
	United States Treasury Bonds	\$90,000 principal amount, 6.125%, due 11/15/2027	135,169	133,706
	United States Treasury Bonds Dtd 00218	\$6,420,000 principal amount, 3.875%, due 8/15/2040	7,325,576	7,716,038
	United States Treasury Bonds Dtd 00219	\$295,000 principal amount, 4.25%, due 11/15/2040	380,115	376,678
	United States Treasury Notes	\$1,035,000 principal amount, .625%, due 1/31/2013	1,036,014	1,035,405
			15,333,406	16,716,027
	Mutual Funds			
	Franklin Templeton	Mutual fund	11,406,692	12,135,262
	Commodities			
	Pimco Funds	Mutual fund	3,306,422	3,211,451
	Corporate Notes and Bonds			
	Ace Ina Holding Inc	\$80,000 principal amount, 6.7%, due 5/15/2036	80,148	110,714
	Aetna Inc New	\$115,000 principal amount, 4.5%, due 5/15/2042	120,321	120,655
	Agrium Inc	\$155,000 principal amount, 6.125%, due 1/15/2041	153,309	186,355
	Alcan Inc	\$100,000 principal amount, 6.125%, due 12/15/2033	102,548	126,255
	Allstate Corp	\$108,000 principal amount, 5.55%, due 5/9/2035	111,379	132,138
	Altria Group Inc	\$30,000 principal amount, 10.2%, due 2/6/2039	45,979	50,185
	Altria Group Inc	\$60,000 principal amount, 4.25%, due 8/9/2042	59,248	58,188
	Amgen Inc	\$325,000 principal amount, 5.375%, due 5/15/2043	324,951	383,184
	Anadarko Pete Co	\$205,000 principal amount, 6.2%, due 3/15/2040	238,764	252,864
	Aol Time Warner	\$450,000 principal amount, 7.7%, due 5/1/2032	482,504	629,180
	Aon Corp Serial Note	\$190,000 principal amount, 6.25%, due 9/30/2040	191,505	246,938
	Appalachian Pow er Co	\$175,000 principal amount, 7.0%, due 4/1/2038	203,261	238,166
	At&T Inc	\$199,000 principal amount, 5.35%, due 9/1/2040	199,223	231,745
	Bank America Corp	\$230,000 principal amount, 5.625%, due 7/1/2020	231,141	272,694

(Continued)

MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN
SCHEDULE H, PART IV, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
	Bank America Corp	\$180,000 principal amount, 5.7%, due 1/24/2022	193,502	216,459
	Bank America Corp	\$180,000 principal amount, 6.5%, due 9/15/2037	301,542	340,056
	Barrick Pld	\$100,000 principal amount, 5.95%, due 10/15/2039	98,994	115,494
	Berkshire Hathaway	\$225,000 principal amount, 4.4%, due 5/15/2042	222,118	232,775
	Boston Property's Ltd	\$140,000 principal amount, 5.875%, due 10/15/2019	141,599	166,937
	Cap 1 Bank Usa National	\$290,000 principal amount, 8.8%, due 7/15/2019	315,488	392,688
	Catholic Health Initiati	\$130,000 principal amount, 4.35%, due 11/1/2042	129,723	132,578
	Cigna Corp	\$220,000 principal amount, 5.375%, due 2/15/2042	242,176	256,139
	Cin Financial Corp	\$101,000 principal amount, 6.125%, due 11/1/2034	95,567	116,072
	Citigroup Commercial Mortgage Tr	\$205,000 principal amount, 3.024%, due 9/10/2045	210,115	214,960
	Citigroup Inc	\$250,000 principal amount, 4.5%, due 1/14/2022	259,967	278,926
	Citigroup Inc	\$180,000 principal amount, 5.875%, due 1/30/2042	178,991	222,146
	Citigroup Inc	\$115,000 principal amount, 6.125%, due 8/25/2036	102,905	126,706
	Citigroup Inc	\$300,000 principal amount, 6.875%, due 3/5/2038	289,468	394,937
	Cmo Bear Stearns Coml Mtg Secs Tr			
	2007- Top26 Cl A4 Float Rate	\$120,000 principal amount, 5.471%, due 1/12/2045	100,753	139,777
	Cmo Commerical	\$250,000 principal amount, 3.391%, due 5/15/2045	254,995	269,398
	Cmo Cr Suisse 1St Bstn Mtg Secs Crp 2005-			
	C5 Coml Passthru Ctf A-4	165,000 principal amount, 5.1%, due 8/15/2038	165,000	181,361
	Cmo JP Morgan Chase Commerical Mortgage	\$85,000 principal amount, 2.4751%, due 2/15/2046	87,124	86,801
	Comcast Corp New	\$285,000 principal amount, 6.4%, due 5/15/2038	291,985	364,150
	Comcast Corp New	\$85,000 principal amount, 6.5%, due 11/15/2035	81,417	109,059
	Conocophillips	\$200,000 principal amount, 5.9%, due 5/15/2038	204,006	263,120
	Cons Edison Co Ny	\$235,000 principal amount, 6.3%, due 8/15/2037	263,603	318,056
	Cooperatieve	\$250,000 principal amount, 3.95%, due 11/9/2022	249,673	256,009
	Csx Corp	\$95,000 principal amount, 5.5%, due 4/15/2041	93,590	113,828
	Daimlerchrysler N	\$240,000 principal amount, 8.5%, due 1/18/2031	296,801	373,544
	Deutsche Telekom	\$75,000 principal amount, 8.75%, due 6/15/2030	91,384	112,368
	Devon Fing Corp U	\$340,000 principal amount, 7.875%, due 9/30/2031	410,771	494,502
	Directv Holdings LLC	\$40,000 principal amount, 6.35%, due 3/15/2040	39,957	45,922
	Directv Holdings/Fing 6	\$195,000 principal amount, 6.0%, due 8/15/2040	192,385	216,368
	Discovery	\$95,000 principal amount, 6.35%, due 6/1/2040	105,251	117,414
	Discovery Communications	\$200,000 principal amount, 4.95%, due 5/15/2042	198,456	213,760
	Dominion Res Inc	\$225,000 principal amount, 7.0%, due 6/15/2038	224,244	319,138
	Dow Chem Co	\$110,000 principal amount, 4.125%, due 11/15/2021	119,808	120,508
	Dow Chem Co	\$230,000 principal amount, 5.25%, due 11/15/2041	230,643	256,521
	Duke Realty Ltd	\$45,000 principal amount, 8.25%, due 8/15/2019	50,104	57,537

