Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
TRIHEALTH 401(K) RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 004

1c Effective date of plan 01/01/2011

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

TRIHEALTH, INC

619 OAK STREET
CINCINNATI, OH 45206

2b Employer Identification Number (EIN)
31-1438846

2c Sponsor's telephone number
513-569-6306

2d Business code (see instructions)
622000

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	09/08/2014	MICHAEL CROFTON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	10752
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	9618
b	Retired or separated participants receiving benefits	**6b**	56
c	Other retired or separated participants entitled to future benefits	**6c**	1576
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	11250
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	11250
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	10037
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	467
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2S 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	[X]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[X]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	[X]	**R** (Retirement Plan Information)
(2)	[ ]	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	[ ]	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	[X]		**H** (Financial Information)
(2)	[ ]		**I** (Financial Information – Small Plan)
(3)	[X]	1	**A** (Insurance Information)
(4)	[X]		**C** (Service Provider Information)
(5)	[ ]		**D** (DFE/Participating Plan Information)
(6)	[ ]		**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
TRIHEALTH 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
TRIHEALTH, INC

D Employer Identification Number (EIN)
31-1438846

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

1 Coverage Information:

(a) Name of insurance carrier

METROPOLITAN LIFE OF CT

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-0566090	87726	1013335-04	877	01/01/2013	12/31/2013

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
41810	0

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

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

METLIFE SECURITIES INC.
1095 AVENUE OF THE AMERICAS
NEW YORK, NY 10036

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
41810			3

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	20272823
5	Current value of plan's interest under this contract in separate accounts at year end	5	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP ANNUITY CONTRACT

b	Balance at the end of the previous year			7b	12948659
c	Additions: (1) Contributions deposited during the year	7c(1)	8655852		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	521658		
	(4) Transferred from separate account	7c(4)	2025318		
	(5) Other (specify below)	7c(5)	214322		
	▶ LOAN REPAYMENTS; FORFEITURES; EXPENSE ADJUSTMENT				
	(6) Total additions			7c(6)	11417150
d	Total of balance and additions (add lines **7b** and **7c(6)**)			7d	24365809
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	2784189		
	(2) Administration charge made by carrier	7e(2)			
	(3) Transferred to separate account	7e(3)	1308797		
	(4) Other (specify below)	7e(4)			
	▶				
	(5) Total deductions			7e(5)	4092986
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	20272823

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	0
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	0
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

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

A Name of plan	**B** Three-digit plan number (PN) ▶	
TRIHEALTH 401(K) RETIREMENT SAVINGS PLAN		004
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
TRIHEALTH, INC	31-1438846	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

METROPOLITAN LIFE INSURANCE COMPANY

300 DAVIDSON AVENUE
SOMERSET, NJ 08873

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64	RECORDKEEPER	223683	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

METLIFE SECURITIES INC.

1095 AVENUE OF THE AMERICAS
NEW YORK, NY 10036

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
55	BROKER/ADVISOR	0	Yes [X] No [ ]	Yes [ ] No [X]	171473	Yes [ ] No [X]

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

NEPC LLC

BOX 83261
WOBURN, MA 01813

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16	CONSULTING	15824	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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9560 LESAINT DRIVE
FAIRFIELD, OH 45014

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
99	OTHER	8338	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
METLIFE SECURITIES INC.	55	171473

(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 LIFE INSURANCE COMPANY 300 DAVIDSON AVENUE SOMERSET, NY 08873	OTHER COMMISSIONS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
TRIHEALTH 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
TRIHEALTH, INC

D Employer Identification Number (EIN)
31-1438846

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	600402	1078338
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	84407758	133926866
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	12948659	20272823
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	97956819	155278027
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h		
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	97956819	155278027

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	8127558	
(B) Participants	2a(1)(B)	22584816	
(C) Others (including rollovers)	2a(1)(C)	11714675	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		42427049
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	32728	
(F) Other	2b(1)(F)	521659	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		554387
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	4046928	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		4046928
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		16678960
c Other income	2c		372208
d Total income. Add all **income** amounts in column (b) and enter total	2d		64079532
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	6477391	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		6477391
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		33088
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	247845	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		247845
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		6758324
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		57321208
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)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: E&Y **(2)** EIN: 34-6565596

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

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

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
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.)	4a		X	
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.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
TRIHEALTH 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
TRIHEALTH, INC

D Employer Identification Number (EIN)
31-1438846

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 20-3691658

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

Financial Statements and Supplemental Schedule

TriHealth 401(k) Retirement Savings Plan
December 31, 2013 and 2012, and
Year Ended December 31, 2013
With Report of Independent Auditors

Ernst & Young LLP

Building a better working world

TriHealth 401(k) Retirement Savings Plan

Financial Statements and Supplemental Schedule

December 31, 2013 and 2012, and
Year Ended December 31, 2013

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Cincinnati, OH 45202

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Report of Independent Auditors

The Retirement Plan Committee
TriHealth, Inc.

