

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
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Part I	Annual Report Identification Information
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:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information						
1a Name of plan <u>THE ADENA HEALTH SYSTEM DEFINED CONTRIBUTION PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>003</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1998</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>003</u>	1c Effective date of plan <u>01/01/1998</u>			
1b Three-digit plan number (PN) ▶	<u>003</u>						
1c Effective date of plan <u>01/01/1998</u>							
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ADENA HEALTH SYSTEM DEFINED CONTRIBUTION PLAN</u> <u>272 HOSPITAL ROAD</u> <u>CHILLICOTHE, OH 45601</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>31-4379443</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>740-779-7313</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>622000</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>31-4379443</u>		2c Sponsor's telephone number <u>740-779-7313</u>		2d Business code (see instructions) <u>622000</u>	
2b Employer Identification Number (EIN) <u>31-4379443</u>							
2c Sponsor's telephone number <u>740-779-7313</u>							
2d Business code (see instructions) <u>622000</u>							

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	09/30/2014	TRACY CUNNINGHAM
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 3585
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 2843
b Retired or separated participants receiving benefits		6b 0
c Other retired or separated participants entitled to future benefits		6c 883
d Subtotal. Add lines 6a , 6b , and 6c		6d 3726
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e 0
f Total. Add lines 6d and 6e		6f 3726
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g 3243
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h 52
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 2G 2F 2K		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ 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
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013	
A Name of plan THE ADENA HEALTH SYSTEM DEFINED CONTRIBUTION PLAN	B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 ADENA HEALTH SYSTEM DEFINED CONTRIBUTION PLAN	D Employer Identification Number (EIN) 31-4379443

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.
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1 Coverage Information:

(a) Name of insurance carrier
VARIABLE ANNUITY LIFE INSURANCE CO.

(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
74-1625348	70238	45251	3764	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
0	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

(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	

(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** 10371310**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 ▶**b** Balance at the end of the previous year **7b** 9300859**c** Additions: (1) Contributions deposited during the year **7c(1)** 1292297(2) Dividends and credits **7c(2)** 0(3) Interest credited during the year **7c(3)** 224126(4) Transferred from separate account **7c(4)** 371934(5) Other (specify below) **7c(5)** 0(6) Total additions **7c(6)** 1888357**d** Total of balance and additions (add lines **7b** and **7c(6)**). **7d** 11189216**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)** 809929(2) Administration charge made by carrier **7e(2)** 0(3) Transferred to separate account **7e(3)** 0(4) Other (specify below) **7e(4)** 7977▶ **CONTRACT SURRENDER CHARGES**(5) Total deductions **7e(5)** 817906**f** Balance at the end of the current year (subtract line **7e(5)** from line **7d**) **7f** 10371310

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)	
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)	
(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)	
(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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 <u>THE ADENA HEALTH SYSTEM DEFINED CONTRIBUTION PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ADENA HEALTH SYSTEM DEFINED CONTRIBUTION PLAN</u>	D Employer Identification Number (EIN) <u>31-4379443</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
VARIABLE ANNUITY LIFE INS CO

74-1625348

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

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

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

VALIC RETIREMENT SERVICES COMPANY

51-0396365

(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?
65 26 19 28 29 33 49 52 59 60 61 63 64 72 99	NO RELATIONSHIP	150185	Yes ☒ No ☐	Yes ☒ No ☐	0	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 ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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
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For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>THE ADENA HEALTH SYSTEM DEFINED CONTRIBUTION PLAN</u>	B Three-digit plan number (PN) ►	<u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ADENA HEALTH SYSTEM DEFINED CONTRIBUTION PLAN</u>	D Employer Identification Number (EIN) <u>31-4379443</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	4168870	4558072
	(2) Participant contributions	1b(2)		
	(3) Other	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)		
	(9) Value of interest in common/collective trusts	1c(9)		
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	27482682	37275497
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	9365704	10388944
	(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	41017256	52222513

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	41017256	52222513
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	6306190	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)	27516	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		6333706
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	225853	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		225853
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2020005	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2020005
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		5465165
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		14044729

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2689287	
(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)		2689287
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	150185	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		150185
j Total expenses. Add all expense amounts in column (b) and enter total	2j		2839472

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		11205257
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: PLANTE MORAN, PLLC

(2) EIN: 38-1357951

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

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

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

A Name of plan <u>THE ADENA HEALTH SYSTEM DEFINED CONTRIBUTION PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ADENA HEALTH SYSTEM DEFINED CONTRIBUTION PLAN</u>	D Employer Identification Number (EIN) <u>31-4379443</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>74-1625348</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Adena Health System Defined Contribution Plan

**Financial Report
December 31, 2013**

Adena Health System Defined Contribution Plan

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Independent Auditor's Report

To the Audit Committee
Adena Health System Defined
Contribution Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Adena Health System Defined Contribution Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2013 and 2012 and the related statement 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.