(Continued)

MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN
SCHEDULE H, PART IV, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
	Energy East Corp	\$130,000 principal amount, 6.75%, due 7/15/2036	140,527	140,071
	Enterprise Prods	\$85,000 principal amount, 4.45%, due 2/15/2043	84,550	86,063
	Enterprise Prods	\$165,000 principal amount, 6.125%, due 10/15/2039	162,183	199,335
	Exelon Generation	\$105,000 principal amount, 6.25%, due 10/1/2039	125,844	122,100
	Exelon Generation	\$100,000 principal amount, 5.75%, due 10/1/2041	99,598	110,971
	Firstenergy Corp	\$160,000 principal amount, 7.375%, due 11/15/2031	177,027	206,654
	Gen Elec Cap Corp	\$710,000 principal amount, 5.875%, due 1/14/2038	658,736	856,439
	Gen Elec Cap Corp Medium Term Notes- Tranche 00818	\$180,000 principal amount, 6.875%, due 1/10/2039	210,657	244,674
	Gilead Sciences	\$90,000 principal amount, 4.4%, due 12/1/2021	-	
	Goldman Sachs	\$285,000 principal amount, 5.75%, due 1/24/2022	291,398	336,930
	Goldman Sachs	\$95,000 principal amount, 6.25%, due 2/1/2041	95,631	116,557
	Health Care REIT Inc	\$150,000 principal amount, 5.125%, due 3/15/2043	148,599	146,276
	Hess Corp	\$190,000 principal amount, 5.6%, due 2/15/2041	213,568	224,709
	Hewlett Packard Co	\$110,000 principal amount, 6%, due 9/15/2041	109,808	108,889
	Hsbc Holdings Plc	\$170,000 principal amount, 4.0%, due 3/30/2022	179,639	186,127
	Hsbc Holdings Plc	\$275,000 principal amount, 6.5%, due 9/15/2037	295,320	343,252
	J P Morgan Chase	\$205,000 principal amount, 4.7171%, due 2/15/2046	211,614	240,173
	J P Morgan Chase	\$690,000 principal amount, 4.5%, due 1/24/2022	697,475	780,554
	J P Morgan Chase	\$85,000 principal amount, 5.6%, due 7/15/2041	88,107	105,268
	Kinder Morgan	\$190,000 principal amount, 6.5%, due 9/1/2039	208,859	233,519
	Kinder Morgan	\$175,000 principal amount, 6.55%, due 9/15/2040	190,824	219,307
	Koninklijke	\$155,000 principal amount, 6.875%, due 3/11/2038	191,287	209,721
	Korea Fin Corp	\$235,000 principal amount, 2.25%, due 8/7/2017	233,240	237,916
	Liberty Property Ltd	\$45,000 principal amount, 6.625%, due 10/1/2017	44,235	53,703
	Lincoln National Corp	\$90,000 principal amount, 7.0%, due 6/15/2040	100,082	117,139
	Marathon Pete Corp	\$150,000 principal amount, 6.5%, due 3/1/2041	153,246	190,058
	Merrill Lynch & Co	\$145,000 principal amount, 7.75%, due 5/14/2038	158,841	188,746
	Metlife Inc	\$219,000 principal amount, 5.7%, due 6/15/2035	201,024	267,388
	Midamerican Energy	\$470,000 principal amount, 6.5%, due 9/15/2037	487,197	624,263
	Mondelez International Inc	\$370,000 principal amount, 6.875%, due 2/1/2038	408,631	511,475
	Morgan Stanley	\$135,000 principal amount, 5.5%, due 7/28/2021	132,541	153,275
	Nbcuniversal Media	\$90,000 principal amount, 6.4%, due 4/30/2040	101,700	115,480
	Nevada Power Co	\$200,000 principal amount, 6.65%, due 4/1/2036	211,068	271,376
	New s Amer Inc	\$330,000 principal amount, 6.15%, due 3/1/2037	311,504	404,997
	New s Amer Inc	\$100,000 principal amount, 6.9%, due 8/15/2039	110,858	130,927
	Nisource Fin Corp	\$250,000 principal amount, 5.8%, due 2/1/2042	258,836	284,647
	Norfolk Southern	\$26,000 principal amount, 4.837%, due 10/1/2041	28,127	29,009

(Continued)

MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN
SCHEDULE H, PART IV, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
	Petrobras Intl	\$70,000 principal amount, 6.75%, due 1/27/2041	77,846	88,696
	Petro-Cda	\$210,000 principal amount, 6.8%, due 5/15/2038	243,958	286,395
	Petroleos	\$115,000 principal amount, 6.5%, due 6/2/2041	143,463	144,325
	Plains All American Pipeline	\$125,000 principal amount, 5.15%, due 6/1/2042	145,039	140,824
	Plains All American	\$185,000 principal amount, 6.65%, due 1/15/2037	194,629	242,267
	Potash Corp Sask	\$200,000 principal amount, 5.625%, due 12/1/2040	197,400	243,046
	Potomac Electric Power	\$175,000 principal amount, 6.5%, due 11/15/2037	195,351	249,707
	Principal Financial Group	\$9,000 principal amount, 6.05%, due 10/15/2036	8,284	11,139
	Progress Energy	\$260,000 principal amount, 7.0%, due 10/30/2031	282,134	335,144
	Prudential Financial	\$300,000 principal amount, 6.2%, due 11/15/2040	553,959	628,994
	Pvtpl Aig Sunamerica Global Fing X Sr Nt144A	\$75,000 principal amount, 6.9%, due 3/15/2032	84,182	99,434
	Pvtpl Bskyb Fin U K Plc Gtd Serial Note 144A	\$81,000 principal amount, 6.5%, due 10/15/2035	87,531	104,014
	Pvtpl Cmo American Tower Tr I	\$100,000 principal amount, 5.4197%, due 4/15/2037	109,531	102,569
	Pvtpl Cox Communications Inc New Cox Communications	\$100,000 principal amount, 6.45%, due 12/1/2036	103,870	123,410
	Pvtpl Cox Communications Inc New Note	\$160,000 principal amount, 8.375%, due 3/1/2039	189,976	245,544
	Pvtpl Ctl 1999-11 Tr (Cvs Corp Brooklyn Ny)	\$327,816.35 principal amount, 7.15%, due 5/15/2019	397,592	452,003
	Pvtpl Enel Fin Intl S A	\$425,000 principal amount, 6.8%, due 9/15/2037	401,060	443,913
	Pvtpl Erac Usa Fin Co Erac Finance 144A	\$140,000 principal amount, 7.0%, due 10/15/2037	119,015	177,776
	Pvtpl Holcim U S Fin S A R L & Cie S C Sgtd Nt 144A	\$275,000 principal amount, 6.0%, due 12/30/2019	299,453	311,913
	Pvtpl Hutchison Whampoa Intl 03/33 Ltd Gtd Nt 144A	\$200,000 principal amount, 7.45%, due 11/24/2033	256,148	288,949
	Pvtpl Norfolk Southern Corp	\$154,000 principal amount, 2.903%, due 2/15/2023	154,000	155,016
	Pvtpl Sabmiller Holdings Inc	\$200,000 principal amount, 4.95%, due 1/15/2042	198,670	226,705
	Republic Services Inc	\$265,000 principal amount, 6.2%, due 3/1/2040	264,788	332,570
	Rio Tinto Financial Usa	\$165,000 principal amount, 7.125%, due 7/15/2028	178,926	223,670
	Santander Drive Auto Receivables 2011-1 CIC	\$200,000 principal amount, 3.10999%, due 5/16/2016	198,086	205,949
	Sempra Energy	\$250,000 principal amount, 6.0%, due 10/15/2039	247,898	316,069
	Siemens	\$200,000 principal amount, 6.125%, due 8/17/2026	195,244	262,977
	Simon Property Group L	\$175,000 principal amount, 6.75%, due 2/1/2040	174,017	237,152
	Talisman Energy	\$195,000 principal amount, 6.25%, due 2/1/2038	208,918	233,587
	Teck Resources Ltd	\$120,000 principal amount, 6.25%, due 7/15/2041	130,627	141,152
	Telecom Italia Cap	\$365,000 principal amount, 7.2%, due 7/18/2036	362,394	381,060
	Telefonica	\$450,000 principal amount, 7.045%, due 6/20/2036	458,369	486,000
	Time Warner Cable	\$310,000 principal amount, 6.55%, due 5/1/2037	294,441	383,536
	Time Warner Inc	\$115,000 principal amount, 3.4%, due 6/15/2022	119,064	119,954
	Time Warner Inc	\$100,000 principal amount, 6.5%, due 11/15/2036	105,926	125,085
	Transocean Ltd	\$65,000 principal amount, 3.8%, due 10/15/2022	64,551	66,621