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of TriHealth 401(k) Retirement Savings Plan, which comprise the statements of net assets available for benefits of as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified investment information described in Note 3, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the entity that certified the investment information meets the requirements of 29 CFR 2520.103-8. The plan administrator has obtained certifications as of December 31, 2013 and 2012, and for the year ended December 31, 2013, stating that the investment information provided to the plan administrator is complete and accurate.

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Disclaimer of Opinion on Financial Statements

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

Disclaimer of Opinion on Supplemental Schedule

The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2013, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the certified investment information, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Ernst & Young LLP

August 8, 2014

A member firm of Ernst & Young Global Limited

TriHealth 401(k) Retirement Savings Plan

Statements of Net Assets Available For Benefits

	December 31	
	2013	**2012**
Assets		
Mutual funds	**$ 153,941,121**	$ 97,287,390
Forfeiture asset holding	**258,568**	69,027
Receivables:		
Notes receivables from participants	**1,078,338**	600,402
Contribution receivable from employer	**8,660,921**	8,123,037
Total receivables	**9,739,259**	8,723,439
Net assets available for benefits	**$ 163,938,948**	$ 106,079,856

See accompanying notes.

TriHealth 401(k) Retirement Savings Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2013

Additions	
Investment income:	
Net appreciation in fair value of mutual funds	$ 16,678,960
Interest and dividend income	4,601,315
Other income	424,436
	21,704,711
Contributions:	
Participant contributions	22,584,816
Employer contribution	8,613,214
Participant rollovers	11,714,675
	42,912,705
Total additions	64,617,416
Deductions	
Benefit payments	6,510,479
Administrative expense	247,845
Total deductions	6,758,324
Net increase in net assets available for benefits	57,859,092
Net assets available for benefits, beginning of year	106,079,856
Net assets available for benefits, end of year	$ 163,938,948

See accompanying notes.

TriHealth 401(k) Retirement Savings Plan

Notes to Financial Statements

December 31, 2013 and 2012

1. Description of the Plan

The following description of the TriHealth 401(k) Retirement Savings Plan (the Plan) provides general information about the Plan's provisions. TriHealth, Inc. (the Company) is the plan sponsor. Participants should refer to the plan document and summary plan description for a more complete description of the Plan's provisions, copies of which may be obtained from the plan sponsor.

General

The Plan is a defined contribution plan with a cash or deferred arrangement for the benefit of certain eligible employees of the Company and other related organizations. The related organizations that participant in the Plan are as follows: Bethesda Hospital, Inc.; Bethesda, Inc.; The Good Samaritan Hospital of Cincinnati, Ohio; TriHealth G, LLC; TriHealth Heart Institute, LLC; TriHealth HF, LLC; TriHealth Oncology Institute, LLC; TriHealth Physician Enterprise Corp.; TriHealth Physician Institute; TriHealth Physicians Practices, LLC; and TriHealth Q, LLC (collectively, Companies).

The Retirement Plan Committee of the Plan (the Committee) is responsible for all the general administration of the Plan. MetLife Fiduciary Trust Company is the trustee of the Plan (the Trustee). MetLife Resources Participant Service is the record-keeper for the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Contributions

Eligibility service differs depending on the type of contribution that may be contributed to the Plan. For purposes of participating in salary deferral contributions and catch-up salary deferral contributions, eligibility service is one hour of service. For purposes of participating in discretionary matching contributions, a participant must complete one hour of service during the eligibility period that applies to discretionary matching contributions. Participants who have attained or will attain the age of 50 before the close of a Plan year are eligible to make a catch-up deferral contribution. If a participant receives, or is entitled to receive, a qualifying distribution from another eligible employer plan or from an individual retirement account or annuity, he/she may "roll over" such amount, or request that the trustee of the other plan roll over such amount, into a rollover account upon approval of the Committee or its representative.

