

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
---	---	---

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>WESTERN MARYLAND HEALTH SYSTEM 403(B) SAVINGS PLAN</u>	1b Three-digit plan number (PN) ▶ <u>002</u> 1c Effective date of plan <u>11/01/1962</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>WESTERN MARYLAND HEALTH SYSTEM CORPORATION</u> <u>12500 WILLOWBROOK RD</u> <u>CUMBERLAND, MD 21502-6393</u>	2b Employer Identification Number (EIN) <u>52-0591531</u> 2c Sponsor's telephone number <u>240-964-8150</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.	10/15/2014	DENISE KIRALY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	DENISE KIRALY
	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	
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		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	2211
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	2054
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits		6c	207
d Subtotal. Add lines 6a , 6b , and 6c		6d	2261
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	0
f Total. Add lines 6d and 6e		6f	2261
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	1887
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	128
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: 2F 2G 2L 2M 2S 2T			
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>2</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	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 <hr/> 2013 <hr/> 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 WESTERN MARYLAND HEALTH SYSTEM 403(B) SAVINGS PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 WESTERN MARYLAND HEALTH SYSTEM CORPORATION	D Employer Identification Number (EIN) 52-0591531	

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

1 Coverage Information:

(a) Name of insurance carrier

PRINCIPAL LIFE INSURANCE COMPANY

(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
42-0127290	61271	613953	2261	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	0
5 Current value of plan's interest under this contract in separate accounts at year end	5	0

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. Specify nature of costs ▶	6d	

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 ▶ CUSTODIAL GUARANTEED INTEREST CONTRACT

b Balance at the end of the previous year	7b	8005282
--	-----------	---------

C	Additions: (1) Contributions deposited during the year.....	7c(1)	1783135	
	(2) Dividends and credits	7c(2)		
	(3) Interest credited during the year	7c(3)	148517	
	(4) Transferred from separate account.....	7c(4)		
	(5) Other (specify below)	7c(5)	1079152	
	▶ LOAN PAYMENT, ROLLOVER, OUTSIDE INVESTMENT TRANSFER			

(6) Total additions	7c(6)	3010804
---------------------------	--------------	---------

d Total of balance and additions (add lines 7b and 7c(6))	7d	11016086
---	-----------	----------

e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	679030
(2) Administration charge made by carrier	7e(2)	11503
(3) Transferred to separate account.....	7e(3)	
(4) Other (specify below)	7e(4)	540777
▶ LOAN WITHDRAWAL, OUTSIDE INVESTMENT TRANSFER		

(5) Total deductions	7e(5)	1231310
----------------------------	--------------	---------

f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	9784776
---	-----------	---------

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 A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
---	---	---

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

A Name of plan WESTERN MARYLAND HEALTH SYSTEM 403(B) SAVINGS PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 WESTERN MARYLAND HEALTH SYSTEM CORPORATION	D Employer Identification Number (EIN) 52-0591531

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

1 Coverage Information:

(a) Name of insurance carrier

AIG VALIC

(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	58853	769	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
3168	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

UNASSIGNED
2929 ALLEN PARKWAY
HOUSTON, TX 77019

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
1068	0		3

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

JOSEPH H. SPANO
2929 ALLEN PARKWAY
HOUSTON, TX 77019

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
731	0		3

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

SCOTT L. HALL

2929 ALLEN PARKWAY
HOUSTON, TX 77019

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
377	0		3

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

JAMES P. SPANO

2929 ALLEN PARKWAY
HOUSTON, TX 77019

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
313	0		3

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

JAMES R. ECKBRETH

2929 ALLEN PARKWAY
HOUSTON, TX 77019

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
163	0		3

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

JAMES W. GERMAUX

2929 ALLEN PARKWAY
HOUSTON, TX 77019

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
149	0		3

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

LUCIA A. CRUZ

2929 ALLEN PARKWAY
HOUSTON, TX 77019

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
82	0		3

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

JEFFREY J. MAJERSKY

2929 ALLEN PARKWAY
HOUSTON, TX 77019

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
70	0		3

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

MATHEW GUTHRIE

2929 ALLEN PARKWAY
HOUSTON, TX 77019

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
46	0		3

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

ANDREW L. JERDAL

2929 ALLEN PARKWAY
HOUSTON, TX 77019

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
42	0		3

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

LISA I FRIEDMAN

2929 ALLEN PARKWAY
HOUSTON, TX 77019

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
34	0		3

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

CRAIG A. SILCOX

2929 ALLEN PARKWAY
HOUSTON, TX 77019

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
28	0		3

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

PEARL GRAHAM

2929 ALLEN PARKWAY
HOUSTON, TX 77019

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
26	0		3

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

KYLE MARBURGER

2929 ALLEN PARKWAY
HOUSTON, TX 77019

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
14	0		3

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

LAWRENCE PEREZ

2929 ALLEN PARKWAY
HOUSTON, TX 77019

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
13	0		3

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

CHRIS M. FULTON

2929 ALLEN PARKWAY
HOUSTON, TX 77019

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
12	0		4

(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	0
5 Current value of plan's interest under this contract in separate accounts at year end	5	14336719