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 of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (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 provided by The Variable Annuity Life Insurance Company (VALIC) and certified by VALIC and AIG Federal Savings Bank (AIG) (collectively, the "Trustees"), except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustees hold the Plan's investment assets and execute related transactions. The plan administrator has obtained certifications from the Trustees as of and for the years ended December 31, 2013 and 2012 that the information provided to the plan administrator by VALIC, including information provided on behalf of AIG, is complete and accurate.

To the Audit Committee
Adena Health System Defined
Contribution Plan

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.

Emphasis of Matter

As explained in Note 6, the financial statements include investments valued at approximately \$9,800,000 (19 percent of net assets) at December 31, 2013 and \$9,300,000 (23 percent of net assets) at December 31, 2012, whose fair values have been estimated by management in the absence of readily determinable market values. Management's estimates are based on information provided by VALIC on behalf of AIG. Our opinion is not modified with respect to this matter.

Other Matter

The supplemental schedule of assets held at end of year as of December 31, 2013 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is 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 this supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

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

Plante & Moran, PLLC

Columbus, Ohio
September 10, 2014

Adena Health System Defined Contribution Plan

Statement of Net Assets Available for Benefits

	December 31, 2013	December 31, 2012
Assets		
Participant-directed investments:		
Mutual funds	\$ 37,275,497	\$ 27,482,682
Unallocated insurance contract	9,841,574	9,346,367
Total participant-directed investments	47,117,071	36,829,049
Contributions receivable	4,558,072	4,168,870
Other assets	17,634	64,845
Net Assets Reflecting All Investments at Fair Value	51,692,777	41,062,764
Adjustments from Fair Value to Contract Value for Fully Benefit-responsive Investment Contract	529,736	(45,508)
Net Assets Available for Benefits	\$ 52,222,513	\$ 41,017,256

Adena Health System Defined Contribution Plan

Statement of Changes in Net Assets Available for Benefits

	Year Ended	
	December 31, 2013	December 31, 2012
Additions to Net Assets		
Contributions - Employer:		
Employer match	\$ 1,964,091	\$ 1,820,742
Employer discretionary	4,558,072	4,168,870
Rollovers	27,516	-
Total contributions	6,549,679	5,989,612
Investment income:		
Interest and dividends	2,245,855	1,094,885
Net unrealized/realized gains in fair value of mutual funds	5,496,323	2,678,041
Total investment income	7,742,178	3,772,926
Total additions	14,291,857	9,762,538
Deductions from Net Assets		
Benefits paid directly to participants or beneficiaries	2,905,261	2,942,423
Administrative expenses	181,339	123,619
Total deductions	3,086,600	3,066,042
Net Increase	11,205,257	6,696,496
Net Assets Available for Benefits		
Beginning of year	41,017,256	34,320,760
End of year	<u>\$ 52,222,513</u>	<u>\$ 41,017,256</u>

Adena Health System Defined Contribution Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 1 - Plan Description

The following description of Adena Health System Defined Contribution Plan (the "Plan") provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General - The Plan is a noncontributory defined contribution plan established January 1, 1998 and restated as of July 1, 2004, covering employees of the Plan's sponsor, Adena Health System (the "Hospital"). Hospital-matching contributions are made for employees that participate in the 403(b) plan sponsored by the Hospital. Additionally, employees can receive Hospital discretionary contributions upon completion of one year of service (at least 1,000 hours). Physicians who signed their initial contracts after June 1, 1998 are excluded from participation in the Plan. The Plan is subject to provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions and Allocations - Participants electing to make a contribution to the 403(b) plan sponsored by the Hospital are eligible to receive matching contributions into the participants' individual accounts under this Plan. The Hospital makes matching contributions to this Plan equal to 50 percent of participant contributions into the 403(b) plan up to 6 percent of compensation deferred. Additionally, participants receive annual discretionary contributions based on service and age. The Variable Annuity Life Insurance Company (VALIC) and AIG Federal Savings Bank (AIG) (collectively, the "Trustees") maintain individual participant-directed accounts for each participant for the deposit of contributions and earnings thereon. Allocations are based on a participant's contributions or account balances, as defined in the plan document.

Vesting - Vesting is based on years of service. Participants are 100 percent vested in matching contributions upon completion of one year of service, defined as 1,000 hours of service within one year. For discretionary contributions, under the original plan, a participant is 100 percent vested after one year of service, defined as a minimum of 800 hours of service within one year. Employees entering into the Plan prior to the restatement are grandfathered according to the original document specifications for vesting. Employees entering the Plan after July 1, 2004 are 25, 50, 75, and 100 percent vested in discretionary contributions after two, three, four, and five years of service, respectively, defined as a minimum of 1,000 hours of service within a year.

Payment of Benefits - A participant shall be entitled to a distribution of his or her account balance upon death, disability, termination of employment, or attainment of the normal retirement age. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account and may be provided in the form of a lump-sum distribution or annuity, as defined in the plan document.

Adena Health System Defined Contribution Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 1 - Plan Description (Continued)

Forfeitures - If a participant is not fully vested on his or her termination date, the nonvested amount of the account is forfeited. Forfeitures are used to reduce future company contributions. At December 31, 2013 and 2012, forfeited account balances totaled \$17,634 and \$64,845, respectively.