1. Description of the Plan (continued)

Each year, participants may elect to contribute from 0.1% to 80.0% of their pretax income to the Plan, subject to maximum dollar contribution limits ($17,500 in 2013, adjusted for cost-of-living increases in years beyond).

If a participant does not enroll himself or herself in the Plan, there is an automatic enrollment. In the case of an automatic enrollment, 1.8% of a participant's compensation will be deferred. A participant must submit an election with the third-party administrator if he/she does not wish to participate in the Plan.

The Companies will make a matching contribution for a plan year equal to 100.0% of the participant's salary deferral contribution, Roth deferral contribution, and catch-up contribution up to 1.8% of the participant's annual compensation. To receive a matching contribution, the participant must have completed at least 1,000 hours of service during the plan year.

The Companies will make a contribution to a participant account each plan year if the participant is an eligible participant, equal to the shortfall by which the Companies' matching contribution does not amount to 1.8% of annual compensation. To receive an allocation of Companies contributions, a participant must have completed at least 1,000 hours of service during the plan year and have earned an average hourly wage for the plan year of $15.00 or less.

All contributions are subject to certain limitations of the Internal Revenue Code (the Code).

Investment Options

Participants direct their elective contributions into various investment options offered by the Plan. Unless the participant chooses a different mutual fund or funds, his/her plan account will be invested in the T. Rowe Price Target Date Funds. Participants can change their contribution allocations daily and may elect to transfer amounts between fund options throughout the year. The Companies' contributions are allocated in the same manner as that of the participant's elective contributions.

1. Description of the Plan (continued)

Participant Accounts

Each participant account is credited with the participant contributions, eligible contribution of the Companies, allocations of Plan earnings, and is charged with an allocation of administrative expenses if deemed necessary. Plan earnings are allocated based on the participant's share of net earnings or losses of their respective elected investment options. Allocations of administrative expenses, if deemed necessary, are based on the participant's account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their salary deferral account contributions, Roth deferral account contributions, and rollover account contributions. Participants who terminate employment for reasons other than retirement, disability, or death (whom are fully vested) are eligible to receive a vested portion of their matching and Companies, accounts according to the following schedule:

Years of Vesting Service	Vested Percentage of Company Account
Less than three years	–%
Three years or more	100%

Forfeitures

Forfeitures represent the non-vested portions of participant account balances upon termination. Forfeited balances of terminated participant's non-vested accounts are used to reduce future contributions by the Companies. During the 12 months ended December 31, 2013, no forfeitures were applied to reduce future contributions of the Company. As of December 31, 2013 and 2012, $258,568 and $69,027, respectively, were available for application against future contributions of the Company or plan administrative expenses.

1. Description of the Plan (continued)

Participant Loans

A participant may request a loan from the Plan by contacting electronically the MetLife Resources Participant Service Center. Only participants who are actively employed by the Companies are eligible to apply for a loan. The minimum amount one can borrow is $1,000, and the maximum amount is the lesser of (a) one-half of the combined total of their salary deferral account, Roth deferral account, and rollover account or (b) $50,000. Participants may have only one loan outstanding at any time.

Interest will be charged at 1% over the prime interest rate in effect when the loan is processed. Loans will normally be repaid through payroll deduction. Generally, the term of a loan may not exceed five years; however, if the loan is for the purchase of a primary residence, the Committee may permit a longer repayment period at their discretion. Participant loans outstanding are $1,078,338 and $600,402 at December 31, 2013 and 2012, respectively.

Payment of Benefits

Participants become eligible for benefit payments upon retirement, termination of employment, disability, or death. Benefits will be distributed in a single sum equal to their vested balance.

Benefits under the Plan are generally not distributed while a participant is actively employed by the Companies. However, at the attainment of age 59½, participants may elect to receive a distribution of all or a portion of the vested amount in their account.

Participants may withdraw money for financial hardship if certain conditions are met. This hardship distribution is not in addition to other benefits and will therefore reduce the benefit that will be received at retirement.

2. Summary of Significant Accounting Policies

Administrative Expenses

The Plan's administrative expenses are paid by either the Plan or the Companies, as provided by the Plan's provisions. Administrative expenses paid by the Plan if deemed necessary, include record-keeping and trustee fees. Expenses relating to purchases, sales, or transfer of the Plan's investments are charged to the particular fund to which the expenses relate. All other administrative expenses of the Plan are paid by the Companies.