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. Specify nature of costs ▶	6d	

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	
c Additions: (1) Contributions deposited during the year	7c(1)	
(2) Dividends and credits	7c(2)	
(3) Interest credited during the year	7c(3)	
(4) Transferred from separate account	7c(4)	
(5) Other (specify below)	7c(5)	
▶		
(6) Total additions	7c(6)	
d Total of balance and additions (add lines 7b and 7c(6))	7d	
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	
(2) Administration charge made by carrier	7e(2)	
(3) Transferred to separate account	7e(3)	
(4) Other (specify below)	7e(4)	
▶		
(5) Total deductions	7e(5)	
f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	0

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>WESTERN MARYLAND HEALTH SYSTEM 403(B) SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>WESTERN MARYLAND HEALTH SYSTEM CORPORATION</u>	D Employer Identification Number (EIN) <u>52-0591531</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 <u>PRINCIPAL LIFE INSURANCE COMPANY</u> <u>42-0127290</u>

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation <u>AIG VALIC</u> <u>74-1625348</u>

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

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

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

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

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

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

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

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

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

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

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

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

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

(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?
13 37 50 64	CONTRACT ADMINISTRATOR	41535	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:

<div>SCHEDULE D (Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2013</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013					
A Name of plan WESTERN MARYLAND HEALTH SYSTEM 403(B) SAVINGS PLAN				B Three-digit plan number (PN) ▶ 002	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 WESTERN MARYLAND HEALTH SYSTEM CORPORATION				D Employer Identification Number (EIN) 52-0591531	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: AIG VALIC					
b Name of sponsor of entity listed in (a): WESTERN MARYLAND HEALTH SYSTEM					
c EIN-PN 74-1625348-001		d Entity code P		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 14336719	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	

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

Schedule D (Form 5500) 2013 v. 130118

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>WESTERN MARYLAND HEALTH SYSTEM 403(B) SAVINGS PLAN</u>		B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>WESTERN MARYLAND HEALTH SYSTEM CORPORATION</u>		D Employer Identification Number (EIN) <u>52-0591531</u>

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	0	409821
(2) Participant contributions.....	1b(2)	0	7
(3) Other.....	1b(3)	0	0
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)	1329893	1401713
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	14701100	14336719
(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)	33740494	41188148
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	8005282	9784776
(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	57776769	67121184

Liabilities

g Benefit claims payable	1g	0	
h Operating payables	1h	0	
i Acquisition indebtedness	1i	0	
j Other liabilities	1j	0	
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	57776769	67121184
---	-----------	----------	----------

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)	2211896	
(B) Participants	2a(1)(B)	5084184	
(C) Others (including rollovers)	2a(1)(C)	295533	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		7591613
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	37035	
(F) Other	2b(1)(F)	148517	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		185552
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	461495	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		461495
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		1308950
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		3867780
c Other income.....	2c		45011
d Total income. Add all income amounts in column (b) and enter total.....	2d		13460401

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	4521511	
(2) To insurance carriers for the provision of benefits.....	2e(2)	0	
(3) Other.....	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		4521511
f Corrective distributions (see instructions).....	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		84318
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	41535	
(3) Investment advisory and management fees.....	2i(3)	0	
(4) Other.....	2i(4)	123202	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		164737
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		4770566

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		8689835
l Transfers of assets:			
(1) To this plan.....	2l(1)		654580
(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: DIXON HUGHES GOODMAN LLP

(2) EIN: 56-0747981

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	0
4b		X	0

	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	0
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	0
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.
---	--	--

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

A Name of plan <u>WESTERN MARYLAND HEALTH SYSTEM 403(B) SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>WESTERN MARYLAND HEALTH SYSTEM CORPORATION</u>	D Employer Identification Number (EIN) <u>52-0591531</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>42-0127290</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>115</u>

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

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

Part III	Amendments
-----------------	-------------------

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

***Financial Statements and
Supplemental Schedule
December 31, 2013 and 2012***

***Western Maryland Health System Corporation
403(b) Savings Plan***



DIXON HUGHES GOODMAN^{LLP}
Certified Public Accountants and Advisors

Western Maryland Health System Corporation 403(b) Savings Plan

Contents

	Page
<i>Independent Auditors' Report</i>	
	1 - 2
<i>Financial Statements</i>	
<i>Statements of Net Assets Available for Benefits</i>	3
<i>Statement of Changes in Net Assets Available for Benefits</i>	4
<i>Notes to Financial Statements</i>	5 - 13
<i>Supplemental Schedule</i>	
<i>Schedule of Assets (Held at End of Year)</i>	14 - 15

Independent Auditors' Report

Plan Administrator
Western Maryland Health System Corporation
403(b) Savings Plan

Report on the Financial Statements

We were engaged to audit the financial statements of ***Western Maryland Health System Corporation 403(b) Savings Plan*** (the Plan), which comprise of the statement of net assets available for benefits as of December 31, 2013, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit 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 certain information summarized in *Note 3*, which was certified by Principal Life Insurance Company (Principal) and Variable Annuity Life Insurance Company (VALIC), the Plan custodians of the Plan, except for comparing such information to the related information included in the 2013 financial statements. We have been informed by the Plan administrator that the custodians hold primarily all of the Plan's investment assets and execute investment transactions. The Plan administrator has obtained certifications from the custodians as of and for the years ended December 31, 2013, that the information provided to the Plan administrator by the custodians is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the 2013 financial statements. Accordingly, we do not express an opinion on the 2013 financial statements.