Termination - In the event of termination of the Plan, all participants shall be fully vested and nonforfeitable with respect to amounts credited to the participants' accounts. VALIC and AIG shall make full provisions to pay retirement benefits to which annuitants and their beneficiaries are entitled, but only to the extent such provisions had not previously been made.

Administration - The Hospital is the sponsor of the Plan. The pension committee, as provided in the plan agreement, is the plan administrator and has responsibility for the administration of the Plan. VALIC and AIG function as the trustees and the investment managers.

Party-in-interest Transactions - Certain plan assets are in investment funds managed by VALIC and AIG or their affiliates. VALIC and AIG are the trustees of the Plan; therefore, these transactions qualify as party-in-interest transactions as defined under ERISA guidelines.

Note 2 - Summary of Significant Accounting Policies

Benefit Payments - Benefits are recorded when paid.

Administrative Expenses - Certain administrative expenses, including the audit of the annual financial statements, are paid by the Hospital. Administrative expenses of approximately \$14,000 for the years ended December 31, 2013 and 2012 were paid by the Hospital on behalf of the Plan.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

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

Adena Health System Defined Contribution Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 2 - Summary of Significant Accounting Policies (Continued)

Subsequent Events - The financial statements and related disclosures include evaluation of events up through and including September 10, 2014, which is the date the financial statements were available to be issued.

Investment Valuation - The Plan's investments are stated at fair value except as noted below. The fully benefit-responsive insurance contract is valued at contract value. Contract value represents investments at cost, plus accrued interest income, less amounts withdrawn to pay benefits (see Note 5). The fair value of the unallocated contract is based on contract value adjusted for certain contractual provisions.

All other investments are valued based on quoted market prices. See Note 6 for additional information.

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 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.

Note 3 - Unaudited Information

The Variable Annuity Life Insurance Company (VALIC) and AIG Federal Savings Bank (AIG) (collectively, the "Trustees") hold the Plan's investments and execute all investment transactions. The investment balances and related investment income and losses included in the accompanying financial statements and supplemental schedule of assets held at end of year are based solely on information provided by VALIC, including information provided on behalf of AIG. During 2012, the Plan fully migrated from an investment platform with VALIC to an investment platform with AIG.

Investments that exceed 5 percent of end of year net assets are as follows:

	2013	2012
Mutual funds - At fair value:		
Vanguard 500 Index Signal	\$ 3,835,841	\$ 3,330,902
Vanguard Extended Market Index	5,630,702	4,147,041
Vanguard Wellington ADM	13,618,931	10,357,974
Unallocated insurance contract - At contract value -		
VALIC Fixed Interest	10,371,310	9,300,859

Adena Health System Defined Contribution Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 4 - Tax Status

The Plan has received a determination letter from the Internal Revenue Service indicating that the Plan, as designed, is qualified for tax-exempt treatment under the applicable section of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, management believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

In accordance with guidance on accounting for uncertainty in income taxes, management evaluated the Plan's tax position and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The plan administrator believes the Plan is no longer subject to tax examinations for years prior to 2010.

Note 5 - Unallocated Insurance Contract

The Plan has a benefit-responsive insurance contract with VALIC, a subsidiary of AIG. VALIC maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The insurance contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. There are no reserves against contract value for credit risk of the contract issuers or otherwise. The crediting interest rate is based on a formula agreed upon with the contract issuers, but may not be less than 2 percent for accounts set up on or after December 1, 2003 and 3 percent for accounts set up prior. Such interest rates are reviewed on a periodic basis for resetting.

Certain events limit the ability of the Plan to transact at contract value with the contract issuers. Such events include the following: (i) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (ii) changes to the Plan's prohibition on competing investment options, (iii) bankruptcy of the plan sponsor or other plan sponsor events (e.g., divestitures or spin-offs of a subsidiary) which cause a significant withdrawal from the Plan, or (iv) failure of the Plan to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The plan administrator does not believe that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

Adena Health System Defined Contribution Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 5 - Unallocated Insurance Contract (Continued)

The unallocated insurance contract does not permit the contract issuers to terminate the contract prior to the scheduled maturity date. If an event of default occurs and is not cured, the nondefaulting party may terminate the contract. The following may cause the Plan to be in default: a breach of material obligation under the contract, a material misrepresentation, or a material amendment to the plan agreement. The contract issuers may be in default if they breach a material obligation under the unallocated insurance contract, make a material misrepresentation, have a decline in their long-term credit rating below a threshold set forth in the contracts, and are acquired or reorganized and the successor contract issuers do not satisfy the investment or credit guidelines applicable to the contract issuers.

If, in the event of the default of the contract issuers, the Plan were unable to obtain a replacement unallocated insurance contract, withdrawing plans may experience losses if the value of the Plan's assets no longer covered by the contract are below contract value. The Plan may seek to add additional contract issuers over time to diversify the Plan's exposure to such risk, but there is no assurance that the Plan may be able to do so. The combination of the default of the contract issuers and an inability to obtain a replacement agreement could render the Plan unable to achieve its objective of maintaining a stable contract value.