Plan Termination

The Companies have not expressed any intent to terminate the Plan; however, it may do so at anytime subject to the provisions of ERISA. In the event of such termination, all participant accounts shall become 100% vested and subject to distribution under provisions of the Plan.

Basis of Accounting

The following describes the significant accounting policies followed in the preparation of these financial statements, which have been prepared on the accrual basis of accounting.

Payment of Benefits

Benefits are recorded when paid.

Reclassifications

Certain prior year amounts in the fair value hierarchy table have been reclassified to conform to the current year presentation. See Note 4.

Notes Receivable From Participants

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 and 2012. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

2. Summary of Significant Accounting Policies (continued)

Use of Estimates

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

Investment Valuation and Income Recognition

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

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

- Level 1 – Fair value is based on unadjusted quoted prices for identical assets or liabilities in an active market that the Plan has the ability to access at the measurement date.

- Level 2 – Fair value is based on quoted prices in markets that are not active, quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.

- Level 3 – Fair value is based on prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable. These inputs reflect management's judgment about the assumptions that a market participant would use in pricing the investment and are based on the best available information, some of which may be internally developed.

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

2. Summary of Significant Accounting Policies (continued)

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

3. Investments

All investment information for the Plan disclosed in the accompanying financial statements and supplemental schedule including investments held and notes receivable from participants at December 31, 2013 and 2012, and net appreciation in fair value of mutual funds, and interest and dividend income for the year ended December 31, 2013, was obtained or derived from information provided to the Companies and certified as complete and accurate by the Trustee.

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

	December 31	
	2013	**2012**
GTS Fixed Account (Liquid)	**$ 20,014,974**	$ 12,880,635
T. Rowe Price Retirement 2025 Advisor	**17,172,032**	12,046,463
T. Rowe Price Retirement 2015 Advisor	**13,891,587**	10,361,329
Vanguard Institutional Index Fund	**9,225,138**	5,694,060
T. Rowe Price Retirement 2020 Advisor	**9,301,267**	(*)
T. Rowe Price Retirement 2030 Advisor	**7,717,489**	(*)
T. Rowe Price Retirement 2035 Advisor	**8,683,992**	(*)

(*) Investment is less than 5%

4. Fair Value Measurements

The information of the valuation techniques and inputs used for each major class of assets measured at fair value by the Plan is described in Note 2. The following tables set forth by level, within the fair value hierarchy, the assets in the Plan at fair value as of December 31:

	2013			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds:				
Money market fund	**$ 1,910,576**	**$ –**	**$ –**	**$ 1,910,576**
Bond fund	**5,468,489**	**–**	**–**	**5,468,489**
Small cap funds	**4,452,147**	**–**	**–**	**4,452,147**
Mid cap funds	**4,263,475**	**–**	**–**	**4,263,475**
Large cap funds	**9,986,184**	**–**	**–**	**9,986,184**
Fixed income funds	**4,739,741**	**20,014,974**	**–**	**24,754,715**
Targeted retirement funds	**74,870,666**	**–**	**–**	**74,870,666**
International funds	**7,956,709**	**–**	**–**	**7,956,709**
Institutional index fund	**9,225,138**	**–**	**–**	**9,225,138**
Other	**11,053,022**	**–**	**–**	**11,053,022**
Total mutual funds at fair value	**$ 133,926,147**	**$ 20,014,974**	**$ –**	**$ 153,941,121**

	2012			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds:				
Money market fund	$ 205,366	$ –	$ –	$ 205,366
Bond fund	5,187,200	–	–	5,187,200
Small cap funds	2,122,883	–	–	2,122,883
Mid cap funds	2,030,559	–	–	2,030,559
Large cap funds	5,841,541	–	–	5,841,541
Fixed income funds	4,120,447	12,880,635	–	17,001,802
Targeted retirement funds	46,916,974	–	–	46,916,974
International funds	4,589,494	–	–	4,589,494
Institutional index fund	7,533,962	–	–	7,533,962
Other	5,858,329	–	–	5,858,329
Total mutual funds at fair value	$ 84,406,756	$ 12,880,635	$ –	$ 97,287,390

The fair value of mutual funds is determined by quoted market prices reported on the active market on which they are traded. The Plan does not adjust the quoted market price for such financial instruments.

