

|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                                                              |
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| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br>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).<br><br><p style="text-align: center;">▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p> | OMB Nos. 1210-0110<br>1210-0089<br><br><div style="text-align: center; font-size: 1.2em; font-weight: bold;">2013</div><br><br><b>This Form is Open to Public Inspection</b> |
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|                                                                                                          |                                                                                                                                                                                                                                           |
|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                                                                                                                                                                           |
| For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u> |                                                                                                                                                                                                                                           |
| A This return/report is for:                                                                             | <input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or<br><input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____                         |
| B This return/report is:                                                                                 | <input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report;<br><input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months). |
| C If the plan is a collectively-bargained plan, check here. . . . .                                      | <input type="checkbox"/>                                                                                                                                                                                                                  |
| D Check box if filing under:                                                                             | <input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program;<br><input type="checkbox"/> special extension (enter description)                                 |

|                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------|--|
| <b>Part II</b>                                                                                                                                                                                                                           | <b>Basic Plan Information—enter all requested information</b>                                                                                                                                                                                                                                                                          |                                                                     |                                                             |                                                             |  |
| <b>1a</b> Name of plan<br><u>CAPELLA HEALTHCARE, INC. 401(K) RETIREMENT PLAN</u>                                                                                                                                                         | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;"><b>1b</b> Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2"><b>1c</b> Effective date of plan<br/><u>12/01/2005</u></td> </tr> </table>                        | <b>1b</b> Three-digit plan number (PN) ▶                            | <u>001</u>                                                  | <b>1c</b> Effective date of plan<br><u>12/01/2005</u>       |  |
| <b>1b</b> Three-digit plan number (PN) ▶                                                                                                                                                                                                 | <u>001</u>                                                                                                                                                                                                                                                                                                                             |                                                                     |                                                             |                                                             |  |
| <b>1c</b> Effective date of plan<br><u>12/01/2005</u>                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |
| <b>2a</b> Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)<br><br><u>CAPELLA HEALTHCARE, INC.</u><br><br><u>TWO CORPORATE CENTRE, SUITE 200</u><br><u>FRANKLIN, TN 37067-2662</u> | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td><b>2b</b> Employer Identification Number (EIN)<br/><u>20-2767829</u></td> </tr> <tr> <td><b>2c</b> Sponsor's telephone number<br/><u>615-764-3011</u></td> </tr> <tr> <td><b>2d</b> Business code (see instructions)<br/><u>622000</u></td> </tr> </table> | <b>2b</b> Employer Identification Number (EIN)<br><u>20-2767829</u> | <b>2c</b> Sponsor's telephone number<br><u>615-764-3011</u> | <b>2d</b> Business code (see instructions)<br><u>622000</u> |  |
| <b>2b</b> Employer Identification Number (EIN)<br><u>20-2767829</u>                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |
| <b>2c</b> Sponsor's telephone number<br><u>615-764-3011</u>                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |
| <b>2d</b> Business code (see instructions)<br><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.

|                                                                                                            |                                                   |            |                                                              |
|------------------------------------------------------------------------------------------------------------|---------------------------------------------------|------------|--------------------------------------------------------------|
| <b>SIGN HERE</b>                                                                                           | Filed with authorized/valid electronic signature. | 08/15/2014 | CAROLYN SCHNEIDER                                            |
|                                                                                                            | Signature of plan administrator                   | Date       | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b>                                                                                           |                                                   |            |                                                              |
|                                                                                                            | Signature of employer/plan sponsor                | Date       | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b>                                                                                           |                                                   |            |                                                              |
|                                                                                                            | 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)                       |

|                                                                                                                                                                                                                                                                                                                                                                                                                            |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |      |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|
| <b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address                                                                                                                                                                                                                                                        |  | <b>3b</b> Administrator's EIN                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |      |
| <b>4</b> 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:<br><b>a</b> Sponsor's name                                                                                                                                                                                                          |  | <b>3c</b> Administrator's telephone number<br><br><b>4b</b> EIN<br><b>4c</b> PN                                                                                                                                                                                                                                                                                                                                                                                                                              |      |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                                                                                                                                                                                                                                    |  | <b>5</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 6122 |
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).                                                                                                                                                                                                                                                                     |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |      |
| <b>a</b> Active participants .....                                                                                                                                                                                                                                                                                                                                                                                         |  | <b>6a</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 6024 |
| <b>b</b> Retired or separated participants receiving benefits .....                                                                                                                                                                                                                                                                                                                                                        |  | <b>6b</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 18   |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                                                                                                                                                                                                                                                                                          |  | <b>6c</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 741  |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                                                                                                                                                                                                                                                                                                   |  | <b>6d</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 6783 |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits .....                                                                                                                                                                                                                                                                                                                 |  | <b>6e</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 9    |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                                                                                                                                                                                                                                                                                    |  | <b>6f</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 6792 |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) .....                                                                                                                                                                                                                                                                            |  | <b>6g</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 3139 |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested .....                                                                                                                                                                                                                                                                                |  | <b>6h</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 18   |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....                                                                                                                                                                                                                                                                                        |  | <b>7</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |      |
| <b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:<br>2F 2G 2J 2K 2R 2T 3H                                                                                                                                                                                                                                       |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |      |
| <b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:                                                                                                                                                                                                                                                                |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |      |
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                              |  | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                                                                                                                |      |
| <b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)                                                                                                                                                                                                                                                          |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |      |
| <b>a Pension Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)<br><br>(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary<br><br>(3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary |  | <b>b General Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)<br>(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)<br>(3) <input type="checkbox"/> <b>A</b> (Insurance Information)<br>(4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information)<br>(5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)<br>(6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules) |      |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        |                                                |
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| <b>SCHEDULE C</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Service Provider Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110                              |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        | <b>2013</b>                                    |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        | <b>This Form is Open to Public Inspection.</b> |

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

|                                                                                           |                                                             |     |
|-------------------------------------------------------------------------------------------|-------------------------------------------------------------|-----|
| <b>A</b> Name of plan<br>CAPELLA HEALTHCARE, INC. 401(K) RETIREMENT PLAN                  | <b>B</b> Three-digit plan number (PN) ▶                     | 001 |
|                                                                                           |                                                             |     |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br>CAPELLA HEALTHCARE, INC. | <b>D</b> Employer Identification Number (EIN)<br>20-2767829 |     |

|               |                                                        |
|---------------|--------------------------------------------------------|
| <b>Part I</b> | <b>Service Provider Information (see instructions)</b> |
|---------------|--------------------------------------------------------|

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>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
| TRANSAMERICA RETIREMENT SOLUTIONS                                                                                 |
| 13-3689044                                                                                                        |

|                                                                                                                  |
|------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation |
| CHARLES SCHWAB & CO., INC.                                                                                       |
| 94-1737782                                                                                                       |

|                                                                                                                   |
|-------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
|                                                                                                                   |
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
|                                                                                                                   |

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

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

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

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

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

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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)

TRANSAMERICA RETIREMENT SOLUTIONS

13-3689044

| (b)<br>Service Code(s)                          | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 12 15 28 37<br>38 50 54 59<br>61 62 63 64<br>65 | RECORDKEEPER                                                                                      | 156632                                                                 | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                            | 0                                                                                                                                                                               | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                          |

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

NATIONAL FINANCIAL SERVICES

04-3523567

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 33 71                  | SECURITIES BROKER                                                                                 | 0                                                                      | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                                            | 0                                                                                                                                                                               | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                          |

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

DIMEO SCHNEIDER & ASSOCIATES, LLC

36-4001764

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 27 51                  | INVESTMENT ADVISORY                                                                               | 29818                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

**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)

CHARLES SCHWAB & CO., INC.