Other Matter

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

Other Matter – 2012 Financial Statements

The 2012 financial statements of the Plan were audited by Cohen Rutherford + Knight, P.C., certain of whose shareholders joined Dixon Hughes Goodman LLP as of June 1, 2014. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator instructed Cohen Rutherford + Knight, P.C., not to perform and they did not perform, any auditing procedures with respect to the information certified by the trustee. Their report, dated October 15, 2013, indicated that (a) because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

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

The form and content of the information included in the 2013 financial statements and supplemental schedule, other than that derived from information certified by the custodians, 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.

Dixon Hughes Goodman LLP

Tysons, Virginia
October 13, 2014

Western Maryland Health System Corporation 403(b) Savings Plan

Statements of Net Assets Available for Benefits

December 31,	2013	2012
Investments at fair value (see Notes 3, 4 and 5)	<u>\$65,396,394</u>	<u>\$ 56,573,527</u>
Receivables		
Notes receivable from participants	1,410,871	1,328,930
Employer contribution receivable	409,821	-
Total receivables	<u>1,820,692</u>	<u>1,328,930</u>
Net assets reflecting investments at fair value	67,217,086	57,902,457
Adjustment from fair value to contract value for interest in common collective trust relating to fully benefit-responsive investment contracts	<u>(56,751)</u>	<u>(126,652)</u>
Net assets available for benefits	<u>\$67,160,335</u>	<u>\$ 57,775,805</u>

The accompanying notes are an integral part of these financial statements.

Western Maryland Health System Corporation 403(b) Savings Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2013

Additions to net assets attributed to

Investment income

Net appreciation in fair value of investments	\$ 3,916,105
Interest and dividends	2,495,404
Other	-
	<u>6,411,509</u>

Interest income on notes receivable from participants

29,491

Contributions

Employer	2,211,896
Participant	5,084,177
Rollovers	295,533
	<u>7,591,606</u>

Total additions

14,032,606

Deductions from net assets attributed to

Benefits paid to participants	4,606,542
Administrative expenses	41,534

Total deductions

4,648,076

Net change

9,384,530

Net assets available for benefits

Beginning of year	<u>57,775,805</u>
End of year	<u>\$ 67,160,335</u>

The accompanying notes are an integral part of these financial statements.

**Western Maryland Health System Corporation
403(b) Savings Plan**

Notes to Financial Statements

December 31, 2013 and 2012

1. Description of Plan

The following description of **Western Maryland Health System Corporation 403(b) Savings Plan** (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

The Plan was established on November 1, 1962, and was restated effective October 15, 2008 to reflect the final regulations under Internal Revenue Code (IRC) section 403(b). The Plan covers substantially all permissible employees of the Western Maryland Health System Corporation (Plan Sponsor) as defined in accordance with the universal availability standards as described in the IRC, except for certain employees covered by a collective bargaining agreement and nonresident aliens. The Plan provides for disability, death, and pension benefits upon separation from service, and offers hardship withdrawals for those in need who qualify. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Participants should refer to the Plan document for a more complete description of the Plan's provisions.

Eligible employees can elect to contribute a percentage of their compensation to the Plan, not to exceed the current federal maximum annual limit. Contributions are subject to certain IRC limitations. Effective September 1, 2009, eligible employees hired on or after the effective date are automatically enrolled for 3% withholding of their salary unless they choose to opt-out.

The Plan Sponsor may make a matching contribution to the accounts of eligible employees equal to 50% of elective deferral contributions that do not exceed 6% of pay for the particular payroll period. Elective deferrals that exceed 6% of pay for the particular payroll period are not matched. Matching contributions are made for all persons who were active participants at any time during that payroll period.

To be eligible for the match, employees are required to (1) be classified as "part time" or "full time" regularly scheduled to work 16 or more hours a week, or (2) work at least 1,000 hours in the twelve months after hired or in the Plan year.

Participants who have attained age 50 by the end of the Plan year are eligible to make catch-up contributions. Catch-up contributions are in excess of any limit on elective deferrals under the Plan. For 2013, the maximum catch-up contribution that can be made during the calendar year is \$5,500.

Each participant's account is credited with the participant's contribution and allocations of the Plan Sponsor's contribution and plan earnings, and charged with benefit payments, transaction fees related to notes receivable from participants and distributions, and an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. Effective January 1, 2011, vesting in employer matching contributions and related earnings is based on years of vesting service, as follows:

<u>Vesting Service</u>	<u>Vested Percentage</u>
Less than 2 years	0%
2 years but less than 3 years	20%
3 years but less than 4 years	40%
4 years but less than 5 years	60%
5 years but less than 6 years	80%
6 or more years	100%

When termination occurs before the matching contribution is 100% vested, the forfeited amount is used to reduce future employer contributions. The forfeited nonvested amount was \$0 as of December 31, 2013 and 2012, respectively. During Plan years ended December 31, 2013, \$18,299 were used to reduce employer contributions.