4. Fair Value Measurements (continued)

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

5. Reconciliation of Financial Statements to the Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2013, to the Form 5500:

Net assets available for benefits per the financial statements	$ 163,938,948
Less: Contribution receivable from employer at December 31, 2013	(8,660,921)
Net assets available for benefits per the Form 5500	$ 155,278,027

The following is a reconciliation of total additions per the financial statements to total income per the Form 5500 for the year ended December 31, 2013:

Total income per the financial statements	$ 64,617,416
Add: Contribution receivable from employer at December 31, 2012	8,123,037
Less: Contribution receivable from employer at December 31, 2013	(8,660,921)
Total income per the Form 5500	$ 64,079,532

6. Risks and Uncertainties

The Plan invests in various mutual funds. Mutual funds are exposed to various risks such as interest rate, market volatility, and credit risks. Due to the level of risk associated with certain mutual funds, it is at least reasonably possible that changes in the values of mutual funds 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.

7. Related-Party Transactions

The Plan holds units of mutual funds managed by MetLife Fiduciary Trust Company, the trustee of the Plan. The related transactions qualify as party-in-interest transactions; however, they are exempt from the prohibited transactions rules under ERISA.

8. Income Tax Status

The Plan sponsor has not yet applied for a determination letter from the Internal Revenue Service (IRS) stating that the Plan, which became effective January 1, 2011, is qualified under Section 401(a) of the Code, but the Plan sponsor intends to do so in accordance with the timing for requesting a determination letter on a volume submitter plan adopted effective January 1, 2011. The Plan administrator believes that the Plan has been designed to comply with and is operating in accordance with the applicable requirements of the Code and, therefore, believes the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States require Plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

9. Subsequent Events

Management evaluated subsequent events for the Plan through August 8, 2014, the date the financial statements were available to be issued.

Supplemental Schedule

TriHealth 401(k) Retirement Savings Plan

EIN 31-1438846 Plan #003

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

December 31, 2013

	Identity of Issue, Borrower, Lessor, or Similar Party and Description of Investment	Cost	Current Value
	Mutual funds:		
	American Century Inflation Prot Bond Inv	**	$ 1,738,533
	Aston/Optimum Mid Cap Fund N	**	1,511,921
	Calamos Growth & Income Fund A	**	1,507,661
	Dreyfus International Stock Index	**	594,878
	GTS Fixed Account (Liquid)	**	20,014,974
	Janus Balanced Fund T	**	4,275,719
	Janus Triton	**	2,458,481
	Perkins Small Cap Value Fund	**	2,477,805
	Columbia Dividend Income A	**	4,009,057
	MainStay Large Cap Growth R1	**	5,471,783
	Morgan Stanley Inst Mid Cap Growth P	**	2,751,554
	Metropolitan West High Yield Bond M	**	775,712
	Neuberger Berman Socially Resp A	**	535,249
*	T. Rowe Price Retirement 2010 Advisor	**	1,220,359
*	T. Rowe Price Retirement 2020 Advisor	**	9,301,267
*	T. Rowe Price Retirement 2030 Advisor	**	7,717,489
*	T. Rowe Price Retirement 2040 Advisor	**	4,799,171
*	T. Rowe Price Retirement 2050 Advisor	**	3,626,812
*	T. Rowe Price Retirement 2005 Advisor	**	1,814,703
*	T. Rowe Price Retirement 2015 Advisor	**	13,891,587
*	T. Rowe Price Retirement Income Advisor	**	338,355
*	T. Rowe Price Retirement 2025 Advisor	**	17,172,032
*	T. Rowe Price Retirement 2035 Advisor	**	8,683,992
*	T. Rowe Price Retirement 2045 Advisor	**	5,757,277
*	T. Rowe Price Retirement 2055 Advisor	**	886,188
	PIMCO Total Return Fund – Admin	**	4,739,741
	American Funds EuroPacific Growth Fd R5	**	5,844,082

TriHealth 401(k) Retirement Savings Plan

EIN 31-1438846 Plan #003

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

Identity of Issue, Borrower, Lessor, or Similar Party and Description of Investment	Cost	Current Value
Mutual funds (continued):		
American Funds Capital World Gr & IncR3	**	$ 1,517,748
ClearBridge Large Cap Value A	**	505,345
Columbia Contrarian Core Z	**	2,275,701
Vanguard Total Bond Market Index Signal	**	2,954,244
Vanguard Prime Money Market Instl	**	1,572,221
Vanguard Institutional Index Fund	**	9,225,138
Vanguard Small Cap Index Signal	**	1,974,342
Total mutual funds		$ 153,941,121
Loans to participants *	Varying maturity dates with 4.25% interest rate	1,078,338
		$ 155,019,459