94-1737782

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 33 71                  | SECURITIES BROKER                                                                                 | 3146                                                                   | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                            | 0                                                                                                                                                                               | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                          |

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

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

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

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

**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<br>(see instructions)     | (c) Enter amount of indirect compensation                                                                                                                          |
|-------------------------------------------------------------------------------|---------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| TRANSAMERICA RETIREMENT SOLUTIONS                                             | 12 15 28 37 38 50 54 59 61 62<br>63 64 65   | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation           |                                             | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| AMERICAN FUNDS<br>5300 ROBIN HOOD ROAD<br>NORFOLK, VA 23513                   | REVENUE SHARING SEE ATTACHMENT TO LINE 2(H) |                                                                                                                                                                    |
| <hr/>                                                                         |                                             |                                                                                                                                                                    |
| (a) Enter service provider name as it appears on line 2                       | (b) Service Codes<br>(see instructions)     | (c) Enter amount of indirect compensation                                                                                                                          |
| TRANSAMERICA RETIREMENT SOLUTIONS                                             | 12 15 28 37 38 50 54 59 61 62<br>63 64 65   | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation           |                                             | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| DODGE & COX<br>555 CALIFORNIA STREET<br>40TH FLOOR<br>SAN FRANCISCO, CA 94104 | REVENUE SHARING SEE ATTACHMENT TO LINE 2(H) |                                                                                                                                                                    |
| <hr/>                                                                         |                                             |                                                                                                                                                                    |
| (a) Enter service provider name as it appears on line 2                       | (b) Service Codes<br>(see instructions)     | (c) Enter amount of indirect compensation                                                                                                                          |
| TRANSAMERICA RETIREMENT SOLUTIONS                                             | 12 15 28 37 38 50 54 59 61 62<br>63 64 65   | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation           |                                             | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| DWS<br>210 WEST 10TH STREET<br>KANSAS CITY, MO 64105                          | REVENUE SHARING SEE ATTACHMENT TO LINE 2(H) |                                                                                                                                                                    |

**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<br>(see instructions)     | (c) Enter amount of indirect compensation                                                                                                                          |
|---------------------------------------------------------------------|---------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| TRANSAMERICA RETIREMENT SOLUTIONS                                   | 12 15 28 37 38 50 54 59 61 62<br>63 64 65   | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation |                                             | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| EATON VANCE<br><br>TWO INTERNATIONAL PLACE<br>BOSTON, MA 02110      | REVENUE SHARING SEE ATTACHMENT TO LINE 2(H) |                                                                                                                                                                    |

  

| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)     | (c) Enter amount of indirect compensation                                                                                                                          |
|---------------------------------------------------------------------|---------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| TRANSAMERICA RETIREMENT SOLUTIONS                                   | 12 15 28 37 38 50 54 59 61 62<br>63 64 65   | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation |                                             | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| FEDERATED<br><br>30 DAN ROAD<br>CANTON, MA 02021                    | REVENUE SHARING SEE ATTACHMENT TO LINE 2(H) |                                                                                                                                                                    |

  

| (a) Enter service provider name as it appears on line 2                 | (b) Service Codes<br>(see instructions)     | (c) Enter amount of indirect compensation                                                                                                                          |
|-------------------------------------------------------------------------|---------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| TRANSAMERICA RETIREMENT SOLUTIONS                                       | 12 15 28 37 38 50 54 59 61 62<br>63 64 65   | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation     |                                             | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| HARBOR<br><br>111 SOUTH WACKER DRIVE<br>34TH FLOOR<br>CHICAGO, IL 60606 | REVENUE SHARING SEE ATTACHMENT TO LINE 2(H) |                                                                                                                                                                    |

**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<br>(see instructions)     | (c) Enter amount of indirect compensation                                                                                                                          |
|---------------------------------------------------------------------|---------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| TRANSAMERICA RETIREMENT SOLUTIONS                                   | 12 15 28 37 38 50 54 59 61 62<br>63 64 65   | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation |                                             | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| NUVEEN<br><br>333 W. WACKER DR.<br>CHICAGO, IL 60606                | REVENUE SHARING SEE ATTACHMENT TO LINE 2(H) |                                                                                                                                                                    |
| <hr/>                                                               |                                             |                                                                                                                                                                    |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)     | (c) Enter amount of indirect compensation                                                                                                                          |
| TRANSAMERICA RETIREMENT SOLUTIONS                                   | 12 15 28 37 38 50 54 59 61 62<br>63 64 65   | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation |                                             | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| PIMCO<br><br>1345 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10105      | REVENUE SHARING SEE ATTACHMENT TO LINE 2(H) |                                                                                                                                                                    |
| <hr/>                                                               |                                             |                                                                                                                                                                    |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)     | (c) Enter amount of indirect compensation                                                                                                                          |
| NATIONAL FINANCIAL SERVICES                                         | 33 71                                       | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation |                                             | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| AMERICAN FUNDS<br><br>5300 ROBIN HOOD ROAD<br>NORFOLK, VA 23513     | REVENUE SHARING SEE ATTACHMENT TO LINE 2(H) |                                                                                                                                                                    |

**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<br>(see instructions)     | (c) Enter amount of indirect compensation |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------|-------------------------------------------|
| NATIONAL FINANCIAL SERVICES                                                                                                                                                                                                                                        | 33 71                                       | 0                                         |
| <p><b>(d)</b> Enter name and EIN (address) of source of indirect compensation</p> <p><b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> |                                             |                                           |
| DODGE & COX<br>555 CALIFORNIA STREET<br>40TH FLOOR<br>SAN FRANCISCO, CA 94104                                                                                                                                                                                      | REVENUE SHARING SEE ATTACHMENT TO LINE 2(H) |                                           |
| <p><b>(a)</b> Enter service provider name as it appears on line 2</p> <p><b>(b)</b> Service Codes<br/>(see instructions)</p> <p><b>(c)</b> Enter amount of indirect compensation</p>                                                                               |                                             |                                           |
| NATIONAL FINANCIAL SERVICES                                                                                                                                                                                                                                        | 33 71                                       | 0                                         |
| <p><b>(d)</b> Enter name and EIN (address) of source of indirect compensation</p> <p><b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> |                                             |                                           |
| DWS<br>210 WEST 10TH STREET<br>KANSAS CITY, MO 64105                                                                                                                                                                                                               | REVENUE SHARING SEE ATTACHMENT TO LINE 2(H) |                                           |
| <p><b>(a)</b> Enter service provider name as it appears on line 2</p> <p><b>(b)</b> Service Codes<br/>(see instructions)</p> <p><b>(c)</b> Enter amount of indirect compensation</p>                                                                               |                                             |                                           |
| NATIONAL FINANCIAL SERVICES                                                                                                                                                                                                                                        | 33 71                                       | 0                                         |
| <p><b>(d)</b> Enter name and EIN (address) of source of indirect compensation</p> <p><b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> |                                             |                                           |
| EATON VANCE<br>TWO INTERNATIONAL PLACE<br>BOSTON, MA 02110                                                                                                                                                                                                         | REVENUE SHARING SEE ATTACHMENT TO LINE 2(H) |                                           |

**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<br>(see instructions)     | (c) Enter amount of indirect compensation                                                                                                                          |
|---------------------------------------------------------------------|---------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| NATIONAL FINANCIAL SERVICES                                         | 33 71                                       | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation |                                             | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| FEDERATED<br>30 DAN ROAD<br>CANTON, MA 02021                        | REVENUE SHARING SEE ATTACHMENT TO LINE 2(H) |                                                                                                                                                                    |
|                                                                     |                                             |                                                                                                                                                                    |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)     | (c) Enter amount of indirect compensation                                                                                                                          |
| NATIONAL FINANCIAL SERVICES                                         | 33 71                                       | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation |                                             | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| HARBOR<br>111 SOUTH WACKER DRIVE<br>34TH FLOOR<br>CHICAGO, IL 60606 | REVENUE SHARING SEE ATTACHMENT TO LINE 2(H) |                                                                                                                                                                    |
|                                                                     |                                             |                                                                                                                                                                    |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)     | (c) Enter amount of indirect compensation                                                                                                                          |
| NATIONAL FINANCIAL SERVICES                                         | 33 71                                       | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation |                                             | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| NUVEEN<br>333 W. WACKER DR.<br>CHICAGO, IL 60606                    | REVENUE SHARING SEE ATTACHMENT TO LINE 2(H) |                                                                                                                                                                    |