Participants may direct the investment of their accounts among a variety of investment fund options available under the Plan. If participants do not direct the investment of their accounts, their elective deferrals and matching contributions will be automatically invested in the applicable investment fund based upon their current age and the definition of normal retirement under the retirement plan, which is age 65. Participants may redirect the funds in their respective accounts at any point throughout the year.

Participants may borrow from their accounts a minimum of \$1,000, not to exceed the lesser of (1) \$50,000 reduced by the highest outstanding loan balance incurred by each participant during the prior twelve-month period, or (2) 50% of their vested account balance. In general, all loans must be repaid over a five-year period. However, if the loan is for the purchase of a principal residence, the loan may be repaid over a ten-year period. Participant loans are recorded at cost, which approximates fair value. Interest rates ranged from 3% to 8% during Plan years 2013 and 2012.

Participants or their beneficiaries are eligible for distributions from their accounts upon retirement, termination, hardship or death, and may elect to receive an immediate lump-sum distribution or installments, or may let the balances remain in the Plan.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements of the Plan are prepared using the accrual method of accounting.

Estimates

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

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for discussion of fair value measurement.

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

Administration Expenses

Certain administrative expenses of the Plan are paid by the Plan Sponsor.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Tax Status

Generally, a determination letter issued by the Internal Revenue Service (IRS) for a qualified plan states whether the Plan meets the requirements of the Internal Revenue Code (IRC). The determination letter process does not currently apply to 403(b) plans. The IRS has announced its intention to initiate a determination letter process for 403(b) plans similar to other qualified plans in the future. The Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable provisions of the IRC.

Plan Termination

Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. However, no such action may deprive any participant or beneficiary under the Plan of any vested right.

Subsequent Events

In preparing these financial statements, the Plan has evaluated events and transactions for potential recognition or disclosure through October 13, 2014, the date the financial statements were available to be issued.

3. Investments (Unaudited)

The Plan Sponsor has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the U.S. Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Sponsor instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by the custodians of the Plan, except for comparing such information with the related information included in the Plan's financial statements and supplemental schedule.

The following table presents the types of investments the Plan held at December 31:

	2013	2012
Mutual Funds	\$ 41,188,147	\$ 33,740,494
Guaranteed Investment Contracts	18,737,565	17,980,203
Pooled Separate Accounts	5,470,682	4,852,830
	\$ 65,396,394	\$ 56,573,527

4. Investments

The following table presents investments that represent 5% or more of the Plan's net assets at December 31:

	2013	2012
Manning & Napier Advisors Pro-Blend Cons. Term Series Fund	\$ 19,691,919	\$ 17,424,900
Manning & Napier Advisors Pro-Blend Ext. Term Series Fund	5,938,271	4,374,037
Manning & Napier Advisors Pro-Blend Mod. Term Series Fund	6,179,397	4,780,919
Principal Fixed Income Guaranteed Option Fund	9,784,776	8,005,282
Fixed Account Plus	8,619,231	9,618,447

A summary of additional financial information reported by the custodians follows as of and for the years ended December 31, 2013:

	Interest and Dividends	Net Change in Fair Value	Total Investment Income
Mutual funds	\$ 2,197,925	\$ 2,130,932	\$ 4,328,857
Guaranteed investment contracts	16,139	148,933	165,072
Pooled Separate Accounts	281,340	1,636,240	1,917,580
	<u>\$ 2,495,404</u>	<u>\$ 3,916,105</u>	<u>\$ 6,411,509</u>

5. Fair Value Measurements

Current accounting standards define fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, and establish a three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels of inputs that may be used to measure fair value are:

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Observable input other than Level 1 prices such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

The following discussion describes the valuation methodologies used for the Plan's financial assets measured at fair value. The techniques utilized in estimating the fair values are affected by the assumptions used. Care should be exercised in deriving conclusions about the Plan, its net assets available for benefits, or the changes in its net assets available for benefits based on the fair value information of financial assets presented below.

Fair value estimates are made at a specific point in time, based on available market information and judgments about the financial asset, including estimates of the timing, amount of expected future cash flows, and the credit standing of the issuer. In some cases, the fair value estimates may not be substantiated by comparison to independent markets. In addition, the disclosed fair values may not be realized in the immediate settlement of the financial assets. Furthermore, the disclosed fair values do not reflect any premium or discount that could result from offering for sale at one time an entire holding of a particular financial asset. Potential taxes and other expenses that would be incurred in an actual sale or settlement are not reflected in the amounts disclosed.

When quoted prices are available in active markets for identical instruments, investment securities are classified within Level 1 of the fair value hierarchy. Level 1 investments include mutual funds. Mutual funds are valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Level 2 investment securities included pooled separate accounts for which quoted prices were not available in active markets for identical instruments. The NAV, as provided by VALIC, the custodian, was used as a practical expedient to estimate fair value. The NAV was based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient was not used when it was determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchased and sales) could occur daily.