* Parties in interest

** Participant-directed investment, cost not required

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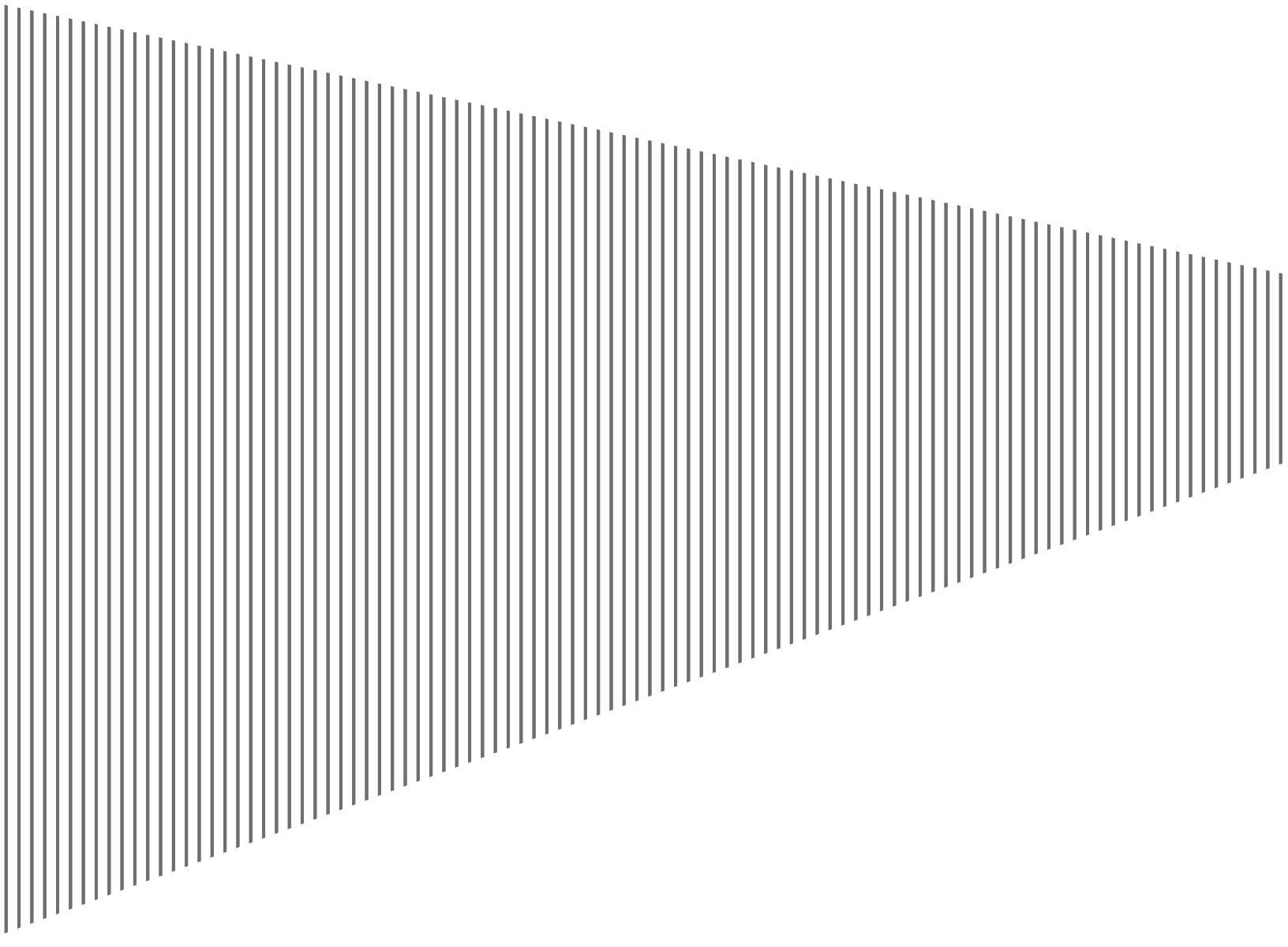

