Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 11/01/2012 and ending 10/31/2013

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
LIFEPOINT BELL MEMORIAL NON-UNION PENSION PLAN

1b Three-digit plan number (PN) ▶ 005

1c Effective date of plan 11/01/1959

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

LIFEPOINT HOSPITALS, INC.

330 SEVEN SPRINGS WAY
BRENTWOOD, TN 37027

2b Employer Identification Number (EIN) 20-1538254

2c Sponsor's telephone number 615-920-7000

2d Business code (see instructions) 622000

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/23/2014	JOHN BUMPUS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

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

3b Administrator's EIN

3c Administrator's telephone number

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

a Sponsor's name
BELL MEMORIAL HOSPITAL

4b EIN
38-1394903

4c PN
001

5	Total number of participants at the beginning of the plan year	**5**	237
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**	59
b	Retired or separated participants receiving benefits	**6b**	75
c	Other retired or separated participants entitled to future benefits	**6c**	98
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	232
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	5
f	Total. Add lines **6d** and **6e**	**6f**	237
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
1A 1G 1I 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 11/01/2012 and ending 10/31/2013

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
LIFEPOINT BELL MEMORIAL NON-UNION PENSION PLAN

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
LIFEPOINT HOSPITALS, INC.

D Employer Identification Number (EIN)
20-1538254

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [X] 101-500 [ ] More than 500

Part I Basic Information

1 Enter the valuation date: Month 11 Day 01 Year 2012

2 Assets:

a Market value	**2a**	8240985
b Actuarial value	**2b**	8101983

3 Funding target/participant count breakdown:

		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	**3a**	67	3058248
b For terminated vested participants	**3b**	105	2681596
c For active participants:			
(1) Non-vested benefits	**3c(1)**		104417
(2) Vested benefits	**3c(2)**		2708570
(3) Total active	**3c(3)**	65	2812987
d Total	**3d**	237	8552831

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]

a Funding target disregarding prescribed at-risk assumptions	**4a**	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	**4b**	
5 Effective interest rate	**5**	7.04 %
6 Target normal cost	**6**	0

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

Signature of actuary

07/29/2014
Date

WESLEY J. WICKENHEISER, FSA,EA,MAAA
Type or print name of actuary

14-06598
Most recent enrollment number

BPS & M, LLC
Firm name

502-244-7828
Telephone number (including area code)

11807 BRINLEY AVENUE, SUITE 101
LOUISVILLE, KY 40243-1090
Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of Year Carryover Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 9.61%		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of 5.66% except as otherwise provided (see instructions)		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages

14	Funding target attainment percentage	14	94.72 %
15	Adjusted funding target attainment percentage	15	94.72 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	74.25 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
02/14/2013	41650				
05/15/2013	97971				
			Totals ► 18(b)	139621	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	135317

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
5.54%	6.85%	7.52 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	61

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment		☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment		☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment		☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	**28**	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	**29**	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	**30**	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	0
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	450848	113667
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	113667

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35)	**36**	113667
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	135317

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	**38a**	21650
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected ☒ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☒ 2011

42 Amount of acceleration adjustment	**42**	0
43 Excess installment acceleration amount to be carried over to future plan years	**43**	0

SCHEDULE C
(Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Service Provider Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 11/01/2012 and ending 10/31/2013

A Name of plan
LIFEPOINT BELL MEMORIAL NON-UNION PENSION PLAN

B Three-digit plan number (PN) ▶ 005

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

D Employer Identification Number (EIN)
20-1538254

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).. . . . . [X] 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

ACADIAN FUNDS

04-2929221

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

DELAWARE INVESTMENTS

23-2693133

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

FEDERATED

25-1111467

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

HARBOR

04-2679462

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

MAINSTAY

52-2206685

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

METROPOLITAN WEST FUNDS

95-4597302

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

T ROWE PRICE

52-2264646

(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)

WELLS FARGO BANK, N.A.

94-1347393

(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?
15 21 49	NONE	39357	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 11/01/2012 and ending 10/31/2013

A Name of plan
LIFEPOINT BELL MEMORIAL NON-UNION PENSION PLAN

B Three-digit plan number (PN) ▶ 005

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
LIFEPOINT HOSPITALS, INC.