Fair value of guaranteed investment contracts represents the amount the Plan Sponsor would receive if the contract was terminated at the reporting date, which is book value less an early withdrawal charge.

The following tables, set forth by level within the fair value, hierarchy the Plan's assets accounted for at fair value on a recurring basis as of December 31, 2013 and 2012.

	Fair Value as of December 31, 2013		
	Level 1	Level 2	Total
Mutual funds:			
Large cap	\$ 2,464,823	\$ -	\$ 2,464,823
Mid cap	1,006,020		1,006,020
Small cap	891,399	-	891,399
Global and international equity	1,622,652	-	1,622,652
Balanced/asset allocation	33,889,731	-	33,889,731
Intermediate-term bond	1,157,293	-	1,157,293
Other	156,227	-	156,229
Guaranteed investment contracts	-	18,737,565	18,737,565
Pooled separate accounts			
Blend (a)	-	2,524,408	2,524,408
Bond (b)	-	97,814	97,814
Growth (c)	-	1,523,832	1,523,832
Money Market (d)	-	16,612	16,612
Value (e)	-	1,308,016	1,308,016
	\$ 41,188,145	\$ 24,208,247	\$ 65,396,394

	Fair Value as of December 31, 2012		
	Level 1	Level 2	Total
Mutual funds:			
Large cap	\$ 1,602,493	\$ -	\$ 1,602,493
Mid cap	678,194	-	678,194
Small cap	566,841	-	566,841
Global and international equity	1,234,419	-	1,234,419
Balanced/asset allocation	28,041,418	-	28,041,418
Intermediate-term bond	1,495,377	-	1,495,377
Other	121,752	-	121,752
Guaranteed investment contracts	-	17,980,203	17,980,203
Pooled separate accounts			
Blend (a)	-	2,198,102	2,198,102
Bond (b)	-	200,548	200,548
Growth (c)	-	1,265,677	1,265,677
Money Market(d)	-	16,777	16,777
Value (e)	-	1,171,726	1,171,726
	<u>\$ 33,740,494</u>	<u>\$ 22,833,033</u>	<u>\$ 56,573,527</u>

- (a) Blended funds invest in securities that are balanced between securities whose primary objective is to appreciate and securities whose primary objective is to pay dividends.
- (b) Bond funds invest in a diversified portfolio of long duration fixed income securities.
- (c) Growth funds invest in corporate securities with capital appreciation as the primary objective
- (d) Money market funds provide stable returns that are relatively risk free.
- (e) Value funds invest in corporate securities that are deemed to be undervalued in price and are likely to pay dividends.

The investments with a reported estimated fair value using net asset per value did not have an unfunded commitment, redemption restrictions or a redemption notice period. The redemption frequency was immediate.

No significant transfers were made between the fair value level hierarchies shown above during 2013 and 2012.

6. Investment Contracts with Insurance Companies

The Plan entered into contracts with Principal Life Insurance Company (Principal) and Variable Annuity Life Insurance Company (VALIC). Under the Plan's investment contracts with Principal, contributions may be made to a general asset fund or other pooled separate investment accounts. The Plan no longer accepts contributions into the VALIC contract. The general asset funds are held in a guaranteed investment fund until withdrawn according to the contract. The funds are credited with earnings on the underlying investments and charged for participant withdrawals. Contract value represents contributions made under the contracts plus earnings less participant withdrawals. Participants may ordinarily direct the withdrawal of all or a portion of their investments at contract value.

Contribution received in any quarter will earn interest at the declared rate for that quarter and in the next three quarters. The average yield and portfolio rates for Principal were 2.00% and 2.10%, respectively, for 2013 and 2012. The average yield and portfolio rates for VALIC were 2.28% and 1.64% for 2013 and 2.37% and 2.48% for 2012, respectively. The crediting interest rate will be at an effective rate of at least 2.00% and reset on a semi-annual basis for Principal, and at least 3.00% for VALIC. There are no reserves against contract value for credit risk of the contract issuer or otherwise.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan Sponsor or other Plan Sponsor events (for example, divestitures or spin-off of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. In the opinion of the Plan administrator, the occurrence of such event that would limit the Plan's ability to transact at contract value is improbable.

7. 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.

8. Parties-in-Interest Transactions

The Plan Sponsor provides certain accounting and administrative services to the Plan for which no fees are charged. Certain Plan assets held in trust by VALIC and Principal, the Plan custodians, are invested in funds owned by VALIC and Principal. Transactions related to these assets qualify as party-in-interest transactions for which a statutory exemption exists. Fees paid by the Plan for investment management services were included as a reduction of the return earned on each fund. Fees paid to the custodians by the Plan for participant initiated transactions were \$41,535 for the year ended December 31, 2013.