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MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN
SCHEDULE H, PART IV, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
	Union Pac Corp	\$160,000 principal amount, 4.75%, due 9/15/2041	156,850	179,472
	Union Pac Corp	\$75,000 principal amount, 6.625%, due 2/1/2029	72,371	101,359
	US Bancorp Medium Term Sub Notes	\$155,000 principal amount, 2.95%, due 7/15/2022	155,579	156,585
	Vale Overseas Ltd	\$200,000 principal amount, 6.875%, due 11/10/2039	207,188	250,761
	Vale S A	\$115,000 principal amount, 5.625%, due 9/11/2042	114,078	124,844
	Veolia	\$175,000 principal amount, 6.75%, due 6/1/2038	181,476	205,440
	Verizon	\$230,000 principal amount, 7.35%, due 4/1/2039	293,359	340,949
	Wachovia Bk National Association Medium Term-Bktranche #Sb 00009	\$220,000 principal amount, 6.6%, due 1/15/2038	206,322	301,977
	Waste Mgmt Inc Del	\$315,000 principal amount, 6.125%, due 11/30/2039	317,786	398,788
	Waste Mgmt Inc Del	\$280,000 principal amount, 7.75%, due 5/15/2032	321,158	395,233
	Watson	\$60,000 principal amount, 4.625%, due 10/1/2042	59,110	62,468
	WellPoint Inc	\$90,000 principal amount, 4.65%, due 1/15/2043	89,479	93,790
	Wfrbs Commercial Mortgage Tr	\$125,000 principal amount, 3.667%, due 11/15/2044	126,240	137,990
	Williams Partners	\$215,000 principal amount, 6.3%, due 4/15/2040	247,603	262,845
	Willis N Amer Inc	\$150,000 principal amount, 6.2%, due 3/28/2017	150,903	170,771
	Willis N Amer Inc	\$30,000 principal amount, 7.0%, due 9/29/2019	30,371	35,354
			26,776,974	31,309,050
	Collective Trust			
	Wellington Trust Company	Common collective trust units	4,376,017	4,910,997
	Domestic Equity Securities			
	5th 3rd Bancorp	Common stock	143,662	168,989
	Alexion Pharmaceuticals Inc	Common stock	139,751	403,383
	Allergan Inc	Common stock	332,343	504,515
	Amazon Com Inc	Common stock	360,013	929,218
	Ameriprise Financial Inc	Common stock	126,575	182,191
	Aol Inc	Common stock	57,358	80,332
	Apple Inc	Common stock	140,815	932,803
	Apple Inc	Common stock	57,983	87,417
	Applied Materials Inc	Common stock	86,031	83,890
	At&T Inc	Common stock	129,504	165,145
	AthenaHealth Inc	Common stock	118,345	124,865
	Atwood Oceanics Inc	Common stock	193,654	228,950
	Bancfirst Corp	Common stock	73,286	84,720
	Bank Of America Corp	Common stock	171,895	141,880
	Barrett Bill	Common stock	145,541	69,381
	Baxter International Inc	Common stock	99,878	119,921
	Benchmark Electrs Inc	Common stock	141,151	129,636
	Biomarin Pharmaceutical Inc	Common stock	172,227	197,000
	Bio-Reference Labs Inc	Common stock	114,746	197,961
	Bristol Myers Squibb Co	Common stock	125,795	144,146

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MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN
SCHEDULE H, PART IV, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
	Calgon Carbon Corp	Common stock	202,875	194,266
	Calpine Corp	Common stock	90,581	122,740
	Cbs Corp-New Cl B	Common stock	42,820	105,360
	Centurylink Inc	Common stock	114,101	122,406
	Cerner Corp	Common stock	335,108	341,616
	Chart Inds Inc Com Par \$0.01	Common stock	65,596	260,013
	Chevron Corp	Common stock	204,794	256,400
	Chipotle Mexican Grill Inc	Common stock	324,278	364,389
	Cisco Systems Inc	Common stock	122,668	123,264
	Citigroup Inc	Common stock	221,130	216,156
	Coach Inc	Common stock	335,978	316,407
	Coca-Cola Enterprises Inc	Common stock	104,167	145,323
	Coinstar Inc	Common stock	180,512	197,638
	Comcast Corp New -Cl A	Common stock	112,899	215,982
	Comverse Inc	Common stock	242	228
	Comverse Technology Inc Com	Common stock	540	330
	Consol Energy Inc	Common stock	77,321	63,686
	Covidien Plc Usd0.20(Post Consldtn)	Common stock	96,469	151,856
	Cvs Caremark Corp	Common stock	102,343	151,722
	Directv Com Cl A	Common stock	58,361	78,300
	Discover Financial Services	Common stock	70,672	174,092
	Dover Corp	Common stock	122,374	154,221
	Du Pont E I De Nemours & Co	Common stock	146,712	152,583
	Eaton Corp	Common stock	145,770	152,952
	Ebay Inc Com	Common stock	50,292	122,397
	Edison International	Common stock	152,028	174,433
	Endurance Specialty Holdings Ltd Com	Common stock	122,098	123,039
	EOG Resources Inc	Common stock	96,692	137,338
	Exxon Mobil Corp	Common stock	258,095	330,534
	Facebook Inc Cl A	Common stock	382,667	322,223
	F5 Networks Inc	Common stock	341,739	320,595
	Firstenergy Corp	Common stock	155,011	148,666
	Fmc Technologies	Common stock	149,488	261,263
	Forest Laboratories Inc	Common stock	127,360	131,037
	Forward Air Corp	Common stock	166,954	231,066
	Fractional First Horizon National Corp	Common stock	-	-
	Fuel Sys Solutions Inc	Common stock	138,857	72,030
	Gen Mtrs Co	Common stock	142,258	130,369
	General Electric Co	Common stock	164,051	212,083
	Goodyear Tire & Rubber Co	Common stock	59,844	76,866
	Google Inc-Cl A	Common stock	447,938	851,244
	Google Inc-Cl A	Common stock	81,532	94,346

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MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN
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(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
	Hancock Holding Co	Common stock	86,092	128,071
	Harmonic Inc	Common stock	151,881	122,694
	Hca Holdings Inc	Common stock	117,470	115,129
	Hecla Mining Co	Common stock	131,952	103,774
	Hess Corp	Common stock	208,243	192,510
	Honeywell International Inc	Common stock	107,521	157,596
	Impax Laboratories Inc	Common stock	103,762	102,450
	Intercontinentalexchange Inc	Common stock	156,790	260,001
	Interdigital Inc Pa For Future Issues	Common stock	67,354	102,750
	Intuitive Surgical Inc-New	Common stock	52,330	245,185
	Itron Inc Com	Common stock	134,542	102,465
	Ixia Com	Common stock	85,662	132,444
	Jpmorgan Chase & Co	Common stock	287,099	317,507
	Lakeland Financial Corp	Common stock	92,727	113,696
	Las Vegas Sands Corp Com Stk	Common stock	191,086	290,808
	Legg Mason Inc	Common stock	115,666	102,237
	Liberty Interactive Corp Interactive-Ser A	Common stock	121,954	158,680
	Lindsay Corporation	Common stock	220,775	288,432
	Lowes Cos Inc	Common stock	138,615	172,840
	Madden Steven Ltd	Common stock	118,896	118,356
	Merck & Co Inc-New	Common stock	206,331	245,190
	Merit Med Sys Inc	Common stock	93,937	96,605
	Metlife Inc	Common stock	200,241	171,782
	Microsoft Corp	Common stock	105,514	109,967
	Motorola Solutions Inc	Common stock	148,712	184,858
	Mvc Cap Inc	Common stock	84,236	82,620
	Myriad Genetics Inc	Common stock	113,534	133,525
	National Oilwell Varco	Common stock	202,994	287,070
	Navigators Group Inc	Common stock	168,801	153,210
	Nike Inc-Class B	Common stock	192,842	350,880
	Noble Energy Inc	Common stock	166,865	200,123
	Norfolk Southn Corp	Common stock	174,577	179,645
	Northrop Grumman Corp	Common stock	136,036	172,532
	NRG Energy Inc	Common stock	93,311	99,961
	Omnicom Group Inc	Common stock	115,429	144,984
	Omnivision Technologies Inc	Common stock	168,218	77,440
	Oracle Corp	Common stock	122,971	166,167