**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<br>(see instructions)            | (c) Enter amount of indirect compensation                                                                                                                          |
|---------------------------------------------------------------------|----------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| NATIONAL FINANCIAL SERVICES                                         | 33 71                                              | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation |                                                    | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| PIMCO<br><br>1345 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10105      | REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)        |                                                                                                                                                                    |
|                                                                     |                                                    |                                                                                                                                                                    |
| (a) Enter service provider name as it appears on line 2             |                                                    | (b) Service Codes<br>(see instructions)                                                                                                                            |
| (c) Enter amount of indirect compensation                           |                                                    |                                                                                                                                                                    |
| CHARLES SCHWAB & CO., INC.                                          | 33 71                                              | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation |                                                    | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| ALLIANZ FUNDS<br><br>33-0457728                                     | RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S) |                                                                                                                                                                    |
|                                                                     |                                                    |                                                                                                                                                                    |
| (a) Enter service provider name as it appears on line 2             |                                                    | (b) Service Codes<br>(see instructions)                                                                                                                            |
| (c) Enter amount of indirect compensation                           |                                                    |                                                                                                                                                                    |
| CHARLES SCHWAB & CO., INC.                                          | 33 71                                              | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation |                                                    | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| BLACKROCK<br><br>04-6171663                                         | RATE OF 0.50% OF AVERAGE DAILY BALANCE OF ASSET(S) |                                                                                                                                                                    |

**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<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
| CHARLES SCHWAB & CO., INC.                                          | 33 71                                                                                                                                                              | 0                                         |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
| FIRST EAGLE<br><br>13-3392291                                       | RANGE OF 0.10 - 0.40% OF AVERAGE DAILY BALANCE OF ASSETS                                                                                                           |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| CHARLES SCHWAB & CO., INC.                                          | 33 71                                                                                                                                                              | 0                                         |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
| LEGG MASON<br><br>52-1200960                                        | RATE OF 0.05% OF AVERAGE DAILY BALANCE OF ASSET(S)                                                                                                                 |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| CHARLES SCHWAB & CO., INC.                                          | 33 71                                                                                                                                                              | 0                                         |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
| MAIRS & POWER<br><br>23-2398112                                     | RATE OF 0.10% OF AVERAGE DAILY BALANCE OF ASSET(S)                                                                                                                 |                                           |

**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<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
| CHARLES SCHWAB & CO., INC.                                          | 33 71                                                                                                                                                              | 0                                         |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
| MANAGERS FUNDS<br><br>06-1298481                                    | RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)                                                                                                                 |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| CHARLES SCHWAB & CO., INC.                                          | 33 71                                                                                                                                                              | 0                                         |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
| MANNING & NAPIER<br><br>16-0995736                                  | RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)                                                                                                                 |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| CHARLES SCHWAB & CO., INC.                                          | 33 71                                                                                                                                                              | 0                                         |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
| METROPOLITAN WEST FUNDS<br><br>95-4597302                           | RATE OF 0.35% OF AVERAGE DAILY BALANCE OF ASSET(S)                                                                                                                 |                                           |

**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<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
| CHARLES SCHWAB & CO., INC.                                          | 33 71                                                                                                                                                              | 0                                         |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
| NATIXIS FUNDS<br><br>04-3200027                                     | RATE OF 0.35% OF AVERAGE DAILY BALANCE OF ASSET(S)                                                                                                                 |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| CHARLES SCHWAB & CO., INC.                                          | 33 71                                                                                                                                                              | 0                                         |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
| OAKMARK<br><br>04-3276558                                           | RATE OF 0.35% OF AVERAGE DAILY BALANCE OF ASSET(S)                                                                                                                 |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| CHARLES SCHWAB & CO., INC.                                          | 33 71                                                                                                                                                              | 0                                         |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
| PACIFIC FINANCIAL<br><br>91-1257006                                 | RATE OF 0.25% OF AVERAGE DAILY BALANCE OF ASSET(S)                                                                                                                 |                                           |

**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<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| CHARLES SCHWAB & CO., INC.                              | 33 71                                   | 0                                         |

| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| RIDGEWORTH<br><br>58-1604573                                        | RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)                                                                                                                 |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| CHARLES SCHWAB & CO., INC.                              | 33 71                                   | 0                                         |

| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| SALIENT FUNDS<br>P.O. BOX 182607<br>COLUMBUS, OH 43218              | RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)                                                                                                                 |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| CHARLES SCHWAB & CO., INC.                              | 33 71                                   | 0                                         |

| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| SCHWAB FUNDS<br><br>94-3106735                                      | RANGE OF 0.02 - 0.25% OF AVERAGE DAILY BALANCE OF ASSETS                                                                                                           |

**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<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
| CHARLES SCHWAB & CO., INC.                                          | 33 71                                                                                                                                                              | 0                                         |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
| TOCQUEVILLE<br><br>13-3549887                                       | RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)                                                                                                                 |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(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<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|                                                                     |                                                                                                                                                                    |                                           |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
|                                                                     |                                                                                                                                                                    |                                           |

**Part II Service Providers Who Fail or Refuse to Provide Information**

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

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

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

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                                                                                                                                                                               |                                                                                                                                                                                                                              |                                                |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|
| <b>SCHEDULE D</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration | <b>DFE/Participating Plan Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110                              |
|                                                                                                                                                                               |                                                                                                                                                                                                                              | <b>2013</b>                                    |
|                                                                                                                                                                               |                                                                                                                                                                                                                              | <b>This Form is Open to Public Inspection.</b> |

|                                                                                                          |                                                                    |            |
|----------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|------------|
| For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u> |                                                                    |            |
| <b>A</b> Name of plan<br><u>CAPELLA HEALTHCARE, INC. 401(K) RETIREMENT PLAN</u>                          | <b>B</b> Three-digit plan number (PN) ▶                            | <u>001</u> |
|                                                                                                          |                                                                    |            |
| <b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500<br><u>CAPELLA HEALTHCARE, INC.</u>  | <b>D</b> Employer Identification Number (EIN)<br><u>20-2767829</u> |            |

|               |                                                                                                                                                                                  |
|---------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b> | <b>Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)</b><br>(Complete as many entries as needed to report all interests in DFEs) |
|---------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                          |                               |                                                                                                                     |
|------------------------------------------------------------------------------------------|-------------------------------|---------------------------------------------------------------------------------------------------------------------|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>DIVERSIFIED COLLECTIVE TRUST FUNDS</u> |                               |                                                                                                                     |
| <b>b</b> Name of sponsor of entity listed in (a): <u>DIVERSIFIED INVESTMENT ADVISORS</u> |                               |                                                                                                                     |
| <b>c</b> EIN-PN <u>04-6784256-001</u>                                                    | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>14092870</u> |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                           |                               |                                                                                                                     |
| <b>b</b> Name of sponsor of entity listed in (a):                                        |                               |                                                                                                                     |
| <b>c</b> EIN-PN                                                                          | <b>d</b> Entity code          | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)                 |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                           |                               |                                                                                                                     |
| <b>b</b> Name of sponsor of entity listed in (a):                                        |                               |                                                                                                                     |
| <b>c</b> EIN-PN                                                                          | <b>d</b> Entity code          | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)                 |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                           |                               |                                                                                                                     |
| <b>b</b> Name of sponsor of entity listed in (a):                                        |                               |                                                                                                                     |
| <b>c</b> EIN-PN                                                                          | <b>d</b> Entity code          | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)                 |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                           |                               |                                                                                                                     |
| <b>b</b> Name of sponsor of entity listed in (a):                                        |                               |                                                                                                                     |
| <b>c</b> EIN-PN                                                                          | <b>d</b> Entity code          | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)                 |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                           |                               |                                                                                                                     |
| <b>b</b> Name of sponsor of entity listed in (a):                                        |                               |                                                                                                                     |
| <b>c</b> EIN-PN                                                                          | <b>d</b> Entity code          | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)                 |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                           |                               |                                                                                                                     |
| <b>b</b> Name of sponsor of entity listed in (a):                                        |                               |                                                                                                                     |
| <b>c</b> EIN-PN                                                                          | <b>d</b> Entity code          | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)                 |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                           |                               |                                                                                                                     |
| <b>b</b> Name of sponsor of entity listed in (a):                                        |                               |                                                                                                                     |
| <b>c</b> EIN-PN                                                                          | <b>d</b> Entity code          | <b>e</b> 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)**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