9. Reconciliation of Financial Statements to Federal Form 5500

The following is a reconciliation of the accompanying Plan financial statements to the federal Form 5500 at December 31, 2013:

	Financial Statements	Form 5500	Difference
Assets			
Participant-directed Plan assets	\$ 65,396,394	\$ 65,339,643	\$ 56,751 (a)
Employer contribution receivable	409,821	409,821	-
Participant loans	1,410,871	1,401,713	9,158 (c)
TOTAL ASSETS	67,217,086	67,151,177	65,909
NET ASSETS AVAILABLE FOR BENEFITS, AT FAIR VALE	67,217,086	67,151,177	65,909
Adjustment from fair value to contract value	(56,751)	-	\$ (56,751) (a)
NET ASSETS AVAILABLE FOR BENEFITS, AT CONTRACT VALUE	\$ 67,160,335	\$ 67,151,177	\$ 9,158
Additions			
Participant contributions	\$ 5,084,177	\$ 5,084,184	\$ (7)
Rollover contributions	295,533	295,533	-
Employer contributions	2,211,896	2,211,896	-
Interest and dividend income	2,495,404	610,012	1,885,392 (b)
Net appreciation in fair value of investments	3,916,105	5,876,321	(1,960,216) (b)
Loan interest	29,491	37,035	(7,544) (b)
Total Additions	14,032,606	14,114,981	(82,375)
Deductions			
Benefit payments	4,606,542	4,605,829	713 (c)
Administrative and other expenses	41,534	41,535	(1)
Other	-	123,202	(123,202) (b)
Total Deductions	4,648,076	4,770,566	(122,490)
INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	\$ 9,384,530	\$ 9,344,415	\$ 40,115

a - Due to the change in adjustment from fair value to contract value for fully benefit responsive investment contracts.

b - Due to classification difference.

c - Due to timing difference.

The following is a reconciliation of the accompanying Plan financial statements to the federal Form 5500 at December 31, 2012:

	<u>Financial Statements</u>	<u>Form 5500</u>	<u>Difference</u>
Assets			
Participant-directed Plan assets	\$ 56,573,527	\$ 56,446,876	\$ 126,651 (a)
Participant loans	<u>1,328,930</u>	<u>1,329,893</u>	<u>(963) (c)</u>
NET ASSETS AVAILABLE FOR BENEFITS, AT FAIR VALE	57,902,457	57,776,769	125,688
Adjustment from fair value to contract value	<u>(126,652)</u>	<u>-</u>	<u>(126,652) (a)</u>
NET ASSETS AVAILABLE FOR BENEFITS, AT CONTRACT VALUE	<u>\$ 57,775,805</u>	<u>\$ 57,776,769</u>	<u>\$ (964)</u>

a - Due to the change in adjustment from fair value to contract value for fully benefit responsive investment contracts.

c - Due to timing difference.

* * * * *

Western Maryland Health System Corporation 403(b) Savings Plan

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

EIN 52-0591531 Plan 002

December 31, 2013

(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
*	Variable Annuity Life Insurance Company	Aggressive Growth Life Style Fund	\$	\$ 1,562
*	Variable Annuity Life Insurance Company	Ariel Appreciation Fund		37,185
*	Variable Annuity Life Insurance Company	Ariel Fund		67,382
*	Variable Annuity Life Insurance Company	Blue Chip Growth Fund		6,903
*	Variable Annuity Life Insurance Company	Capital Appreciation Fund		29,991
*	Variable Annuity Life Insurance Company	Capital Conservation Fund		23,366
*	Variable Annuity Life Insurance Company	Conservative Growth Lifestyle Fund		124,035
*	Variable Annuity Life Insurance Company	Core Bond Fund		35,456
*	Variable Annuity Life Insurance Company	Core Equity Fund		5,387
*	Variable Annuity Life Insurance Company	Dividend Value Fund		44,379
*	Variable Annuity Life Insurance Company	Emerging Economies Fund		64,052
*	Variable Annuity Life Insurance Company	Fixed Account Plus		8,619,231
*	Variable Annuity Life Insurance Company	Foreign Value Fund		23,164
*	Variable Annuity Life Insurance Company	Global Strategy Fund		12,820
*	Variable Annuity Life Insurance Company	Government Securities Fund		4,323
*	Variable Annuity Life Insurance Company	Growth Fund		313,090
*	Variable Annuity Life Insurance Company	Health Science Fund		479,025
*	Variable Annuity Life Insurance Company	High Yield Bond Fund		817
*	Variable Annuity Life Insurance Company	International Equities Fund		2,189
*	Variable Annuity Life Insurance Company	International Government Bond		1,683
*	Variable Annuity Life Insurance Company	International Growth Fund		154,252
*	Variable Annuity Life Insurance Company	Intl Opportunities Fund		22,247
*	Variable Annuity Life Insurance Company	Large Cap Value Fund		3,454
*	Variable Annuity Life Insurance Company	Large Capital Growth Fund		176,166
*	Variable Annuity Life Insurance Company	Loan Collateral Fund		616,620
*	Variable Annuity Life Insurance Company	Loan Escrow Fund		10,362
*	Variable Annuity Life Insurance Company	Mid Cap Growth Fund		6,945
*	Variable Annuity Life Insurance Company	Mid Cap Index Fund		242,409
*	Variable Annuity Life Insurance Company	Mid Cap Strategic Growth Fund		59,715
*	Variable Annuity Life Insurance Company	Mid Cap Value Fund		106,247
*	Variable Annuity Life Insurance Company	Money Market I Fund		16,612
*	Variable Annuity Life Insurance Company	NASDAQ-100® Index Fund		117,043
*	Variable Annuity Life Insurance Company	Science & Technology Fund		118,060
*	Variable Annuity Life Insurance Company	Short Term Fixed Account		333,558
*	Variable Annuity Life Insurance Company	Small Cap Fund		374,096
*	Variable Annuity Life Insurance Company	Small Cap Growth Fund		49,481
*	Variable Annuity Life Insurance Company	Small Cap Index Fund		76,837
*	Variable Annuity Life Insurance Company	Small Cap Special Value Fund		87,148