D Employer Identification Number (EIN)
20-1538254

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: CORE BOND CIT F

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

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)
94-3222878-001	C	1735888

a Name of MTIA, CCT, PSA, or 103-12 IE: GROWTH CIT CLASS F

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

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)
46-6139057-001	C	265717

a Name of MTIA, CCT, PSA, or 103-12 IE: MFS VALUE CIT F 1685

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

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)
45-6648640-001	C	382244

a Name of MTIA, CCT, PSA, or 103-12 IE: MULTI-MANAGER SMALL CAP CIT F 1686

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

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)
45-6648658-001	C	464296

a Name of MTIA, CCT, PSA, or 103-12 IE: THORNBURG INTERNATIONAL CIT F 1688

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

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)
45-6651358-001	C	559957

a Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE INST EQUITY INCOME MGD

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

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)
46-6586666-001	C	384216

a Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE INST LARGE CAP GROWTH

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

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)
45-6648614-001	C	541534

a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK S & P MIDCAP INDEX CIT F

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

c EIN-PN 52-2265235-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 800975

a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK S & P 500 INDEX CIT F

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

c EIN-PN 94-3224211-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1198174

a Name of MTIA, CCT, PSA, or 103-12 IE: EQUITY VALUE CIT CLASS F

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

c EIN-PN 45-7001613-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: JANUS OVERSEAS CIT F

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

c EIN-PN 45-6648669-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

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

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 11/01/2012 and ending 10/31/2013

A Name of plan
LIFEPOINT BELL MEMORIAL NON-UNION PENSION PLAN

B Three-digit plan number (PN) ▶ 005

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

D Employer Identification Number (EIN)
20-1538254

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	144350	
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	48	34
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	198788	231708
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	6056833	6333001
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	1842021	2846350
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(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	8242040	9411093
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	8242040	9411093

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)	139621	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		139621
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	529	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		529
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	54755	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		54755
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	648718	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	648718	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		1211378
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		156333
c Other income	2c		4636
d Total income. Add all **income** amounts in column (b) and enter total	2d		1567252
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	356307	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		356307
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	39357	
(4) Other	2i(4)	2535	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		41892
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		398199
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1169053
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: WIPFLI LLP **(2)** EIN: 39-0758449

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

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

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

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

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

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 11/01/2012 and ending 10/31/2013

A Name of plan
LIFEPOINT BELL MEMORIAL NON-UNION PENSION PLAN

B Three-digit plan number (PN) ▶ 005

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

D Employer Identification Number (EIN)
20-1538254

Part I Distributions

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

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

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

EIN(s): 38-2011528

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** 0

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Bell Memorial Hospital
Non-Union Pension Plan

Ishpeming, Michigan

Financial Statements and Supplemental Schedules

Years Ended October 31, 2013 and 2012

Bell Memorial Hospital Non-Union Pension Plan

Financial Statements and Supplemental Schedules

Years Ended October 31, 2013 and 2012

Table of Contents

Independent Auditor's Report 1

Financial Statements

- Statements of Net Assets Available for Benefits 3
- Statements of Changes in Net Assets Available for Benefits 4
- Statement of Accumulated Plan Benefits 5
- Statement of Changes in Accumulated Plan Benefits 6
- Notes to Financial Statements 7

Supplemental Schedules

- Schedule H, Line 4i - Schedule of Assets (Held at End of Year) 23
- Schedule H, Line 4j - Schedule of Reportable Transactions 24

WIPFLi

Independent Auditor's Report

Plan Administrator
Bell Memorial Hospital Non-Union Pension Plan
Ishpeming, Michigan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Bell Memorial Hospital Non-Union Pension Plan (the "Plan"), which comprise the statements of net assets available for benefits as of October 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the statement of accumulated plan benefits as of October 31, 2012, and the related statement of changes in accumulated plan benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL's) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee, as of and for the years ended October 31, 2013 and 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedules, Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of October 31, 2013, and Schedule H, Line 4j - Schedule of Reportable Transactions for the year ended October 31, 2013, are required by the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

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

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

Wipfli LLP

Wipfli LLP

October 1, 2014
469 Security Boulevard
Green Bay, Wisconsin 54313

Bell Memorial Hospital Non-Union Pension Plan

Statements of Net Assets Available for Benefits

October 31, 2013 and 2012

	2013	2012
Assets		
Investments, at fair value:		
Money market fund	$ 231,708	$ 198,788
Common/collective trust funds	6,333,001	6,056,833
Mutual funds	2,846,350	1,842,021
Total investments, at fair value	9,411,059	8,097,642
Receivables:		
Employer contributions	-	144,350
Interest and dividends	34	48
Total receivables	34	144,398
Net assets available for benefits	$ 9,411,093	$ 8,242,040

See accompanying notes to financial statements.