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              |                                                                                           |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Financial Information</b><br><br>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).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2013</b><br><br><b>This Form is Open to Public Inspection</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|

|                                                                                                          |                                                                            |            |
|----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|------------|
| For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u> |                                                                            |            |
| <b>A</b> Name of plan<br><u>CAPELLA HEALTHCARE, INC. 401(K) RETIREMENT PLAN</u>                          | <b>B</b> Three-digit plan number (PN) <span style="float: right;">►</span> | <u>001</u> |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>CAPELLA HEALTHCARE, INC.</u>         | <b>D</b> Employer Identification Number (EIN)<br><br><u>20-2767829</u>     |            |

| Part I                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Asset and Liability Statement                                                               |                 | (a) Beginning of Year | (b) End of Year |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>1</b> 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. <b>Round off amounts to the nearest dollar.</b> 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. |                                                                                             |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>Assets</b>                                                                               |                 |                       |                 |
| <b>a</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Total noninterest-bearing cash .....                                                        | <b>1a</b>       |                       |                 |
| <b>b</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Receivables (less allowance for doubtful accounts):                                         |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (1) Employer contributions .....                                                            | <b>1b(1)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (2) Participant contributions .....                                                         | <b>1b(2)</b>    | 354054                | 153194          |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (3) Other .....                                                                             | <b>1b(3)</b>    | 921                   | 976             |
| <b>c</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | General investments:                                                                        |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (1) Interest-bearing cash (include money market accounts & certificates of deposit) .....   | <b>1c(1)</b>    | 31251                 | 26889           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (2) U.S. Government securities .....                                                        | <b>1c(2)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (3) Corporate debt instruments (other than employer securities):                            |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (A) Preferred .....                                                                         | <b>1c(3)(A)</b> |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (B) All other .....                                                                         | <b>1c(3)(B)</b> |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (4) Corporate stocks (other than employer securities):                                      |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (A) Preferred .....                                                                         | <b>1c(4)(A)</b> |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (B) Common .....                                                                            | <b>1c(4)(B)</b> |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (5) Partnership/joint venture interests .....                                               | <b>1c(5)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (6) Real estate (other than employer real property) .....                                   | <b>1c(6)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (7) Loans (other than to participants) .....                                                | <b>1c(7)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (8) Participant loans .....                                                                 | <b>1c(8)</b>    | 732500                | 695595          |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (9) Value of interest in common/collective trusts .....                                     | <b>1c(9)</b>    | 16565009              | 14092870        |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (10) Value of interest in pooled separate accounts .....                                    | <b>1c(10)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (11) Value of interest in master trust investment accounts .....                            | <b>1c(11)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (12) Value of interest in 103-12 investment entities .....                                  | <b>1c(12)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (13) Value of interest in registered investment companies (e.g., mutual funds) .....        | <b>1c(13)</b>   | 122091199             | 135917195       |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (14) Value of funds held in insurance company general account (unallocated contracts) ..... | <b>1c(14)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (15) Other .....                                                                            | <b>1c(15)</b>   | 1121720               | 1739835         |

| <b>1d</b> Employer-related investments:                              |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 140896654             | 152626554       |

**Liabilities**

|                                                                           |           |  |  |
|---------------------------------------------------------------------------|-----------|--|--|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |  |  |
| <b>h</b> Operating payables .....                                         | <b>1h</b> |  |  |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |  |  |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> |  |  |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> |  |  |

**Net Assets**

|                                                           |           |           |           |
|-----------------------------------------------------------|-----------|-----------|-----------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 140896654 | 152626554 |
|-----------------------------------------------------------|-----------|-----------|-----------|

**Part II Income and Expense Statement**

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

**Income**

|                                                                                                            |                 | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>a Contributions:</b>                                                                                    |                 |            |           |
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | -360       |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> | 9148233    |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> | 470805     |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 9618678   |
| <b>b Earnings on investments:</b>                                                                          |                 |            |           |
| (1) Interest:                                                                                              |                 |            |           |
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....       | <b>2b(1)(A)</b> | 3          |           |
| <b>(B)</b> U.S. Government securities .....                                                                | <b>2b(1)(B)</b> |            |           |
| <b>(C)</b> Corporate debt instruments .....                                                                | <b>2b(1)(C)</b> |            |           |
| <b>(D)</b> Loans (other than to participants) .....                                                        | <b>2b(1)(D)</b> |            |           |
| <b>(E)</b> Participant loans .....                                                                         | <b>2b(1)(E)</b> | 28267      |           |
| <b>(F)</b> Other .....                                                                                     | <b>2b(1)(F)</b> |            |           |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                              | <b>2b(1)(G)</b> |            | 28270     |
| (2) Dividends: <b>(A)</b> Preferred stock .....                                                            | <b>2b(2)(A)</b> |            |           |
| <b>(B)</b> Common stock .....                                                                              | <b>2b(2)(B)</b> |            |           |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                                  | <b>2b(2)(C)</b> | 2384296    |           |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....                  | <b>2b(2)(D)</b> |            | 2384296   |
| (3) Rents .....                                                                                            | <b>2b(3)</b>    |            |           |
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                                 | <b>2b(4)(A)</b> |            |           |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                                              | <b>2b(4)(B)</b> |            |           |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....                  | <b>2b(4)(C)</b> |            |           |
| (5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate .....                         | <b>2b(5)(A)</b> |            |           |
| <b>(B)</b> Other .....                                                                                     | <b>2b(5)(B)</b> |            |           |
| <b>(C)</b> Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....         | <b>2b(5)(C)</b> |            |           |

|                                                                                                 |        | (a) Amount | (b) Total |
|-------------------------------------------------------------------------------------------------|--------|------------|-----------|
| (6) Net investment gain (loss) from common/collective trusts .....                              | 2b(6)  |            | 187479    |
| (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) |            | 19724017  |
| c Other income .....                                                                            | 2c     |            | 68676     |
| d Total income. Add all <b>income</b> amounts in column (b) and enter total .....               | 2d     |            | 32011416  |

**Expenses**

|                                                                                      |       |          |          |
|--------------------------------------------------------------------------------------|-------|----------|----------|
| e Benefit payment and payments to provide benefits:                                  |       |          |          |
| (1) Directly to participants or beneficiaries, including direct rollovers .....      | 2e(1) | 20059026 |          |
| (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) |          | 20059026 |
| f Corrective distributions (see instructions) .....                                  | 2f    |          | 21962    |
| g Certain deemed distributions of participant loans (see instructions) .....         | 2g    |          | 14078    |
| 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) | 29818    |          |
| (4) Other .....                                                                      | 2i(4) | 156632   |          |
| (5) Total administrative expenses. Add lines 2i(1) through (4) .....                 | 2i(5) |          | 186450   |
| j Total expenses. Add all <b>expense</b> amounts in column (b) and enter total ..... | 2j    |          | 20281516 |

**Net Income and Reconciliation**

|                                                          |       |  |          |
|----------------------------------------------------------|-------|--|----------|
| k Net income (loss). Subtract line 2j from line 2d ..... | 2k    |  | 11729900 |
| 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: LATTIMORE BLACK MORGAN & CAIN PC

(2) EIN: 62-1199757

**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   |    | 3615   |
| 4b |     | X  |        |

|                                                                                                                                                                                                                               | Yes | No | Amount  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|---------|
| <b>c</b> 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  |         |
| <b>d</b> 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  |         |
| <b>e</b> Was this plan covered by a fidelity bond? .....                                                                                                                                                                      | X   |    | 5000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                       |     | X  |         |
| <b>g</b> 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  |         |
| <b>h</b> 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  |         |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) .....                                                                | X   |    |         |
| <b>j</b> 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  |         |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? .....                                                           |     | X  |         |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                            |     | X  |         |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) .....                                                                                                  |     | X  |         |
| <b>n</b> 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) |
|-----------------------|--------------|-------------|
|                       |              |             |
|                       |              |             |
|                       |              |             |
|                       |              |             |