ASSETS HELD FOR INVESTMENT PURPOSES

TriHealth 401(k) Retirement Savings Plan
01-JAN-13 to 31-DEC-13

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
1PARIX			311,660.31	338,355.32
1PARGX			1,601,837.28	1,814,703.12
1PARAX			1,130,711.59	1,220,359.41
1PARHX			11,918,887.71	13,891,587.20
1PARBX			8,201,000.92	9,301,267.41
1PARJX			14,041,666.27	17,172,031.99
1PARCX			6,522,594.31	7,717,488.90
1PARKX			7,023,546.46	8,683,991.80
1PARDX			3,986,188.05	4,799,171.44
1PARLX			4,699,379.50	5,757,276.59
1PARFX			3,017,189.38	3,626,811.86
1PAROX			765,007.87	886,187.79
1RWICX			1,241,038.23	1,517,748.32
1RERFX			4,752,431.85	5,844,082.03
1DIISX			521,953.02	594,878.29
1JGMIX1			1,866,386.54	2,458,481.52
1JSCVX			2,199,778.27	2,477,805.17
1VSISX			1,586,187.78	1,974,341.97
1CHTTX			1,285,423.29	1,511,921.37
1MVMCGB			2,341,528.04	2,751,554.10
1SMGIX			1,948,788.32	2,275,700.74
1LBSAX			3,299,104.74	4,009,056.44
1SINAX			407,028.60	505,345.13
1MLRRX			4,247,831.69	5,471,782.84
1NRAAX			471,407.62	535,248.50
1INSIDX			6,993,399.93	9,225,137.50
1CVTRX			1,486,798.12	1,507,661.22
1JA-BAL			3,885,858.66	4,275,718.89
1APOIX			1,769,802.58	1,738,533.42
1MWHYX			784,483.14	775,711.87
1PI-TRT			4,929,534.50	4,739,740.75
1VBTIX			3,001,006.36	2,954,243.55
1GTSL		3.000	19,232,238.77	20,014,974.10
1VMRXX			1,572,220.66	1,572,220.66
			133,043,900.36	**153,941,121.21**
PARTICIPANT LOANS	VARIOUS	4.250-4.250	1,077,345.71	1,078,338.20
FORFEITURES			254,379.18	258,567.87

ASSETS HELD FOR INVESTMENT PURPOSES

TriHealth 401(k) Retirement Savings Plan
01-JAN-13 to 31-DEC-13

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE

LEGEND

INVESTMENT OPTION:

1PARIX	T. Rowe Price Retirement Income Adv
1PARAX	T. Rowe Price Retirement 2010 Adv
1PARBX	T. Rowe Price Retirement 2020 Adv
1PARCX	T. Rowe Price Retirement 2030 Adv
1PARDX	T. Rowe Price Retirement 2040 Adv
1PARFX	T. Rowe Price Retirement 2050 Adv
1RWICX	American Funds Capital World G/I R3
1DIISX	Dreyfus International Stock Index
1JSCVX	Perkins Small Cap Value Fund T
1CHTTX	ASTON/Fairpointe Mid Cap N
1SMGIX	Columbia Contrarian Core Z
1SINAX	ClearBridge Large Cap Value A
1NRAAX	Neuberger Berman Socially Resp A
1CVTRX	Calamos Growth & Income A
1APOIX	American Century Inflation Prot Bd Inv
1PI-TRT	PIMCO Total Return Fund - Admin
1GTSL	GTS Fixed Account (Liquid)
1VMRXX	Vanguard Prime Money Market Instl
1PARGX	T. Rowe Price Retirement 2005 Adv
1PARHX	T. Rowe Price Retirement 2015 Adv
1PARJX	T. Rowe Price Retirement 2025 Adv
1PARKX	T. Rowe Price Retirement 2035 Adv
1PARLX	T. Rowe Price Retirement 2045 Adv
1PAROX	T. Rowe Price Retirement 2055 Adv
1RERFX	American Funds EuroPacific Gr R5
1JGMIX1	Janus Triton S
1VSISX	Vanguard Small Cap Index Signal
1MVMCGB	Morgan Stanley Inst Mid Cap Growth A
1LBSAX	Columbia Dividend Income A
1MLRRX	MainStay Large Cap Growth R1
1INSIDX	Vanguard Institutional Index Fund
1JA-BAL	Janus Balanced Fund T
1MWHYX	Metropolitan West High Yield Bond M
1VBTIX	Vanguard Total Bond Market Index Inst
1OMBXX	Oppenheimer Money Market A

COST OF ASSETS: The original cost of the assets in each investment option as of the last day of the plan year
CURRENT VALUE: The value of all assets in each investment option as of the last day of the plan year