Western Maryland Health System Corporation 403(b) Savings Plan

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

EIN 52-0591531 Plan 002

December 31, 2013

(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
*	Variable Annuity Life Insurance Company	Small Cap Value Fund		45,718
*	Variable Annuity Life Insurance Company	Small Mid Growth Fund		13,161
*	Variable Annuity Life Insurance Company	Stock Index Fund		1,066,678
*	Variable Annuity Life Insurance Company	Strategic Bond Fund		17,665
*	Variable Annuity Life Insurance Company	Value Fund		16,254
*	Variable Annuity Life Insurance Company	Vanguard Lifestrategy Growth Fund		9,033
*	Variable Annuity Life Insurance Company	Vanguard Lifestrategy Moderate Fund		431
*	Variable Annuity Life Insurance Company	Vanguard Long-Term Treasury Fund		13,288
*	Variable Annuity Life Insurance Company	Vanguard LT Inv-Grade Fund		1,216
*	Variable Annuity Life Insurance Company	Vanguard Wellington Fund, Inc.		912,213
*	Variable Annuity Life Insurance Company	Vanguard Windsor II Fund		487,504
	Allianz	Allianz NFJ SmCap Value A Fund		467,826
	American Century Investments	Am Cent Strategic All Mod A Fund		702,696
	The American Funds	Am Fnd Cap Inc Builder R3 Fund		857,560
	The American Funds	Am Funds Fdmntl Inv R3 Fund		1,228,640
	The American Funds	Am Fnds Cap Wld Gr & In R3 Fund		765,092
	Eaton Vance	Eaton Vance Lg-Cap Value A Fund		394,657
	Manning & Napier Advisors, Inc	Manning & NPR PB CNS Trm S Fund		19,691,919
	Manning & Napier Advisors, Inc	Manning & NPR PB EXT Trm S Fund		5,938,271
	Manning & Napier Advisors, Inc	Manning & NPR PB MAX Trm S Fund		1,377,448
	Manning & Napier Advisors, Inc	Manning & NPR PB MOD Trm S Fund		6,179,397
*	Principal Life Insurance Company	Prin Fixed Inc Guar Option		9,784,776
*	Principal Funds Inc	Prin LargeCap Growth R4 Fund		186,767
*	Principal Funds Inc	Prin LgCap S&P 500 Idx R4 Fund		654,759
*	Principal Funds Inc	Prin MidCap Growth III R4 Fund		143,088
*	Principal Funds Inc	Prin MidCap S&P 400 Idx R4 Fund		617,452
*	Principal Funds Inc	Prin MidCap Value I R4 Fund		245,480
*	Principal Funds Inc	Prin SmallCap Growth I R4 Fund		139,933
*	Principal Funds Inc	Prin SmCap S&P 600 Idx R4 Fund		283,640
	PIMCO Funds	PIMCO Total Return R Fund		1,157,293
	T. Rowe Price Funds	T.R Price Intl Grth&Inc R Fund		156,227
*	Participant loans***	Rates range from 3.00% to 8.00%		783,889
				\$66,807,263