(Continued)

MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN
SCHEDULE H, PART IV, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
	Parexel International Corp	Common stock	40,864	85,811
	Pepsico Inc	Common stock	173,538	180,997
	Pfizer Inc	Common stock	148,418	229,582
	Pnc Financial Services Group	Common stock	179,692	175,047
	Portfolio Recovery Assocs Inc	Common stock	95,003	224,406
	Praxair Inc	Common stock	306,513	350,240
	Prestige Brands Holdings Inc	Common stock	65,766	186,279
	Priceline Com Inc-New	Common stock	284,311	372,720
	Procter & Gamble	Common stock	158,300	162,664
	Qualcomm Inc	Common stock	258,515	403,130
	Regeneron Pharmaceuticals Inc	Common stock	106,216	282,266
	Salesforce Com Inc	Common stock	243,448	840,500
	Sally Beauty Holdings Inc	Common stock	47,950	150,848
	Schlumberger Ltd	Common stock	360,815	381,095
	Schlumberger Ltd	Common stock	145,029	158,536
	Schnitzer Stl Inds Inc-Class A stock	Common stock	139,789	81,891
	Semtech Corp	Common stock	146,524	254,760
	Sm Energy Co	Common stock	102,914	88,444
	Southw estern Energy Co	Common stock	217,928	193,778
	Stanley Black & Decker Inc	Common stock	106,728	126,933
	Starbucks Corp	Common stock	100,229	310,996
	State Str Corp	Common stock	162,106	190,955
	Sun Hydraulics Corp	Common stock	72,814	136,920
	Superior Energy SVC	Common stock	111,489	93,240
	Synaptics Inc	Common stock	160,108	200,799
	Target Corp	Common stock	124,186	141,298
	Texas Instruments Inc	Common stock	148,451	150,585
	Thoratec Corp	Common stock	69,001	101,304
	Toro Co	Common stock	166,354	309,456
	Travelers Cos Inc	Common stock	103,788	146,656
	Ttm Technologies Inc	Common stock	161,765	127,880
	United Nat Foods Inc	Common stock	123,691	262,591
	Unitedhealth Group Inc	Common stock	111,165	192,227
	Unum Group	Common stock	155,193	147,510
	Us Bancorp	Common stock	90,609	119,072

(Continued)

MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN
SCHEDULE H, PART IV, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
	VCA Antech Inc	Common stock	119,932	124,195
	Viacom Inc-New Class B	Common stock	93,930	141,132
	Visa Inc Com-Class A	Common stock	382,619	932,217
	Vulcan Materials Co Com	Common stock	101,286	122,838
	Wells Fargo & Co-New	Common stock	202,815	245,959
	Weyerhaeuser Co	Common stock	102,810	165,167
	Wms Inds Inc	Common stock	178,796	78,750
			<u>20,802,133</u>	<u>28,333,660</u>
	Foreign Equity Securities			
	Adr Asml Holding Nv Ny Registered Shares	Common stock	234,835	406,685
	Adr Unilever Nv Ny	Common stock	133,227	154,081
	Adr Vodafone Group Plc New Sponsored Adr	Common stock	140,602	148,823
	Sanofi Sponsored Adr	Common stock	126,947	197,385
	Transocean Ltd	Common stock	137,915	125,020
			<u>773,528</u>	<u>1,031,993</u>
	Grand Total		<u>\$ 83,828,572</u>	<u>\$ 98,701,842</u>

* Indicates a party-in-interest to the Plan.

See Independent Auditor's Report.

Schedule SB, line 22 — Description of Weighted Average Retirement Age

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 63.

Tier 1:

Age	Retirement Rate		Weighted Lives		Weighted Ages
		Qx		lx	
55	x	0.0500	x	1.0000	= 2.7500
56	x	0.0500	x	0.9500	= 2.6600
57	x	0.0500	x	0.9025	= 2.5721
58	x	0.0500	x	0.8574	= 2.4864
59	x	0.0500	x	0.8145	= 2.4028
60	x	0.0500	x	0.7738	= 2.3213
61	x	0.0500	x	0.7351	= 2.2420
62	x	0.1250	x	0.6983	= 5.4121
63	x	0.1000	x	0.6110	= 3.8496
64	x	0.1000	x	0.5499	= 3.5196
65	x	1.0000	x	0.4949	= 32.1715
Total					62.3875

Tier 2:

Age	Retirement Rate		Weighted Lives		Weighted Ages
		Qx		lx	
55	x	0.0250	x	1.0000	= 1.3750
56	x	0.0250	x	0.9750	= 1.3650
57	x	0.0250	x	0.9506	= 1.3546
58	x	0.0250	x	0.9269	= 1.3439
59	x	0.0250	x	0.9037	= 1.3329
60	x	0.0500	x	0.8811	= 2.6433
61	x	0.0500	x	0.8370	= 2.5530
62	x	0.1250	x	0.7952	= 6.1627
63	x	0.1000	x	0.6958	= 4.3835
64	x	0.1000	x	0.6262	= 4.0078
65	x	1.0000	x	0.5636	= 36.6334
Total					63.1551

Schedule SB, line 22 — Description of Weighted Average Retirement Age**Tier 3:**

Age		Retirement Rate		Weighted Lives		Weighted Ages
		<u>Qx</u>		<u>lx</u>		
55	x	0.0250	x	1.0000	=	1.3750
56	x	0.0250	x	0.9750	=	1.3650
57	x	0.0250	x	0.9506	=	1.3546
58	x	0.0250	x	0.9269	=	1.3439
59	x	0.0250	x	0.9037	=	1.3329
60	x	0.0250	x	0.8811	=	1.3216
61	x	0.0250	x	0.8591	=	1.3101
62	x	0.0630	x	0.8376	=	3.2716
63	x	0.0500	x	0.7848	=	2.4722
64	x	0.0500	x	0.7456	=	2.3859
65	x	1.0000	x	0.7083	=	46.0397
Total						<u>63.5726</u>

Overall Weighted Average Retirement Age

Tier 1	137/1230	x	62.3875	=	6.9489
Tier 2	266/1230	x	63.1551	=	13.6579
Tier 3	827/1230	x	63.5726	=	42.7435

Weighted Average Retirement Age: 63.3503

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Assumptions**

Discount rate sponsor elections		
▪ Segment rates or full yield curve	Segment	
▪ Look-back months	4	
▪ Use stabilized rates – funding	Yes	
▪ Use stabilized rates – Section 436 benefit restrictions	N/A	
▪	<u>Stabilized rates</u>	<u>Nonstabilized rates</u>
▪ First 5 years	5.54%	2.06%
▪ Next 15 years	6.85%	5.25%
▪ Over 20 years	7.52%	6.32%
Mortality sponsor elections		
▪ Healthy participants	Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.	
▪ Lump sums	Prescribed minimum lump sum mortality for 2012 as defined in IRS notice 2008-85.	
417(e) lump sums	Instead of valuing the lump sum payment, liabilities are determined based on the underlying annuity used by the plan to determine the lump sum amount. This annuity is valued based on funding interest rates rather than 417(e) rates and current year 417(e) unisex mortality.	
Other economic assumptions		
▪ Salary increases	4.00% per year	
▪ Social Security wage base	3.50% per year	
▪ Inflation	2.50% per year	
▪ Expenses	None	

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Demographic assumptions			
Withdrawal	2003 SOA Pension Plan Turnover Study: the Basic Age Table.		
Disability incidence	None		
Retirement age	See Table of Sample Rates		
Benefit commencement age for			
▪ Future vested deferred	65		
▪ Current vested deferred	65		
Spouse assumptions	<u>Male participants</u>	<u>Female participants</u>	
▪ Percentage married	80%	80%	
▪ Spouse age difference	3 years younger	3 years older	
Form of payment	<u>Lump sum</u>	<u>Single life</u>	<u>Spousal Annuity</u>
▪ Active retirements	75%	25%	0%
▪ Future vested deferred	75%	25%	0%
▪ Future deaths	0%	0%	100%
▪ Current vested deferred	0%	100%	0%
Unpredictable contingent event assumptions	Not applicable		

Table of Sample Rates

Age	Percent of Tier 1 Retiring	Percent Tier 2 Retiring in Year Attaining 60 & 25	Percent Tier 2 Retiring in Years After 60 & 25	Percent Tier 3 Retiring
55	5.0%			2.5%
56	5.0			2.5
57	5.0			2.5
58	5.0			2.5
59	5.0			2.5
60	5.0	25.0%	5.0%	2.5
61	5.0	25.0	5.0	2.5
62	12.5	25.0	12.5	6.3
63	10.0	25.0	10.0	5.0
64	10.0	25.0	10.0	5.0
65	100.0	100.0	100.0	100.0

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Actuarial Methods for Funding

Asset Methods

The asset valuation method is an average of the adjusted market value for each year during the last two years preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110 percent and no less than 90 percent of the fair market value, as defined in IRC Section 430.

A characteristic of this asset method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than the market value.

Participant Methods

Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts:** The plan does not have any insurance contracts.

Minimum Funding Methods

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual is the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.
- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

**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	B Three-digit plan number (PN) ►	001
MARTIN MEMORIAL HEALTH SYSTEMS, INC. PENSION PLAN		
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF	D Employer Identification Number (EIN)	
MARTIN HEALTH SYSTEM	59-2307522	

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

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2012</u>		
2 Assets:		
a Market value	2a	89,558,681
b Actuarial value	2b	86,912,149
3 Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	165
b For terminated vested participants	3b	360
c For active participants:		
(1) Non-vested benefits	3c(1)	0
(2) Vested benefits	3c(2)	67,167,573
(3) Total active	3c(3)	1,230
d Total	3d	1,755
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	7.11 %
6 Target normal cost	6	2,224,892

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>MICHAEL VON BEHREN</u>	<u>October 10, 2013</u>
	Signature of actuary	Date
<u>MICHAEL VON BEHREN</u>	Type or print name of actuary	<u>11-06575</u>
<u>MERCER</u>	Firm name	Most recent enrollment number
<u>3031 NORTH ROCKY POINT DRIVE WEST</u>		<u>(813) 207-6333</u>
<u>SUITE 700</u>		Telephone number (including area code)
<u>TAMPA</u>	Address of the firm	
	<u>FL 33607-5805</u>	