Bell Memorial Hospital Non-Union Pension Plan

Statements of Changes in Net Assets Available for Benefits

Years Ended October 31, 2013 and 2012

	2013	2012
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	$ 1,367,711	$ 610,822
Interest and dividends	59,920	106,703
Total investment income	1,427,631	717,525
Contributions - Employer	139,621	408,437
Deductions from net assets attributed to:		
Benefits paid to participants	356,307	321,651
Administrative expenses	41,892	17,998
Total deductions	398,199	339,649
Net increase in net assets available for benefits	1,169,053	786,313
Net assets available for benefits at beginning of year	8,242,040	7,455,727
Net assets available for benefits at end of year	$ 9,411,093	$ 8,242,040

See accompanying notes to financial statements.

Bell Memorial Hospital Non-Union Pension Plan

Statement of Accumulated Plan Benefits

October 31, 2012

Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Participants currently receiving payments	$	3,017,440
Other participants		5,575,673
Total actuarial present value of accumulated plan benefits	$	8,593,113

See accompanying notes to financial statements.

Bell Memorial Hospital Non-Union Pension Plan

Statement of Changes in Accumulated Plan Benefits

Year Ended October 31, 2012

Actuarial present value of accumulated plan benefits at beginning of year	$	8,317,541
Increase (decrease) during the year attributable to:		
Benefits accumulated - Including actuarial experience gains and losses		26,253
Interest due to the decrease in the discount period		570,970
Benefits paid		(321,651)
Net increase		275,572
Actuarial present value of accumulated plan benefits at end of year	$	8,593,113

See accompanying notes to financial statements.

Bell Memorial Hospital Non-Union Pension Plan

Notes to Financial Statements

Note 1 Description of Plan

The following description of Bell Memorial Hospital Non-Union Pension Plan (the "Plan") provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions. The Plan is a defined benefit, noncontributory pension plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Administration

The Plan is administered by an administrative committee within Bell Memorial Hospital, Inc. (the "Employer"). Effective October 31, 2005, future accrual of benefits were frozen and new employees could not become participants in the Plan.

Participation

Prior to October 31, 2005, substantially all employees, excluding those covered by a collective bargaining agreement with any union, were participants in the Plan.

Retirement Benefits

Normal Retirement:

At age 65 and with five years of service, an active participant's monthly benefit is equal to 1.25% of final average monthly compensation plus 0.5% of final average monthly compensation in excess of covered compensation, multiplied by credited service to a maximum of 40 years.

Early Retirement:

At age 55 and with 10 years of service, accrued normal retirement benefit is reduced five-ninths of 1% for each of the first 60 months and five-eighteenths of 1% for each of the next 60 months by which benefit payments commence prior to the normal retirement date.

Note 1 Description of Plan (Continued)

Retirement Benefits (Continued)

Participants may elect to receive their benefits as a life annuity or various joint and survivor annuities payable monthly from retirement. If less than $5,000 in accumulated benefits, benefits are payable in a single lump-sum distribution.

Death and Disability Benefits

If an active participant dies before receiving benefits from the Plan, the beneficiary is entitled to a monthly benefit equal to 50% of the actuarial equivalent value of the benefit earned up to the date of death. Active participants who have completed 10 years of service and who become totally and permanently disabled while employed, but prior to normal retirement, will be eligible for a disability benefit equal to the monthly benefit accrued as of the time they become disabled.

Plan Funding

The Plan provides for only employer contributions. The Employer's contributions are based on a determination by an enrolled actuary and are in accordance with the Plan's requirements and funding provisions of ERISA. The contributions include the current year's normal cost and amount sufficient to fund the prior service cost. For the years ended October 31, 2013 and 2012, the minimum funding requirements of ERISA were $117,170 and $407,409, respectively. The Employer made contributions of $139,621 and $408,437 for the years ended October 31, 2013 and 2012, respectively.

Although it has not expressed any intention to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions set forth in ERISA.

Vesting

All accrued benefits are fully vested.

Note 2 Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States (GAAP).

Use of Estimates

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements, and changes therein. 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 measurements.

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

Payment of Benefits

Benefit payments to participants or their beneficiaries are recorded upon distribution.

Administrative Expenses

Certain expenses incurred in conjunction with the Plan are paid by the Employer and are excluded from these financial statements. Remaining expenses incurred in conjunction with the Plan are paid by the Plan and recorded as deductions in the accompanying statement of changes in net assets available for benefits.

Note 2 Summary of Significant Accounting Policies (Continued)

Subsequent Events

Subsequent events have been evaluated through October 1, 2014, which is the date the financial statements were available to be issued.