**5c** If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

## Part V Trust Information (optional)

|                         |                       |
|-------------------------|-----------------------|
| <b>6a</b> Name of trust | <b>6b</b> Trust's EIN |
|                         |                       |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>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).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2013</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

|                                                                                                  |                                                                    |
|--------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>CAPELLA HEALTHCARE, INC. 401(K) RETIREMENT PLAN</u>                  | <b>B</b> Three-digit plan number (PN) ▶<br><u>001</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>CAPELLA HEALTHCARE, INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>20-2767829</u> |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

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

|                                                                                                                                                                                                                                                                    |          |            |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|------------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                              | <b>1</b> | <u>0</u>   |
| <b>2</b> 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):<br><br>EIN(s): <u>13-3689044</u> |          |            |
| <b>Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.</b>                                                                                                                                                                                            |          |            |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                    | <b>3</b> | <u>395</u> |

|                |                                                                                                                                                                              |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part II</b> | <b>Funding Information</b> (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) |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                                                                                                                                                                           |                              |                             |                              |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....                                                                                                                                                                                                                                                       | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| <b>If the plan is a defined benefit plan, go to line 8.</b>                                                                                                                                                                                                                                                                                                               |                              |                             |                              |
| <b>5</b> 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. <b>Date:</b> Month _____ Day _____ Year _____<br><b>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.</b> |                              |                             |                              |
| <b>6 a</b> Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....                                                                                                                                                                                                                             | <b>6a</b>                    |                             |                              |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year.....                                                                                                                                                                                                                                                                                 | <b>6b</b>                    |                             |                              |
| <b>c</b> 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) .....                                                                                                                                                                                                                          | <b>6c</b>                    |                             |                              |
| <b>If you completed line 6c, skip lines 8 and 9.</b>                                                                                                                                                                                                                                                                                                                      |                              |                             |                              |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline?.....                                                                                                                                                                                                                                                                         | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| <b>8</b> 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?.....                                                                                                | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                            |                                   |                                   |                               |                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|
| <b>9</b> 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..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input type="checkbox"/> No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (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. |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                             |                              |                             |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? .....                                                     | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....                                                                                                                                   | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>b</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.)..... | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....                                                                              | <input type="checkbox"/> Yes | <input type="checkbox"/> No |

**Part V Additional Information for Multiemployer Defined Benefit Pension Plans**

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

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

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 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:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

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

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</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 ..... | <b>16b</b> |  |

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

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

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

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

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

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

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

**CAPELLA HEALTHCARE, INC.  
401(K) RETIREMENT PLAN**

**Financial Statements and Supplemental Schedules**

**December 31, 2013 and 2012**

**(With Independent Auditors' Report Thereon)**



**LATTIMORE BLACK MORGAN & CAIN, PC**  
CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS ADVISORS

# CAPELLA HEALTHCARE, INC. 401(K) RETIREMENT PLAN

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## **Independent Auditors' Report**

**The Plan Administration Committee  
Capella Healthcare, Inc. 401(k) Retirement Plan:**

### **Report on the Financial Statements**

We were engaged to audit the accompanying financial statements of the Capella Healthcare, Inc. 401(k) Retirement Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

### ***Management's Responsibility for the Financial Statements***

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

### ***Auditors' Responsibility***

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

### ***Basis for Disclaimer of Opinion***

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by State Street Bank and Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

*Disclaimer of Opinion*

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

*Other Matter*

The supplemental schedule of assets (held at end of year) and schedule of delinquent participant contributions as of and for the year ended December 31, 2013 are required by the DOL's Rules and Regulation for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

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

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

*Catherine Black Morgan, P.C.*

Brentwood, Tennessee  
July 29, 2014

# **CAPELLA HEALTHCARE, INC. 401(K) RETIREMENT PLAN**

## **Statements of Net Assets Available for Benefits**

**December 31, 2013 and 2012**

|                                                                                                                                                            | <u><b>2013</b></u>           | <u><b>2012</b></u>           |
|------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|------------------------------|
| <b>Assets:</b>                                                                                                                                             |                              |                              |
| <b>Investments, at fair value:</b>                                                                                                                         |                              |                              |
| Cash reserve account                                                                                                                                       | \$ 26,889                    | \$ 31,251                    |
| Mutual funds                                                                                                                                               | 135,917,195                  | 122,091,199                  |
| Collective trust fund                                                                                                                                      | 14,208,267                   | 17,051,714                   |
| Self-directed investments                                                                                                                                  | <u>1,739,835</u>             | <u>1,121,720</u>             |
| <b>Total investments, at fair value</b>                                                                                                                    | <b>151,892,186</b>           | <b>140,295,884</b>           |
| <b>Receivables:</b>                                                                                                                                        |                              |                              |
| Participant contributions                                                                                                                                  | 153,194                      | 354,054                      |
| Notes receivable from participants                                                                                                                         | <u>695,595</u>               | <u>732,500</u>               |
| <b>Total receivables</b>                                                                                                                                   | <u><b>848,789</b></u>        | <u><b>1,086,554</b></u>      |
| <b>Net assets available for benefits, at fair value</b>                                                                                                    | <b>152,740,975</b>           | <b>141,382,438</b>           |
| <b>Adjustment from fair value to contract value for<br/>interest in collective trust fund relating to fully<br/>benefit-responsive investment contract</b> | <u><b>(115,397)</b></u>      | <u><b>(486,705)</b></u>      |
| <b>Net assets available for benefits</b>                                                                                                                   | <b>\$ <u>152,625,578</u></b> | <b>\$ <u>140,895,733</u></b> |

See accompanying notes to the financial statements.

# CAPELLA HEALTHCARE, INC. 401(K) RETIREMENT PLAN

## Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2013 and 2012

|                                                        | <u>2013</u>                  | <u>2012</u>                  |
|--------------------------------------------------------|------------------------------|------------------------------|
| <b>Additions to net assets attributed to:</b>          |                              |                              |
| <b>Net change resulting from investment activity:</b>  |                              |                              |
| Net appreciation in fair value of investments          | \$ 19,980,174                | \$ 12,147,929                |
| Dividend income                                        | <u>2,384,298</u>             | <u>2,838,687</u>             |
| <b>Total investment income</b>                         | <b>22,364,472</b>            | <b>14,986,616</b>            |
| Less investment expenses                               | <u>29,818</u>                | <u>115,255</u>               |
| <b>Net change resulting from investment activity</b>   | <b><u>22,334,654</u></b>     | <b><u>14,871,361</u></b>     |
| Interest income on notes receivable from participants  | <u>27,494</u>                | <u>32,725</u>                |
| <b>Contributions:</b>                                  |                              |                              |
| Participants                                           | 9,148,470                    | 9,724,868                    |
| Participant rollovers                                  | <u>470,805</u>               | <u>654,776</u>               |
| <b>Total contributions</b>                             | <b><u>9,619,275</u></b>      | <b><u>10,379,644</u></b>     |
| <b>Total additions</b>                                 | <b><u>31,981,423</u></b>     | <b><u>25,283,730</u></b>     |
| <b>Deductions from net assets attributed to:</b>       |                              |                              |
| Benefits paid                                          | 20,094,946                   | 17,370,549                   |
| Administrative expenses                                | <u>156,632</u>               | <u>152,790</u>               |
| <b>Total deductions</b>                                | <b><u>20,251,578</u></b>     | <b><u>17,523,339</u></b>     |
| <b>Net increase</b>                                    | <b>11,729,845</b>            | <b>7,760,391</b>             |
| Net assets available for benefits at beginning of year | <u>140,895,733</u>           | <u>133,135,342</u>           |
| Net assets available for benefits at end of year       | <b><u>\$ 152,625,578</u></b> | <b><u>\$ 140,895,733</u></b> |

See accompanying notes to the financial statements.

# CAPELLA HEALTHCARE, INC. 401(K) RETIREMENT PLAN

## Notes to the Financial Statements

December 31, 2013 and 2012

### (1) Description of plan

The following description of the Capella Healthcare, Inc. 401(k) Retirement Plan (the "Plan") provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

#### (a) General

The Plan is a defined contribution plan which was adopted on December 1, 2005 to provide retirement benefits for employees of Capella Healthcare, Inc. (the "Plan Sponsor"). The Plan covers substantially all employees who have completed six months of service and are at least eighteen years old ("participants"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

#### (b) Contributions

Participants may voluntarily make qualified retirement contributions to the Plan which are deductible by the participants for federal income tax purposes under Section 401(k) of the Internal Revenue Code ("IRC"), subject to certain IRC limitations. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

The Plan Sponsor may contribute a discretionary matching contribution. No discretionary matching contributions were made by the Plan Sponsor during 2013 or 2012.