The terms of the unallocated insurance contract generally provide for settlement of payments only upon termination of the contract or total liquidation of the covered investments. Generally, payments will be made pro rata, based on the percentage of investments covered by each contract issuer. Contract termination occurs whenever the contract value or market value of the covered investments reaches zero or upon certain events of default. If the contract terminates due to the contract issuers' default (other than a default occurring because of a decline in its rating), the contract issuers will generally be required to pay the Plan the excess, if any, of contract value over market value on the date of termination. If the contract terminates when the market value equals zero, the contract issuers will pay the excess of contract value over market value to the Plan to the extent necessary for the Plan to satisfy outstanding contract value withdrawal requests. Contract termination also may occur by either party upon election and notice.

As described in Note 2, because the unallocated insurance contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of net assets attributable to the unallocated insurance contract. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

The average yield based on actual earnings was -3.07 and 1.26 percent for the years ended December 31, 2013 and 2012, respectively. The average yield based on the interest rate credited to participants was 2.77 and 2.98 percent for the years ended December 31, 2013 and 2012, respectively.

Adena Health System Defined Contribution Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 6 - Fair Value Measurements

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

The following tables present information about the Plan's assets measured at fair value on a recurring basis at December 31, 2013 and 2012.

Level 1 - Fair values determined by Level 1 inputs use quoted prices in active markets for identical assets that the Plan has the ability to access.

Level 2 - Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets in active markets and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3 - Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset. These Level 3 fair value measurements are based primarily on management's own estimates using pricing models, discounted cash flow methodologies, or similar techniques taking into account the characteristics of the asset.

In instances whereby inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

Assets Measured at Fair Value on a Recurring Basis at December 31, 2013

	Level 1	Level 2	Balance at December 31, 2013
Mutual funds:			
Money market funds	\$ 273,397	\$ -	\$ 273,397
Fixed-income funds	818,851	-	818,851
Balanced funds	25,396,903	-	25,396,903
Growth funds	5,039,685	-	5,039,685
International funds	2,852,009	-	2,852,009
Retirement year-based funds	2,894,652	-	2,894,652
Unallocated insurance contract	-	9,841,574	9,841,574
Total	<u>\$ 37,275,497</u>	<u>\$ 9,841,574</u>	<u>\$ 47,117,071</u>

Adena Health System Defined Contribution Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 6 - Fair Value Measurements (Continued)

Assets Measured at Fair Value on a Recurring Basis at December 31, 2012

	Level 1	Level 2	Balance at December 31, 2012
Mutual funds:			
Money market funds	\$ 240,009	\$ -	\$ 240,009
Fixed-income funds	612,197	-	612,197
Balanced funds	19,394,431	-	19,394,431
Growth funds	3,344,981	-	3,344,981
International funds	2,420,777	-	2,420,777
Retirement year-based funds	1,470,287	-	1,470,287
Unallocated insurance contract	-	9,346,367	9,346,367
Total	<u>\$ 27,482,682</u>	<u>\$ 9,346,367</u>	<u>\$ 36,829,049</u>

The Plan's policy is to recognize transfers between levels of the fair value hierarchy as of the actual date of the event of change in circumstances that caused the transfer. There were no significant transfers between levels of the fair value hierarchy during 2013.

Note 7 - Reconciliation to Form 5500

As of December 31, 2011, the financial statements included contributions receivable and related contribution income from the Hospital in the amount of \$86,236. The 2011 Form 5500 did not reflect this contribution receivable or contribution income at December 31, 2011; the contribution income was included in the 2012 Form 5500. Accordingly, contribution income on Form 5500 for the year ended December 31, 2012 is \$86,236 higher than amounts reported on the accompanying financial statements.

Adena Health System Defined Contribution Plan

Schedule of Assets Held at End of Year

Form 5500, Schedule H, Line 4i

EIN 31-4379443, Plan No. 003

December 31, 2013

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Mutual funds:		
AIG	Am Funds Europacific	*	\$ 504,150
AIG	Aston/River Road Small Cap Value	*	2,602,345
AIG	JHancock3 Disciplined Value I	*	1,656,365
AIG	Mainstay Large Cap Growth	*	1,218,984
AIG	Oppenheimer Developing Markets	*	371,676
AIG	PIMCO Low Duration Instl	*	56,728
AIG	PIMCO Total Ret Instl	*	413,231
AIG	Ridgeworth Mid Cap Value	*	655,064
AIG	T. Rowe Price Retirement 2050	*	372,326
AIG	T. Rowe Price Retirement 2055	*	229,003
AIG	T. Rowe Price Retirement 2010	*	17,158
AIG	T. Rowe Price Retirement 2015	*	73,534
AIG	T. Rowe Price Retirement 2020	*	226,708
AIG	T. Rowe Price Retirement 2025	*	381,028
AIG	T. Rowe Price Retirement 2030	*	263,552
AIG	T. Rowe Price Retirement 2035	*	480,740
AIG	T. Rowe Price Retirement 2040	*	367,707
AIG	T. Rowe Price Retirement 2045	*	292,638
AIG	T. Rowe Price Retirement Inc.	*	184,402
AIG	T. Rowe Price Retirement 2005	*	5,856
AIG	Timesquare Mid Cap Growth	*	899,420
AIG	Vanguard 500 Index Signal	*	3,835,841
AIG	Vanguard Extended Market Index	*	5,630,702
AIG	Vanguard Prime Money Market	*	273,397
AIG	Vanguard Wellington ADM	*	13,618,931
	Vanguard TTL Bond Market Index		
AIG	Signal	*	348,892
AIG	Vanguard Total Intl St Ind Signal	*	1,976,183
AIG	Janus Triton T	*	318,936
AIG	Unallocated insurance contract - VALIC		
	Fixed Interest	*	9,841,574
	Total		<u>\$ 47,117,071</u>