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

(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		63
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	2,224,892	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment	1,738,176		644,023
b Waiver amortization installment	0		0
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	2,868,915	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	270,968	0	270,968
36 Additional cash requirement (line 34 minus line 35)	36	2,597,947	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	2,597,947	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
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 SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Assumptions**

Discount rate sponsor elections		
▪ Segment rates or full yield curve	Segment	
▪ Look-back months	4	
▪ Use stabilized rates – funding	Yes	
▪ Use stabilized rates – Section 436 benefit restrictions	N/A	
▪	<u>Stabilized rates</u>	<u>Nonstabilized rates</u>
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Other economic assumptions		
▪ Salary increases	4.00% per year	
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▪ Expenses	None	

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Demographic assumptions			
Withdrawal	2003 SOA Pension Plan Turnover Study: the Basic Age Table.		
Disability incidence	None		
Retirement age	See Table of Sample Rates		
Benefit commencement age for			
▪ Future vested deferred	65		
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Unpredictable contingent event assumptions	Not applicable		

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63	10.0	25.0	10.0	5.0
64	10.0	25.0	10.0	5.0
65	100.0	100.0	100.0	100.0

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Actuarial Methods for Funding

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A detailed description of the calculation follows:

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- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

Schedule SB, Part V — Summary of Plan Provisions**Summary of Major Plan Provisions**

Effective date and plan year	Original plan: October 1, 1983; a continuation of the Martin Memorial Hospital, Inc. Pension Plan Restated plan: January 1, 2007 Plan year: January 1 through December 31
Most recent amendment	9th amendment effective July 1, 2011
Status of the plan	The plan has ongoing benefit accruals for participants who were age 40 with at least 10 years of service at October 1, 2005 unless they opted out of the plan and into the defined contribution plan. Benefits were frozen for all other participants in the plan at October 1, 2005 and no new employees can enter the plan after that date.
Significant events that occurred during the year	None
Definitions	
▪ Covered employees	Any person employed by an Employer as of October 1, 2005 and who is a Participant as of such date and who, as of October 1, 2005, has attained age 40, has at least 10 Years of Service and has elected to continue to participate in the Plan for Plan Years beginning on and after October 1, 2005. The following persons shall not be deemed an "Employee": <ul style="list-style-type: none"> • Individuals not recognized by completion of Internal Revenue Service Form W-4 and who is not a common law employee of an Employer on the payroll records of an Employer; • Any leased employee of the Employer. • An individual who terminates employment on or after October 1, 2005, and who recommences employment • An individual whose employment status is classified by the Employer as "MASH Associate; Any individual covered by a collective bargaining agreement
▪ Participation	All employees become participants on the earlier of the October 1st or the April 1st after meeting the following requirements: <ul style="list-style-type: none"> • Attainment of age 21; • Completion of one (1) year of Vesting Service.
▪ Vesting service	One (1) year of Vesting Service is earned for each Plan Year in which an employee accrues 1,000 or more Hours of Service. For periods of employment prior to October 1, 1978, Vesting Service is earned in generally the same manner as Credited Service for those periods, except that there is no age restriction. Effective on October 1, 2005, all employees are 100% vested in their Accrued Benefit.

Schedule SB, Part V — Summary of Plan Provisions

<ul style="list-style-type: none"> ▪ Credited service 	<p>Credited Service for a participant equals the sum of (1), (2) and (3) as follows:</p> <ol style="list-style-type: none"> 1. For the period of employment from date of hire through March 8, 1976, 1/12th of a year of Credited Service for each completed calendar month in such period; plus 2. For each of the following 12-month periods, one (1) year of Credited Service if 1,000 or more Hours of Service are accrued during such periods: <ul style="list-style-type: none"> — March 9, 1976 to March 8, 1977 — March 9, 1977 to March 9, 1978 — October 1, 1977 to September 30, 1978; plus 3. For employment on and after October 1, 1978, one (1) year of Credited Service for each Plan Year during which at least 1,000 Hours of Service are accrued. <p>For categories (2) and (3) above, if employee does not complete at least 1,000 Hours of Service in the Plan Year of hire, a pro-rata year of Credited Service for such Plan year shall be earned equal to the ratio of his Hours of Service during such Plan Year to 1,000 Hours of Service. Prior to October 1, 1985, no Credited Service was granted for employment prior to the Plan Year in which an employee reached age 22. Effective on and after October 1, 1985, the minimum age requirement is age 21 but no additional Credited Service will be granted retroactively for employment prior to October 1, 1985.</p>
<ul style="list-style-type: none"> ▪ Basic compensation 	<p>The total cash wages paid to the employee by the employer during the calendar year, as reported on Form W-2. Contributions made to tax-sheltered annuities in accordance with any salary reduction agreement are also included. Effective October 1, 1994, there is a \$150,000 limit on the amount of annual compensation taken into account for plan benefit purposes. This limit will be indexed in future years.</p>
<ul style="list-style-type: none"> ▪ Average annual basic compensation 	<p>The average of earnings received during the highest 5 complete calendar years of employment.</p>