The Plan also provides that the Plan Sponsor may contribute each year a discretionary profit sharing amount, however, such discretionary contributions by the Plan Sponsor are not required. No discretionary profit sharing contributions were made by the Plan Sponsor during 2013 or 2012.

Plan Sponsor contributions may not exceed the maximum amount deductible for federal income tax purposes.

#### (c) Participant accounts

Each participant's account is credited (charged) with the participants' and Plan Sponsor contributions and allocations of investment earnings (losses) and administrative expenses. Allocations are based on participant's compensation or account balances as defined in the plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

#### (d) Vesting

Participants are immediately vested in their elective salary deferral plus actual earnings (losses) thereon. Vesting in the Plan Sponsor's matching and profit sharing contributions is based on years of continuous service. Participants vest pro rata over five years of service.

# CAPELLA HEALTHCARE, INC. 401(K) RETIREMENT PLAN

## Notes to the Financial Statements

December 31, 2013 and 2012

(e) Notes receivable from participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at fixed rates ranging from 4.14% to 8.54%, which are commensurate with local prevailing rates as determined by the plan administrator. Principal and interest are collected ratably through payroll deductions.

(f) Payment of benefits

On termination of service due to death, permanent disability, or retirement, a participant may elect to receive either a lump-sum payment or annual installments over a specified period equal to his or her entire account balance. For termination of service due to other reasons, a participant will be entitled to receive only the vested interest in his or her account as a lump-sum distribution. If the value of a participant's account is less than \$1,000, the total balance is distributed as an automatic lump-sum payment in cash. For participant accounts greater than \$1,000 but less than \$5,000, the value of the participant's account is rolled into an individual retirement account on behalf of the participant, unless the participant elects to receive a lump-sum payment.

(g) Forfeited accounts

Forfeitures are created when participants terminate employment prior to becoming fully vested in the Plan Sponsor contribution portion of their accounts. Such forfeitures may be used to pay the administration expenses of the Plan, to restore benefits previously forfeited, and to reduce the Plan Sponsor's contributions to the Plan. At December 31, 2013 and 2012, forfeited nonvested accounts totaled \$15,263 and \$19,266, respectively. Forfeited nonvested accounts used amounted to \$29,818 and \$116,069 in 2013 and 2012, respectively.

(h) Hardship withdrawals

The Plan permits distributions in the event of a hardship, as defined in the plan agreement. These distributions are taxable and subject to a tax penalty equal to 10% of the hardship distribution amount if the participant is younger than age 59½. Hardship withdrawals are limited to the participant's elective account balance. If a participant receives a hardship withdrawal from the Plan, the participant will be unable to make contributions to the Plan for a period of six months.

(i) Administrative expenses

Certain administrative expenses are paid by the Plan Sponsor; while certain administrative expenses, as well as investment expenses, are paid by the Plan.

# CAPELLA HEALTHCARE, INC. 401(K) RETIREMENT PLAN

## Notes to the Financial Statements

December 31, 2013 and 2012

(j) Plan termination

Although it has not expressed any intent to do so, the Plan Sponsor has the right under the plan agreement to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants would become 100% vested in their employer contributions.

(2) Summary of significant accounting policies

(a) Basis of accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

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

(b) Investment valuation and income recognition

The Plan's investments are reported at fair value. These investment values are discussed more fully in Note 4.

Purchases and sales of securities are recorded on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded on the accrual basis.

(c) Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the plan document.

(d) Payment of benefits

Benefits are recorded when paid.

(e) Use of estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

# CAPELLA HEALTHCARE, INC. 401(K) RETIREMENT PLAN

## Notes to the Financial Statements

December 31, 2013 and 2012

(f) Events occurring after reporting date

The Plan has evaluated events and transactions that occurred between December 31, 2013 and July 29, 2014, which is the date that the financial statements were available to be issued, for possible recognition or disclosure in the financial statements.

(3) Summary of information certified by trustee

The following information was certified as complete and accurate by State Street Bank and Trust Company, the trustee of the Plan, as of and for the years ended December 31, 2013 and 2012.

|                                                                                 | <u>2013</u>           | <u>2012</u>           |
|---------------------------------------------------------------------------------|-----------------------|-----------------------|
| Cash reserve account, mutual funds and self-directed investments, at fair value | \$ <u>137,683,919</u> | \$ <u>123,244,170</u> |
| Notes receivable from participants                                              | \$ <u>695,595</u>     | \$ <u>732,500</u>     |
| Collective trust fund, at contract value                                        | \$ <u>14,092,870</u>  | \$ <u>16,565,009</u>  |
| Net change resulting from investment activity                                   | \$ <u>22,364,472</u>  | \$ <u>14,986,616</u>  |
| Interest income on notes receivable from participants                           | \$ <u>27,494</u>      | \$ <u>32,725</u>      |

The difference between the aggregate value of investments certified above and those per the accompanying financial statements is due to the fair value adjustment attributable to the collective trust fund. The trustee certified the collective trust fund at contract value.

(4) Fair value measurements

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described below:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

# CAPELLA HEALTHCARE, INC. 401(K) RETIREMENT PLAN

## Notes to the Financial Statements

December 31, 2013 and 2012

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

- (i) *Cash reserve account:* Valued at the net asset value of shares held by the Plan at year end in an active market.
- (ii) *Mutual funds:* Valued at the net asset value of shares held by the Plan at year end in an active market.
- (iii) *Collective trust fund:* The value of the Plan's interest in the collective trust fund is based upon the current value of and net investment gain or loss relating to the units of participation held by the Plan. The value is not a publicly quoted price in an active market. The collective trust fund provides for daily redemption by the Plan at the stated unit value as of the close of business on any business day subject to certain limitations imposed by the trust agreement.
- (iv) *Self-directed investments:* The self-directed investments consist primarily of common stock and mutual funds which are valued at the closing price reported on the active market for common stock held and the net asset value of the mutual fund shares held and money market funds.

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

# CAPELLA HEALTHCARE, INC. 401(K) RETIREMENT PLAN

## Notes to the Financial Statements

December 31, 2013 and 2012

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013 and 2012:

### Fair Value Measurements as of December 31, 2013 using the following inputs

|                                         | <u>Level 1</u>       | <u>Level 2</u>       | <u>Level 3</u> | <u>Total</u>         |
|-----------------------------------------|----------------------|----------------------|----------------|----------------------|
| Cash reserve account                    | \$ 26,889            | \$ -                 | \$ -           | \$ 26,889            |
| Mutual funds:                           |                      |                      |                |                      |
| Balanced funds                          | 83,836,184           | -                    | -              | 83,836,184           |
| Fixed income funds                      | 10,265,779           | -                    | -              | 10,265,779           |
| Growth funds                            | 25,846,906           | -                    | -              | 25,846,906           |
| Index funds                             | <u>15,968,326</u>    | <u>-</u>             | <u>-</u>       | <u>15,968,326</u>    |
| Total mutual funds                      | 135,917,195          | -                    | -              | 135,917,195          |
| Collective trust fund -<br>fixed income | -                    | 14,208,267           | -              | 14,208,267           |
| Self-directed investments               | <u>1,739,835</u>     | <u>-</u>             | <u>-</u>       | <u>1,739,835</u>     |
| Total                                   | <u>\$137,683,919</u> | <u>\$ 14,208,267</u> | <u>\$ -</u>    | <u>\$151,892,186</u> |