* Party-in-interest

** Cost information omitted for participant-directed investments.

*** The accompanying financial statements classify participant loans as notes receivable from participants.

Western Maryland Health System Corporation 403(b) Savings Plan

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

EIN 52-0591531 Plan 002

December 31, 2013

(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
*	Variable Annuity Life Insurance Company	Aggressive Growth Life Style Fund	\$	\$ 1,562
*	Variable Annuity Life Insurance Company	Ariel Appreciation Fund		37,185
*	Variable Annuity Life Insurance Company	Ariel Fund		67,382
*	Variable Annuity Life Insurance Company	Blue Chip Growth Fund		6,903
*	Variable Annuity Life Insurance Company	Capital Appreciation Fund		29,991
*	Variable Annuity Life Insurance Company	Capital Conservation Fund		23,366
*	Variable Annuity Life Insurance Company	Conservative Growth Lifestyle Fund		124,035
*	Variable Annuity Life Insurance Company	Core Bond Fund		35,456
*	Variable Annuity Life Insurance Company	Core Equity Fund		5,387
*	Variable Annuity Life Insurance Company	Dividend Value Fund		44,379
*	Variable Annuity Life Insurance Company	Emerging Economies Fund		64,052
*	Variable Annuity Life Insurance Company	Fixed Account Plus		8,619,231
*	Variable Annuity Life Insurance Company	Foreign Value Fund		23,164
*	Variable Annuity Life Insurance Company	Global Strategy Fund		12,820
*	Variable Annuity Life Insurance Company	Government Securities Fund		4,323
*	Variable Annuity Life Insurance Company	Growth Fund		313,090
*	Variable Annuity Life Insurance Company	Health Science Fund		479,025
*	Variable Annuity Life Insurance Company	High Yield Bond Fund		817
*	Variable Annuity Life Insurance Company	International Equities Fund		2,189
*	Variable Annuity Life Insurance Company	International Government Bond		1,683
*	Variable Annuity Life Insurance Company	International Growth Fund		154,252
*	Variable Annuity Life Insurance Company	Intl Opportunities Fund		22,247
*	Variable Annuity Life Insurance Company	Large Cap Value Fund		3,454
*	Variable Annuity Life Insurance Company	Large Capital Growth Fund		176,166
*	Variable Annuity Life Insurance Company	Loan Collateral Fund		616,620
*	Variable Annuity Life Insurance Company	Loan Escrow Fund		10,362
*	Variable Annuity Life Insurance Company	Mid Cap Growth Fund		6,945
*	Variable Annuity Life Insurance Company	Mid Cap Index Fund		242,409
*	Variable Annuity Life Insurance Company	Mid Cap Strategic Growth Fund		59,715
*	Variable Annuity Life Insurance Company	Mid Cap Value Fund		106,247
*	Variable Annuity Life Insurance Company	Money Market I Fund		16,612
*	Variable Annuity Life Insurance Company	NASDAQ-100® Index Fund		117,043
*	Variable Annuity Life Insurance Company	Science & Technology Fund		118,060
*	Variable Annuity Life Insurance Company	Short Term Fixed Account		333,558
*	Variable Annuity Life Insurance Company	Small Cap Fund		374,096
*	Variable Annuity Life Insurance Company	Small Cap Growth Fund		49,481
*	Variable Annuity Life Insurance Company	Small Cap Index Fund		76,837
*	Variable Annuity Life Insurance Company	Small Cap Special Value Fund		87,148

Western Maryland Health System Corporation 403(b) Savings Plan

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

EIN 52-0591531 Plan 002

December 31, 2013

(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
	* Variable Annuity Life Insurance Company	Small Cap Value Fund		45,718
	* Variable Annuity Life Insurance Company	Small Mid Growth Fund		13,161
	* Variable Annuity Life Insurance Company	Stock Index Fund		1,066,678
	* Variable Annuity Life Insurance Company	Strategic Bond Fund		17,665
	* Variable Annuity Life Insurance Company	Value Fund		16,254
	* Variable Annuity Life Insurance Company	Vanguard Lifestrategy Growth Fund		9,033
	* Variable Annuity Life Insurance Company	Vanguard Lifestrategy Moderate Fund		431
	* Variable Annuity Life Insurance Company	Vanguard Long-Term Treasury Fund		13,288
	* Variable Annuity Life Insurance Company	Vanguard LT Inv-Grade Fund		1,216
	* Variable Annuity Life Insurance Company	Vanguard Wellington Fund, Inc.		912,213
	* Variable Annuity Life Insurance Company	Vanguard Windsor II Fund		487,504
	Allianz	Allianz NFJ SmCap Value A Fund		467,826
	American Century Investments	Am Cent Strategic All Mod A Fund		702,696
	The American Funds	Am Fnd Cap Inc Builder R3 Fund		857,560
	The American Funds	Am Funds Fdmntl Inv R3 Fund		1,228,640
	The American Funds	Am Fnds Cap Wld Gr & In R3 Fund		765,092
	Eaton Vance	Eaton Vance Lg-Cap Value A Fund		394,657
	Manning & Napier Advisors, Inc	Manning & NPR PB CNS Trm S Fund		19,691,919
	Manning & Napier Advisors, Inc	Manning & NPR PB EXT Trm S Fund		5,938,271
	Manning & Napier Advisors, Inc	Manning & NPR PB MAX Trm S Fund		1,377,448
	Manning & Napier Advisors, Inc	Manning & NPR PB MOD Trm S Fund		6,179,397
	* Principal Life Insurance Company	Prin Fixed Inc Guar Option		9,784,776
	* Principal Funds Inc	Prin LargeCap Growth R4 Fund		186,767
	* Principal Funds Inc	Prin LgCap S&P 500 Idx R4 Fund		654,759
	* Principal Funds Inc	Prin MidCap Growth III R4 Fund		143,088
	* Principal Funds Inc	Prin MidCap S&P 400 Idx R4 Fund		617,452
	* Principal Funds Inc	Prin MidCap Value I R4 Fund		245,480
	* Principal Funds Inc	Prin SmallCap Growth I R4 Fund		139,933
	* Principal Funds Inc	Prin SmCap S&P 600 Idx R4 Fund		283,640
	PIMCO Funds	PIMCO Total Return R Fund		1,157,293
	T. Rowe Price Funds	T.R Price Intl Grth&Inc R Fund		156,227
	* Participant loans***	Rates range from 3.00% to 8.00%		783,889
				<u>\$66,807,263</u>

* Party-in-interest

** Cost information omitted for participant-directed investments.

*** The accompanying financial statements classify participant loans as notes receivable from participants.