* Cost information not required

Form 5500

Attachment

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

Name of plan The Adena Health System Defined Contribution Plan			Three-digit ERISA plan number 003	
Name of plan sponsor as shown on line 2a of Form 5500 Adena Health System			Employer Identification Number 31-4379443	
Contract Number: 45251 Contract Plan Number: 004				
(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	VALIC GENERAL ACCOUNT	VALIC FIXED INTEREST		10,388,944
	MUTUAL FUND	AMFUNDS EUROPACIFIC GR R5		504,150
	MUTUAL FUND	ASTON RIVER ROAD SMALL CAP VAL		2,602,345
	MUTUAL FUND	JANUS TRITON T		318,939
	MUTUAL FUND	JHANCOCK3 DISCIPLINED VALUE1		1,656,364
	MUTUAL FUND	MAINSTAY LARGE CAP GROWTH R1		1,218,983
	MUTUAL FUND	OPPENHEIMER DEVELOPING MKTS Y		371,675
	MUTUAL FUND	PIMCO LOW DURATION INSTL J		56,728
	MUTUAL FUND	PIMCO TOTAL RET INSTL		413,231
	MUTUAL FUND	RIDGEWORTH MID CAP VALUE EQ 1		655,064
	MUTUAL FUND	T ROWE PRICE TRMT 2050		372,326
	MUTUAL FUND	T ROWE PRICE TRMT 2055		229,003
	MUTUAL FUND	T ROWE PRICE TRMT 2010		17,158
	MUTUAL FUND	T ROWE PRICE TRMT 2015		73,534
	MUTUAL FUND	T ROWE PRICE TRMT 2020		226,708
	MUTUAL FUND	T ROWE PRICE TRMT 2025		381,028
	MUTUAL FUND	T ROWE PRICE TRMT 2030		263,552
	MUTUAL FUND	T ROWE PRICE TRMT 2035		480,740
	MUTUAL FUND	T ROWE PRICE TRMT 2040		367,707
	MUTUAL FUND	T ROWE PRICE TRMT 2045		292,638
	MUTUAL FUND	T ROWE PRICE TRMT INC		184,402
	MUTUAL FUND	T ROWE PRICE TRMT 2005		5,856
	MUTUAL FUND	TIMESSQUARE MID CP GROWTH PREM		899,420
	MUTUAL FUND	VAN TTL BOND MKT INDEX SIGNAL		348,892
	MUTUAL FUND	VANGUARD 500 INDEX SIGNAL		3,835,841
	MUTUAL FUND	VANGUARD EXTENDED MARKET IDX S		5,630,702
	MUTUAL FUND	VANGUARD PRIME M MKT		273,397
	MUTUAL FUND	VANGUARD TOTAL INTL ST IND SIG		1,976,183
	MUTUAL FUND	VANGUARD WELLINGTON ADM		13,618,931

Adena Health System Defined Contribution Plan

**Financial Report
December 31, 2013**

Adena Health System Defined Contribution Plan

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Independent Auditor's Report

To the Audit Committee
Adena Health System Defined
Contribution Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Adena Health System Defined Contribution Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2013 and 2012 and the related statement 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.

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 of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (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 provided by The Variable Annuity Life Insurance Company (VALIC) and certified by VALIC and AIG Federal Savings Bank (AIG) (collectively, the "Trustees"), except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustees hold the Plan's investment assets and execute related transactions. The plan administrator has obtained certifications from the Trustees as of and for the years ended December 31, 2013 and 2012 that the information provided to the plan administrator by VALIC, including information provided on behalf of AIG, is complete and accurate.

To the Audit Committee
Adena Health System Defined
Contribution Plan

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.

Emphasis of Matter

As explained in Note 6, the financial statements include investments valued at approximately \$9,800,000 (19 percent of net assets) at December 31, 2013 and \$9,300,000 (23 percent of net assets) at December 31, 2012, whose fair values have been estimated by management in the absence of readily determinable market values. Management's estimates are based on information provided by VALIC on behalf of AIG. Our opinion is not modified with respect to this matter.