Schedule SB, Part V — Summary of Plan Provisions

▪ Accrued benefit	<p>The annual accrued benefit as of any point in time for a participant equals the following, but will not be less than \$600:</p> <p>$(A \times B) - C$, where</p> <p>A = 2% (.02) of Average Annual Basic Compensation</p> <p>B = Credited Service (maximum 25 years)</p> <p>C = 2% (.02) of Estimated Social Security Offset, where the Estimated Social Security Offset as of any point in time for a participant equals the following:</p> <p>$(D \times E \times F)$, where</p> <p>D = Estimated Social Security Benefit</p> <p>E = Lesser of 25 Years or Anticipated Credited Service</p> <p>F = A fraction, not to exceed one, the numerator of which is Credited Service, the denominator of which is Anticipated Credited Service.</p> <p>Benefits accrued as a result of the Qualified Supplemental Executive Retirement Plan are added to the above amounts for select participants.</p>
Normal retirement	
▪ Eligibility	The later of attainment of age 65 or the fifth anniversary of employment.
▪ Benefit	Accrued benefit as of normal retirement date.
Early retirement	
▪ Eligibility	Attainment of age 55 and completion of 10 years of Vesting Service.
▪ Benefit	Benefit accrued to date of retirement, reduced by 2.5% for each year by which the early retirement date precedes the normal retirement date to reflect commencement of benefit at an earlier age.
Late retirement	
▪ Eligibility	Retirement beyond normal retirement date.
▪ Benefit	The greater of the accrued benefit at date of retirement or the accrued benefit determined as of the normal retirement date increased actuarially to the date of retirement.
Deferred vested	
▪ Eligibility	100% vested upon completion of five years of Vesting Service. For less than five years the percentage is 0%.
▪ Benefit	A x B where A is the accrued benefit at date of termination and B is the vesting percentage. Social Security projection assumes level future earnings from date of termination to age 65.

Schedule SB, Part V — Summary of Plan Provisions

Pre-retirement death	
▪ Active employees at least age 45 with 10 years of service	A monthly life annuity payable to the beneficiary equal to 50% of the benefit that would have been payable for retirement under a 50% joint and survivor election.
▪ All other active employees	A monthly life annuity payable to the spouse equal to 50% of the benefit the employee would have received if he had separated from service on his date of death, survived to the earliest age he would be eligible for retirement, and retired at that time with a 50% joint and survivor annuity.
Form of benefits	
▪ Automatic form for unmarried participants	Monthly retirement income payable for the lifetime of the retiree.
▪ Automatic form for married participants	A married participant will receive a 50% joint and survivor benefit of actuarial equivalent value to the normal form unless he and his spouse elect otherwise.
▪ Optional forms	<ul style="list-style-type: none"> • Social Security Level Income • Ten Year Certain and Life • 50%, 75% and 100% Joint and Survivor Annuity • Single Sum Payment (effective October 1, 2005 this optional form of benefit payment shall only be available for accruals beyond October 1, 2005 to a Participant who, as of October 1, 2005 (i) has 20 or more Years of Service or (ii) has attained age 55 and is credited with at least 15 Years of Service.
▪ Optional form conversion factors	<ul style="list-style-type: none"> • Mortality Table: 1951 Group Annuity Mortality Table projected by Scale C to 1965 for males, where Participant's age shall be set back 4 years and the beneficiary's age shall be set back 1 year regardless of the sex of such individuals • Interest: at 7% per annum.
Miscellaneous	
▪ Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2012, the limit is \$250,000.
▪ Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2012, the limit is \$200,000.

Schedule SB, Part V — Summary of Plan Provisions

Benefits Included or Excluded

Unless noted below, all benefits provided by the plan, as restated and amended through the Ninth Amendment, are included in this valuation.

- **Most recent plan amendments included:** Ninth amendment is effective as of July 1, 2011.
- **Plan amendments excluded:** None
- **Late retirement increases:**
 - *Active participants:* The valuation includes increases for current participants over normal retirement age who are Tier 3 participants.
 - *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Section 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60% of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

Plan Provisions Specific to Funding

Additional Benefits Included or Excluded

- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* None
 - *Plan amendments:* See below.
 - *Prohibited Payments:* None
 - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.

Plan Provision Changes Since Prior Valuation

Maximum compensation amounts and maximum benefit amounts under IRS rules were updated from 2011 to 2012.

Schedule SB, Line 24 — Change in Actuarial Assumptions

- Based on a review of the plan's retirement experience, we updated the retirement rate assumption to better reflect expected future plan experience.

Schedule SB, line 26 — Schedule of Active Participant Data

Attained age	Years of credited service										
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & up	Total
Under 25											
25-29		12									12
30-34		32 44,086	12	1							45 42,475
35-39	1 48,717	27 48,717	28 51,832	7	1						64 51,681
40-44	3	41 60,277	65 63,144	22 71,760	4						135 62,404
45-49	4	67 50,675	75 59,987	10	33 58,516	21 63,110	3				213 58,122
50-54	5	51 65,199	83 68,088	3	34 69,757	40 68,524	38 71,137	13			267 68,233
55-59	3	48 45,712	76 56,098	3	44 62,038	44 61,469	19	17	7		261 57,627
60-64	1	34 46,742	57 62,721	3	26 71,591	17	14	14	2	1	169 63,876
65-69	1	9	17	1	8	5	3	1		2	47 45,013
70 & up		6	7	1	2				1		17
Total	18	327 50,960	420 59,724	51 63,728	152 63,230	127 63,539	77 71,643	45 75,761	10	3	1,230 59,537

In each cell, the top number is the count of active participants for each age/service combination and the bottom number is average pay for 2011 limited to \$245,000. Average pay is not shown for cells with fewer than 20 participants.

Schedule SB, line 32 — Schedule of Amortization Bases

The shortfall amortization charge is the sum of the shortfall base amortization for each plan year covered under PPA. Although a shortfall base can be negative, the combined shortfall amortization charge cannot be negative.

Shortfall bases				
Year established		Outstanding balance	Years remaining	2012 Installment
2011	\$	15,973,785	6	\$ 3,060,159
2012		(14,235,609)	7	(2,416,136)
Total	\$	1,738,176		\$ 644,023