### Fair Value Measurements as of December 31, 2012 using the following inputs

|                                         | <u>Level 1</u>       | <u>Level 2</u>       | <u>Level 3</u> | <u>Total</u>         |
|-----------------------------------------|----------------------|----------------------|----------------|----------------------|
| Cash reserve account                    | \$ 31,251            | \$ -                 | \$ -           | \$ 31,251            |
| Mutual funds:                           |                      |                      |                |                      |
| Balanced funds                          | 75,749,653           | -                    | -              | 75,749,653           |
| Fixed income funds                      | 14,091,733           | -                    | -              | 14,091,733           |
| Growth funds                            | 20,377,875           | -                    | -              | 20,377,875           |
| Index funds                             | <u>11,871,938</u>    | <u>-</u>             | <u>-</u>       | <u>11,871,938</u>    |
| Total mutual funds                      | 122,091,199          | -                    | -              | 122,091,199          |
| Collective trust fund -<br>fixed income | -                    | 17,051,714           | -              | 17,051,714           |
| Self-directed investments               | <u>1,121,720</u>     | <u>-</u>             | <u>-</u>       | <u>1,121,720</u>     |
| Total                                   | <u>\$123,244,170</u> | <u>\$ 17,051,714</u> | <u>\$ -</u>    | <u>\$140,295,884</u> |

# **CAPELLA HEALTHCARE, INC. 401(K) RETIREMENT PLAN**

## **Notes to the Financial Statements**

**December 31, 2013 and 2012**

### **(5) Investments and investment income**

The fair value of investments that represents 5% or more of the Plan's net assets as of December 31, 2013 and 2012 is as follows:

|                                      | <u>2013</u>   | <u>2012</u>   |
|--------------------------------------|---------------|---------------|
| PIMCO Total Return Fund              | **            | \$ 10,956,128 |
| Vanguard Institutional Index Fund    | \$ 12,274,141 | \$ 9,492,948  |
| Vanguard Target Retirement 2015 Fund | \$ 11,782,043 | \$ 13,084,884 |
| Vanguard Target Retirement 2020 Fund | \$ 21,798,974 | \$ 19,487,920 |
| Vanguard Target Retirement 2025 Fund | \$ 13,935,873 | \$ 12,185,080 |
| Vanguard Target Retirement 2030 Fund | \$ 10,734,168 | \$ 8,885,861  |
| Vanguard Target Retirement 2035 Fund | \$ 10,032,906 | \$ 7,690,233  |
| Wells Fargo Stable Pooled Fund       | \$ 14,208,267 | \$ 17,051,714 |

\*\* Investment does not represent 5% or more of the Plan's net assets for the respective year.

During 2013 and 2012, substantially all of the net appreciation in the Plan's investments (including net gains and losses on investments bought and sold, as well as held during the year) was attributed to mutual funds.

### **(6) Income tax status**

The Plan received a favorable determination letter from the Internal Revenue Service ("IRS") on February 14, 2011, in which the IRS stated that the Plan was in compliance with the applicable requirements of the IRC. The Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan has been amended since receiving the determination letter, however, the plan administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability or asset if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013 and 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or asset or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

# **CAPELLA HEALTHCARE, INC. 401(K) RETIREMENT PLAN**

## **Notes to the Financial Statements**

**December 31, 2013 and 2012**

**(7) Untimely remittance of participant contributions**

The Plan Sponsor is required by Department of Labor regulation to remit participant contributions as soon as practicable, but by no later than the fifteenth business day following the end of the month in which the amounts were withheld from wages. For certain contributions withheld from a payroll during 2013, the funds were not remitted timely. Imputed lost earnings on these late remittances were remitted to the Plan in 2013.

**(8) Related party transactions and party-in-interest transactions**

Certain Plan investments are shares of a money market fund and units of participation of a collective trust fund which are managed by State Street Bank and Trust Company, the trustee of the Plan and, therefore, these transactions qualify as party-in-interest transactions. The Plan also holds notes receivable from participants which qualify as party-in-interest transactions. Investment expenses of \$29,818 in 2013 and \$115,255 in 2012 and administrative expenses of \$156,632 in 2013 and \$152,790 in 2012 were paid directly by the Plan to the investment advisor and third party administrator, respectively. Certain fees incurred by the Plan for the investment management services are netted within net appreciation in fair value of the investments, as they are paid through revenue sharing, rather than as a direct payment.

**(9) 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, 2013 and 2012:

|                                                                | <u>2013</u>           | <u>2012</u>           |
|----------------------------------------------------------------|-----------------------|-----------------------|
| Net assets available for benefits per the financial statements | \$ 152,625,578        | \$ 140,895,733        |
| Accrued interest from notes receivable from participants       | <u>976</u>            | <u>921</u>            |
| Net assets available for benefits per the Form 5500            | \$ <u>152,626,554</u> | \$ <u>140,896,654</u> |

The following is a reconciliation of the changes in net assets available for benefits per the financial statements to the Form 5500 for the years ended December 31, 2013 and 2012:

|                                                                          | <u>2013</u>          | <u>2012</u>         |
|--------------------------------------------------------------------------|----------------------|---------------------|
| Change in net assets available for benefits per the financial statements | \$ 11,729,845        | \$ 7,760,391        |
| Change in participant contributions receivable                           | -                    | 199,722             |
| Change in accrued interest from notes receivable from participants       | <u>55</u>            | <u>307</u>          |
| Change in net assets available for benefits per the Form 5500            | \$ <u>11,729,900</u> | \$ <u>7,960,420</u> |

# CAPELLA HEALTHCARE, INC. 401(K) RETIREMENT PLAN

## Notes to the Financial Statements

December 31, 2013 and 2012

### (10) Risks and uncertainties

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

# CAPELLA HEALTHCARE, INC. 401(K) RETIREMENT PLAN

EIN 20-2767829, PLAN No. 001

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

December 31, 2013

| (a) | (b)                                                         | (c)                                                                                                                       | (d)  | (e)                   |
|-----|-------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|------|-----------------------|
|     | Identity of issue,<br>borrower, lessor,<br>or similar party | Description of<br>investment, including<br>maturity date, rate of<br>interest, collateral,<br>par or maturity value       | Cost | Current<br>value      |
| *   | Money market fund -<br>State Street Bank and Trust          | Cash Reserve Account                                                                                                      | **   | \$ <u>26,889</u>      |
|     | Mutual funds:                                               |                                                                                                                           |      |                       |
|     | American Funds                                              | Europacific Fund                                                                                                          | **   | 3,879,775             |
|     | Dodge & Cox                                                 | International Fund                                                                                                        | **   | 4,131,695             |
|     | DWS                                                         | Dreman Small Cap Value Fund                                                                                               | **   | 5,486,316             |
|     | Eaton Van                                                   | Large Cap Value Fund                                                                                                      | **   | 3,498,240             |
|     | Federated                                                   | US Treasury Cash Reserves Fund                                                                                            | **   | 2,889,949             |
|     | Harbor Capital                                              | Appreciation Institutional Fund                                                                                           | **   | 4,332,922             |
|     | Nuveen                                                      | Real Estate Securities Fund                                                                                               | **   | 1,474,639             |
|     | PIMCO                                                       | Total Return Fund                                                                                                         | **   | 7,375,830             |
|     | Vanguard                                                    | Institutional Index Fund                                                                                                  | **   | 12,274,141            |
|     | Vanguard                                                    | Mid Cap Index Fund                                                                                                        | **   | 3,694,184             |
|     | Vanguard                                                    | Retirement Income Fund                                                                                                    | **   | 2,998,533             |
|     | Vanguard                                                    | Small Cap Growth Fund                                                                                                     | **   | 3,043,320             |
|     | Vanguard                                                    | Target Retirement 2010 Fund                                                                                               | **   | 3,301,128             |
|     | Vanguard                                                    | Target Retirement 2015 Fund                                                                                               | **   | 11,782,043            |
|     | Vanguard                                                    | Target Retirement 2020 Fund                                                                                               | **   | 21,798,974            |
|     | Vanguard                                                    | Target Retirement 2025 Fund                                                                                               | **   | 13,935,873            |
|     | Vanguard                                                    | Target Retirement 2030 Fund                                                                                               | **   | 10,734,168            |
|     | Vanguard                                                    | Target Retirement 2035 Fund                                                                                               | **   | 10,032,906            |
|     | Vanguard                                                    | Target Retirement 2040 Fund                                                                                               | **   | 5,187,456             |
|     | Vanguard                                                    | Target Retirement 2045 Fund                                                                                               | **   | 3,388,200             |
|     | Vanguard                                                    | Target Retirement 2050 Fund                                                                                               | **   | <u>676,903</u>        |
|     | Total mutual funds                                          |                                                                                                                           |      | 135,917,195           |
| *   | Collective trust fund -<br>Diversified Retirement Corp      | Wells Fargo Stable Pooled Fund                                                                                            | **   | 14,208,267            |
| *   | Notes receivable from participants                          | Loans to participants with interest rates<br>ranging from 4.14% to 8.54%, various<br>maturity dates through December 2023 | -    | 695,595               |
|     | Self-directed investments -<br>Charles Schwab Institutional | Personal Choice Retirement Accounts                                                                                       | **   | <u>1,739,835</u>      |
|     |                                                             | Total investments                                                                                                         |      | <u>\$ 152,587,781</u> |

\* Represents a party-in-interest.