Other Matter

The supplemental schedule of assets held at end of year as of December 31, 2013 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is 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 this supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

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

Plante & Moran, PLLC

Columbus, Ohio
September 10, 2014

Adena Health System Defined Contribution Plan

Statement of Net Assets Available for Benefits

	December 31, 2013	December 31, 2012
Assets		
Participant-directed investments:		
Mutual funds	\$ 37,275,497	\$ 27,482,682
Unallocated insurance contract	9,841,574	9,346,367
Total participant-directed investments	47,117,071	36,829,049
Contributions receivable	4,558,072	4,168,870
Other assets	17,634	64,845
Net Assets Reflecting All Investments at Fair Value	51,692,777	41,062,764
Adjustments from Fair Value to Contract Value for Fully Benefit-responsive Investment Contract	529,736	(45,508)
Net Assets Available for Benefits	\$ 52,222,513	\$ 41,017,256

Adena Health System Defined Contribution Plan

Statement of Changes in Net Assets Available for Benefits

	Year Ended	
	December 31, 2013	December 31, 2012
Additions to Net Assets		
Contributions - Employer:		
Employer match	\$ 1,964,091	\$ 1,820,742
Employer discretionary	4,558,072	4,168,870
Rollovers	27,516	-
Total contributions	6,549,679	5,989,612
Investment income:		
Interest and dividends	2,245,855	1,094,885
Net unrealized/realized gains in fair value of mutual funds	5,496,323	2,678,041
Total investment income	7,742,178	3,772,926
Total additions	14,291,857	9,762,538
Deductions from Net Assets		
Benefits paid directly to participants or beneficiaries	2,905,261	2,942,423
Administrative expenses	181,339	123,619
Total deductions	3,086,600	3,066,042
Net Increase	11,205,257	6,696,496
Net Assets Available for Benefits		
Beginning of year	41,017,256	34,320,760
End of year	<u>\$ 52,222,513</u>	<u>\$ 41,017,256</u>

Adena Health System Defined Contribution Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 1 - Plan Description

The following description of Adena Health System Defined Contribution Plan (the "Plan") provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General - The Plan is a noncontributory defined contribution plan established January 1, 1998 and restated as of July 1, 2004, covering employees of the Plan's sponsor, Adena Health System (the "Hospital"). Hospital-matching contributions are made for employees that participate in the 403(b) plan sponsored by the Hospital. Additionally, employees can receive Hospital discretionary contributions upon completion of one year of service (at least 1,000 hours). Physicians who signed their initial contracts after June 1, 1998 are excluded from participation in the Plan. The Plan is subject to provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions and Allocations - Participants electing to make a contribution to the 403(b) plan sponsored by the Hospital are eligible to receive matching contributions into the participants' individual accounts under this Plan. The Hospital makes matching contributions to this Plan equal to 50 percent of participant contributions into the 403(b) plan up to 6 percent of compensation deferred. Additionally, participants receive annual discretionary contributions based on service and age. The Variable Annuity Life Insurance Company (VALIC) and AIG Federal Savings Bank (AIG) (collectively, the "Trustees") maintain individual participant-directed accounts for each participant for the deposit of contributions and earnings thereon. Allocations are based on a participant's contributions or account balances, as defined in the plan document.

Vesting - Vesting is based on years of service. Participants are 100 percent vested in matching contributions upon completion of one year of service, defined as 1,000 hours of service within one year. For discretionary contributions, under the original plan, a participant is 100 percent vested after one year of service, defined as a minimum of 800 hours of service within one year. Employees entering into the Plan prior to the restatement are grandfathered according to the original document specifications for vesting. Employees entering the Plan after July 1, 2004 are 25, 50, 75, and 100 percent vested in discretionary contributions after two, three, four, and five years of service, respectively, defined as a minimum of 1,000 hours of service within a year.

Payment of Benefits - A participant shall be entitled to a distribution of his or her account balance upon death, disability, termination of employment, or attainment of the normal retirement age. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account and may be provided in the form of a lump-sum distribution or annuity, as defined in the plan document.

Adena Health System Defined Contribution Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 1 - Plan Description (Continued)

Forfeitures - If a participant is not fully vested on his or her termination date, the nonvested amount of the account is forfeited. Forfeitures are used to reduce future company contributions. At December 31, 2013 and 2012, forfeited account balances totaled \$17,634 and \$64,845, respectively.

Termination - In the event of termination of the Plan, all participants shall be fully vested and nonforfeitable with respect to amounts credited to the participants' accounts. VALIC and AIG shall make full provisions to pay retirement benefits to which annuitants and their beneficiaries are entitled, but only to the extent such provisions had not previously been made.

Administration - The Hospital is the sponsor of the Plan. The pension committee, as provided in the plan agreement, is the plan administrator and has responsibility for the administration of the Plan. VALIC and AIG function as the trustees and the investment managers.

Party-in-interest Transactions - Certain plan assets are in investment funds managed by VALIC and AIG or their affiliates. VALIC and AIG are the trustees of the Plan; therefore, these transactions qualify as party-in-interest transactions as defined under ERISA guidelines.

Note 2 - Summary of Significant Accounting Policies

Benefit Payments - Benefits are recorded when paid.

Administrative Expenses - Certain administrative expenses, including the audit of the annual financial statements, are paid by the Hospital. Administrative expenses of approximately \$14,000 for the years ended December 31, 2013 and 2012 were paid by the Hospital on behalf of the Plan.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

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

Adena Health System Defined Contribution Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 2 - Summary of Significant Accounting Policies (Continued)

Subsequent Events - The financial statements and related disclosures include evaluation of events up through and including September 10, 2014, which is the date the financial statements were available to be issued.

Investment Valuation - The Plan's investments are stated at fair value except as noted below. The fully benefit-responsive insurance contract is valued at contract value. Contract value represents investments at cost, plus accrued interest income, less amounts withdrawn to pay benefits (see Note 5). The fair value of the unallocated contract is based on contract value adjusted for certain contractual provisions.

All other investments are valued based on quoted market prices. See Note 6 for additional information.

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 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.

Note 3 - Unaudited Information

The Variable Annuity Life Insurance Company (VALIC) and AIG Federal Savings Bank (AIG) (collectively, the "Trustees") hold the Plan's investments and execute all investment transactions. The investment balances and related investment income and losses included in the accompanying financial statements and supplemental schedule of assets held at end of year are based solely on information provided by VALIC, including information provided on behalf of AIG. During 2012, the Plan fully migrated from an investment platform with VALIC to an investment platform with AIG.

Investments that exceed 5 percent of end of year net assets are as follows:

	2013	2012
Mutual funds - At fair value:		
Vanguard 500 Index Signal	\$ 3,835,841	\$ 3,330,902
Vanguard Extended Market Index	5,630,702	4,147,041
Vanguard Wellington ADM	13,618,931	10,357,974
Unallocated insurance contract - At contract value -		
VALIC Fixed Interest	10,371,310	9,300,859

Adena Health System Defined Contribution Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 4 - Tax Status

The Plan has received a determination letter from the Internal Revenue Service indicating that the Plan, as designed, is qualified for tax-exempt treatment under the applicable section of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, management believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

In accordance with guidance on accounting for uncertainty in income taxes, management evaluated the Plan's tax position and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The plan administrator believes the Plan is no longer subject to tax examinations for years prior to 2010.

Note 5 - Unallocated Insurance Contract

The Plan has a benefit-responsive insurance contract with VALIC, a subsidiary of AIG. VALIC maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The insurance contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. There are no reserves against contract value for credit risk of the contract issuers or otherwise. The crediting interest rate is based on a formula agreed upon with the contract issuers, but may not be less than 2 percent for accounts set up on or after December 1, 2003 and 3 percent for accounts set up prior. Such interest rates are reviewed on a periodic basis for resetting.

Certain events limit the ability of the Plan to transact at contract value with the contract issuers. Such events include the following: (i) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (ii) changes to the Plan's prohibition on competing investment options, (iii) bankruptcy of the plan sponsor or other plan sponsor events (e.g., divestitures or spin-offs of a subsidiary) which cause a significant withdrawal from the Plan, or (iv) failure of the Plan to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The plan administrator does not believe that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

Adena Health System Defined Contribution Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 5 - Unallocated Insurance Contract (Continued)

The unallocated insurance contract does not permit the contract issuers to terminate the contract prior to the scheduled maturity date. If an event of default occurs and is not cured, the nondefaulting party may terminate the contract. The following may cause the Plan to be in default: a breach of material obligation under the contract, a material misrepresentation, or a material amendment to the plan agreement. The contract issuers may be in default if they breach a material obligation under the unallocated insurance contract, make a material misrepresentation, have a decline in their long-term credit rating below a threshold set forth in the contracts, and are acquired or reorganized and the successor contract issuers do not satisfy the investment or credit guidelines applicable to the contract issuers.

If, in the event of the default of the contract issuers, the Plan were unable to obtain a replacement unallocated insurance contract, withdrawing plans may experience losses if the value of the Plan's assets no longer covered by the contract are below contract value. The Plan may seek to add additional contract issuers over time to diversify the Plan's exposure to such risk, but there is no assurance that the Plan may be able to do so. The combination of the default of the contract issuers and an inability to obtain a replacement agreement could render the Plan unable to achieve its objective of maintaining a stable contract value.

The terms of the unallocated insurance contract generally provide for settlement of payments only upon termination of the contract or total liquidation of the covered investments. Generally, payments will be made pro rata, based on the percentage of investments covered by each contract issuer. Contract termination occurs whenever the contract value or market value of the covered investments reaches zero or upon certain events of default. If the contract terminates due to the contract issuers' default (other than a default occurring because of a decline in its rating), the contract issuers will generally be required to pay the Plan the excess, if any, of contract value over market value on the date of termination. If the contract terminates when the market value equals zero, the contract issuers will pay the excess of contract value over market value to the Plan to the extent necessary for the Plan to satisfy outstanding contract value withdrawal requests. Contract termination also may occur by either party upon election and notice.