\*\* Not required for participant directed plans.

The above data is based upon information which has been certified as complete and accurate by State Street Bank and Trust Company, the trustee, except for the Wells Fargo Stable Pooled Fund which was certified at contract value.

**CAPELLA HEALTHCARE, INC. 401(K) RETIREMENT PLAN**

**EIN 20-2767829, PLAN No. 001**

**Schedule H, line 4a - Schedule of Delinquent Participant Contributions**

**Year Ended December 31, 2013**

| <div>Total that Constitute Nonexempt<br/>Prohibited Transactions</div>             |                                                                               |                                            |                                                         |                                                                 |                                                                     |
|------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------|-----------------------------------------------------------------|---------------------------------------------------------------------|
| <div>Check Here<br/>If Late Participant<br/>Loan Repayments<br/>Are Included</div> | <div>Participant<br/>Contributions<br/>Transferred<br/>Late to the Plan</div> | <div>Contributions<br/>not Corrected</div> | <div>Contributions<br/>Corrected<br/>Outside VFCP</div> | <div>Contributions<br/>Pending<br/>Correction<br/>in VFCP</div> | <div>Total Fully Corrected<br/>Under VFCP<br/>and PTE 2002-51</div> |
| *                                                                                  | \$ 3,615                                                                      | \$ -                                       | \$ 3,615                                                | \$ -                                                            | \$ -                                                                |

# Schedule C, Line 2(h) Formula Descriptions

**Capella Healthcare, Inc. 401(k) Retirement Plan**

**EIN No.: 20-2767829, Plan No. 001**

**Plan Year Ending: 12/31/2013**

**Indirect Compensation in the form of revenue sharing was paid to the following Service Providers:**

|                                   |            |
|-----------------------------------|------------|
| TRANSAMERICA RETIREMENT SOLUTIONS | 13-3689044 |
| NATIONAL FINANCIAL SERVICES       | 04-3523567 |

Revenue amounts are shown in annualized basis points of plan assets invested in applicable fund

| Fund Family    | Fund Name                      | Start Date | End Date   | Revenue to Transamerica Retirement Solutions | Revenue to National Financial Services |
|----------------|--------------------------------|------------|------------|----------------------------------------------|----------------------------------------|
| AMERICAN FUNDS | AMERICAN EUROPACIFIC, R4 CLASS | 1/1/2013   | 12/31/2013 | 34.146                                       | 0.854                                  |
| DODGE & COX    | DODGE & COX INTERNATIONAL      | 1/1/2013   | 12/31/2013 | 9.756                                        | 0.244                                  |
| DWS            | DWS SMALL CAP VALUE S          | 1/1/2013   | 12/31/2013 | 39.024                                       | 0.976                                  |
| EATON VANCE    | EATON VANCE LARGE CAP VALUE    | 1/1/2013   | 12/31/2013 | 48.780                                       | 1.220                                  |
| FEDERATED      | FEDERATED US TREAS CSH RSRV I  | 1/1/2013   | 3/31/2013  | 0.976                                        | 0.024                                  |
| HARBOR         | HARBOR CAPITAL APPRECIATION    | 1/1/2013   | 12/31/2013 | 9.756                                        | 0.244                                  |
| NUVEEN         | NUVEEN REAL EST SEC I          | 1/1/2013   | 12/31/2013 | 24.390                                       | 0.610                                  |
| PIMCO          | PIMCO TOTAL RETURN,ADMIN CLASS | 1/1/2013   | 12/31/2013 | 27.317                                       | 0.683                                  |

## Schedule C, Line 2(h) Formula Descriptions

Capella Healthcare, Inc. 401(k) Retirement Plan

EIN No.: 20-2767829, Plan No. 001

Plan Year Ending: 12/31/2013

**Capella Healthcare, Inc. 401(k) Retirement Plan**  
**EIN No.: 20-2767829, Plan No. 001**  
**Schedule H, Line 4i - Schedule of Assets**  
**Plan Year Ending: 12/31/2013**

| (a) | (b)<br>Identity of Issue, Borrower,<br>Lessor or Similar Party | (c)<br>Description of Investment, Including Maturity Date,<br>Rate of Interest, Par or Maturity Value | (e)<br>CURRENT VALUE  |
|-----|----------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|-----------------------|
| *   | State Street Bank & Trust Co.                                  | Cash Reserve Account                                                                                  | \$ 26,889             |
| *   | Diversified Investment Advisors                                | Stable Pooled Fund                                                                                    | \$ 14,092,870         |
|     |                                                                | <b>Collective Trust Fund Total</b>                                                                    | <b>\$ 14,092,870</b>  |
|     | American Funds                                                 | American Funds EuroPacific Growth R4                                                                  | \$ 3,879,775          |
|     | Dodge & Cox                                                    | Dodge & Cox International                                                                             | \$ 4,131,695          |
|     | DWS                                                            | DWS Small Cap Value S                                                                                 | \$ 5,486,316          |
|     | Eaton Vance                                                    | Eaton Vance Large Cap Value A                                                                         | \$ 3,498,240          |
|     | Federated                                                      | Federated US Treasury Cash Reserve I                                                                  | \$ 2,889,949          |
|     | Harbor                                                         | Harbor Capital Appreciation Instl                                                                     | \$ 4,332,921          |
|     | Nuveen                                                         | Nuveen Real Estate Secs I                                                                             | \$ 1,474,639          |
|     | PIMCO                                                          | PIMCO Total Return Admin                                                                              | \$ 7,375,830          |
|     | Vanguard                                                       | Vanguard Instl Index                                                                                  | \$ 12,274,141         |
|     | Vanguard                                                       | Vanguard Mid Cap Index Signal                                                                         | \$ 3,694,184          |
|     | Vanguard                                                       | Vanguard Small Cap Growth Index Adm                                                                   | \$ 3,043,320          |
|     | Vanguard                                                       | Vanguard Target Retirement 2010                                                                       | \$ 3,301,128          |
|     | Vanguard                                                       | Vanguard Target Retirement 2015                                                                       | \$ 11,782,043         |
|     | Vanguard                                                       | Vanguard Target Retirement 2020                                                                       | \$ 21,798,974         |
|     | Vanguard                                                       | Vanguard Target Retirement 2025                                                                       | \$ 13,935,873         |
|     | Vanguard                                                       | Vanguard Target Retirement 2030                                                                       | \$ 10,734,168         |
|     | Vanguard                                                       | Vanguard Target Retirement 2035                                                                       | \$ 10,032,906         |
|     | Vanguard                                                       | Vanguard Target Retirement 2040                                                                       | \$ 5,187,456          |
|     | Vanguard                                                       | Vanguard Target Retirement 2045                                                                       | \$ 3,388,200          |
|     | Vanguard                                                       | Vanguard Target Retirement 2050                                                                       | \$ 676,903            |
|     | Vanguard                                                       | Vanguard Target Retirement Income                                                                     | \$ 2,998,533          |
|     |                                                                | <b>Mutual Fund Total</b>                                                                              | <b>\$ 135,917,195</b> |
|     | Charles Schwab Institutional                                   | Personal Choice Retirement Account (Other Funds)                                                      | \$ 1,739,835          |
| *   | Participants                                                   | Notes Receivable with interest rates of 4.14% to 8.54%                                                | \$ 695,595            |
|     |                                                                | <b>TOTAL PLAN ASSETS</b>                                                                              | <b>\$ 152,472,384</b> |

\* Indicates Party-In-Interest to the Plan