As described in Note 2, because the unallocated insurance contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of net assets attributable to the unallocated insurance contract. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

The average yield based on actual earnings was -3.07 and 1.26 percent for the years ended December 31, 2013 and 2012, respectively. The average yield based on the interest rate credited to participants was 2.77 and 2.98 percent for the years ended December 31, 2013 and 2012, respectively.

Adena Health System Defined Contribution Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 6 - Fair Value Measurements

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

The following tables present information about the Plan's assets measured at fair value on a recurring basis at December 31, 2013 and 2012.

Level 1 - Fair values determined by Level 1 inputs use quoted prices in active markets for identical assets that the Plan has the ability to access.

Level 2 - Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets in active markets and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3 - Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset. These Level 3 fair value measurements are based primarily on management's own estimates using pricing models, discounted cash flow methodologies, or similar techniques taking into account the characteristics of the asset.

In instances whereby inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

Assets Measured at Fair Value on a Recurring Basis at December 31, 2013

	Level 1	Level 2	Balance at December 31, 2013
Mutual funds:			
Money market funds	\$ 273,397	\$ -	\$ 273,397
Fixed-income funds	818,851	-	818,851
Balanced funds	25,396,903	-	25,396,903
Growth funds	5,039,685	-	5,039,685
International funds	2,852,009	-	2,852,009
Retirement year-based funds	2,894,652	-	2,894,652
Unallocated insurance contract	-	9,841,574	9,841,574
Total	<u>\$ 37,275,497</u>	<u>\$ 9,841,574</u>	<u>\$ 47,117,071</u>

Adena Health System Defined Contribution Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 6 - Fair Value Measurements (Continued)

Assets Measured at Fair Value on a Recurring Basis at December 31, 2012

	Level 1	Level 2	Balance at December 31, 2012
Mutual funds:			
Money market funds	\$ 240,009	\$ -	\$ 240,009
Fixed-income funds	612,197	-	612,197
Balanced funds	19,394,431	-	19,394,431
Growth funds	3,344,981	-	3,344,981
International funds	2,420,777	-	2,420,777
Retirement year-based funds	1,470,287	-	1,470,287
Unallocated insurance contract	-	9,346,367	9,346,367
Total	<u>\$ 27,482,682</u>	<u>\$ 9,346,367</u>	<u>\$ 36,829,049</u>

The Plan's policy is to recognize transfers between levels of the fair value hierarchy as of the actual date of the event of change in circumstances that caused the transfer. There were no significant transfers between levels of the fair value hierarchy during 2013.

Note 7 - Reconciliation to Form 5500

As of December 31, 2011, the financial statements included contributions receivable and related contribution income from the Hospital in the amount of \$86,236. The 2011 Form 5500 did not reflect this contribution receivable or contribution income at December 31, 2011; the contribution income was included in the 2012 Form 5500. Accordingly, contribution income on Form 5500 for the year ended December 31, 2012 is \$86,236 higher than amounts reported on the accompanying financial statements.

Adena Health System Defined Contribution Plan

Schedule of Assets Held at End of Year Form 5500, Schedule H, Line 4i EIN 31-4379443, Plan No. 003 December 31, 2013

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Mutual funds:		
AIG	Am Funds Europacific	*	\$ 504,150
AIG	Aston/River Road Small Cap Value	*	2,602,345
AIG	JHancock3 Disciplined Value I	*	1,656,365
AIG	Mainstay Large Cap Growth	*	1,218,984
AIG	Oppenheimer Developing Markets	*	371,676
AIG	PIMCO Low Duration Instl	*	56,728
AIG	PIMCO Total Ret Instl	*	413,231
AIG	Ridgeworth Mid Cap Value	*	655,064
AIG	T. Rowe Price Retirement 2050	*	372,326
AIG	T. Rowe Price Retirement 2055	*	229,003
AIG	T. Rowe Price Retirement 2010	*	17,158
AIG	T. Rowe Price Retirement 2015	*	73,534
AIG	T. Rowe Price Retirement 2020	*	226,708
AIG	T. Rowe Price Retirement 2025	*	381,028
AIG	T. Rowe Price Retirement 2030	*	263,552
AIG	T. Rowe Price Retirement 2035	*	480,740
AIG	T. Rowe Price Retirement 2040	*	367,707
AIG	T. Rowe Price Retirement 2045	*	292,638
AIG	T. Rowe Price Retirement Inc.	*	184,402
AIG	T. Rowe Price Retirement 2005	*	5,856
AIG	Timesquare Mid Cap Growth	*	899,420
AIG	Vanguard 500 Index Signal	*	3,835,841
AIG	Vanguard Extended Market Index	*	5,630,702
AIG	Vanguard Prime Money Market	*	273,397
AIG	Vanguard Wellington ADM	*	13,618,931
	Vanguard TTL Bond Market Index		
AIG	Signal	*	348,892
AIG	Vanguard Total Intl St Ind Signal	*	1,976,183
AIG	Janus Triton T	*	318,936
AIG	Unallocated insurance contract - VALIC		
	Fixed Interest	*	9,841,574
	Total		<u>\$ 47,117,071</u>

* Cost information not required