Note 3 Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits accumulated under the Plan are based on employees' length of service and compensation as of October 31, 2005. Benefits payable are included to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by an independent actuary and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

Note 3 Actuarial Present Value of Accumulated Plan Benefits (Continued)

The significant actuarial assumptions used in the valuation as of October 1, 2012, were as follows:

Assumed rate of return	7.00%
Discount rate used to discount plan benefits	7.00%
Life expectancy	IRS Generational Mortality Table
Benefit commencement age	Based on experience
Actuarial method	Unit Credit

The foregoing actuarial assumptions are based on the presumption the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the present value of accumulated plan benefits.

There were no changes in the significant assumptions used to determine the actuarial present value of accumulated plan benefits for the year ended October 31, 2012.

Bell Memorial Hospital Non-Union Pension Plan

Notes to Financial Statements

Note 4 Investments

The following is a schedule of investments that individually represent 5% or more of the Plan's net assets at October 31:

	2013	2012
Common/collective trust funds:		
Wells Fargo S&P Mid Cap Index Fund	$ 800,975	$ 688,242
Wells Fargo Core Bond CIT Fund	1,735,888	*
Wells Fargo S&P 500 Index Fund	1,198,174	2,125,778
Wells Fargo Thornburg International CIT Fund	559,957	*
Wells Fargo Total Return Bond Fund	*	1,117,061
Wells Fargo T. Rowe Price Institutional Large Cap Growth Fund	541,534	710,652
Mutual funds:		
Federated Total Return Bond Fund	1,041,760	671,596
Harbor International Fund	561,775	*
Metropolitan West FDS Total Return Bond Fund	694,301	446,802

*Represents less than 5% of the Plan's net assets at October 31.

During the years ended October 31, 2013 and 2012, the Plan's investments (including gains and losses on investments bought and sold as well as held during the year) appreciated (depreciated) as follows:

	2013	2012
Common/collective trust funds	$ 1,211,378	$ (99,547)
Mutual funds	156,333	710,369
Net appreciation in fair value of investments	$ 1,367,711	$ 610,822

Bell Memorial Hospital Non-Union Pension Plan

Notes to Financial Statements

Note 5 Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described as follows:

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

Level 2 Inputs to the valuation methodology include:

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

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

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

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

Note 5 Fair Value Measurements (Continued)

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

Common/collective trust funds: Valued at the net asset value (NAV) of shares held by the Plan at year-end. The NAV's share price is quoted on a private market that is not active; however, the share price is based on underlying investments, which are traded on an active market.

Money market fund and mutual funds: 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 NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

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

Note 5 Fair Value Measurements (Continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's fair value measurements at October 31:

	2013			
	Level 1	Level 2	Level 3	Total
Common/collective trust funds:				
Blended funds	$ -	$ 3,023,402	$ -	$ 3,023,402
Bond fund	-	1,735,888	-	1,735,888
Growth funds	-	807,251	-	807,251
Value funds	-	766,460	-	766,460
Total common/collective trust funds	-	6,333,001	-	6,333,001
Money market fund	-	231,708	-	231,708
Mutual funds:				
Growth fund	263,972	-	-	263,972
Intermediate-term bond funds	1,736,061	-	-	1,736,061
International fund	561,775	-	-	561,775
Value fund	284,542	-	-	284,542
Total mutual funds	2,846,350	-	-	2,846,350
Total assets at fair value	$ 2,846,350	$ 6,564,709	$ -	$ 9,411,059

Bell Memorial Hospital Non-Union Pension Plan

Notes to Financial Statements

Note 5 **Fair Value Measurements** (Continued)

	2012			
	Level 1	Level 2	Level 3	Total
Common/collective trust				
Blended funds	$ -	$ 3,265,439	$ -	$ 3,265,439
Bond fund	-	1,117,061	-	1,117,061
Growth funds	-	1,306,903	-	1,306,903
Value funds	-	367,430	-	367,430
Total common/collective trust funds	-	6,056,833	-	6,056,833
Money market fund	-	198,788	-	198,788
Mutual funds:				
Growth fund	353,135	-	-	353,135
Intermediate-term bond funds	1,118,398	-	-	1,118,398
International fund	246,549	-	-	246,549
Value fund	123,939	-	-	123,939
Total mutual funds	1,842,021	-	-	1,842,021
Total assets at fair value	$ 1,842,021	$ 6,255,621	$ -	$ 8,097,642

Note 6 Net Asset Value Per Share

The following tables set forth additional disclosures of the Plan's investments whose fair value is estimated using NAV per share as of October 31:

	Fair Value Estimated Using Net Asset Value Per Share as of October 31, 2013				
	Fair Value	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
Wells Fargo:					
Core Bond CIT Fund (a)	$ 1,735,888	$ -	Daily	None	None
S&P Mid Cap Index Fund (b)	800,975	-	Daily	None	None
S&P 500 Index Fund (c)	1,198,174	-	Daily	None	None
Thornburg International CIT Fund (d)	559,957	-	Daily	None	None
T. Rowe Price Institutional Large Cap Growth Fund (e)	541,534	-	Daily	None	None

	Fair Value Estimated Using Net Asset Value Per Share as of October 31, 2012				
	Fair Value	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
Wells Fargo:					
S&P Mid Cap Index Fund (b)	$ 688,242	$ -	Daily	None	None
S&P 500 Index Fund (c)	2,125,778	-	Daily	None	None
T. Rowe Price Institutional Large Cap Growth Fund (e)	710,652	-	Daily	None	None
Total Return Bond Fund (f)	1,117,061	-	Daily	None	None

Note 6 Net Asset Value Per Share (Continued)

(a) The fund seeks total return consisting of current income and capital appreciation by investing principally in investment-grade debt securities, including U.S. Government obligations, corporate bonds, and mortgage- and asset-backed securities. As part of the investment strategy, the fund may invest in stripped securities or enter into mortgage dollar rolls and reverse repurchase agreements, as well as invest in U.S. dollar-denominated debt securities of foreign issuers.

(b) The fund seeks to approximate as closely as practicable the total return, before deduction of fees and expenses, of the Standard & Poor's 400 Mid Cap Index (the "Index") by investing in the equity securities of companies that compose the Index. The Index is designed to measure the aggregate performance of the stocks of mid-sized U.S. companies.

(c) The fund seeks to approximate as closely as practicable the total return, before deduction of fees and expenses, of the Standard & Poor's 500 Index by investing in the equity securities of companies that compose the Index.

(d) The fund seeks long-term growth of capital by investing primarily in common stocks of companies located in developed countries outside the U.S. Normally, the fund invests 80% of its total assets in stocks of companies located in at least 10 foreign countries and invests the majority of its total assets in companies that pay dividends or repurchase their shares. The fund may invest up to 10% of its total assets in companies in emerging (less developed) markets.

(e) The fund seeks long-term capital appreciation by investing primarily in the common stocks of large cap companies, taking a growth approach to investment selection. The fund defines a large cap company as one whose market capitalization is larger than the median market capitalization of companies in the Russell 1000® Growth Index.

Note 6 Net Asset Value Per Share (Continued)

(f) The fund seeks to approximate as closely as practicable the total return, before deduction of fees and expenses, of the Barclays Government/Credit Bond Index by investing in the debt securities to approximate the return of the Index. The Index is a broad index that is designed to capture the aggregate performance of the U.S. market for high-quality government and corporate bonds.

Note 7 Information Certified by Plan Trustee

The plan administrator has elected the method of annual reporting compliance by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The Plan's trustee, Wells Fargo Bank, N.A., has certified that the following data included in the accompanying financial statements and supplemental schedules is complete and accurate:

(a) Investments as shown in the statements of net assets available for benefits.

(b) Net appreciation in fair value of investments and interest and dividends as shown in the statements of changes in net assets available for benefits.

(c) Investment information as disclosed in Note 4 and on Schedule H, Line 4i - Schedule of Assets (Held at End of Year) and Schedule H, Line 4j - Schedule of Reportable Transactions.

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedules.

Note 8 Plan Termination

In the event of termination, the Plan's assets are to be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

1. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable, or would have been payable, on the day before the commencement of the said three-year period to the extent the benefits are based on provisions of the Plan during the five years preceding plan termination.

2. Other vested benefits insured by the Pension Benefit Guaranty Corporation (PBGC), up to the applicable limitations (discussed below).

3. All other vested benefits (that is, vested benefits not insured by the PBGC).

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivors' pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination.

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

The freezing of the Plan described in Note 1 is not considered a plan termination.

Note 9 Party-in-Interest Transactions

Certain plan investments are shares of common/collective trust funds, a money market fund, and mutual funds managed by Wells Fargo Bank, N.A., the trustee of the Plan, and therefore, these transactions qualify as party-in-interest transactions. These transactions are not, however, considered prohibited transactions under 29 CFR 408(b) of ERISA regulations.

Administrative fees paid by the Plan through revenue sharing to Wells Fargo Bank, N.A. for administrative services amounted to $41,892 and $17,998 for the years ended October 31, 2013 and 2012, respectively.

Note 10 Tax Status

The Internal Revenue Service (IRS) has determined and informed the Employer by a letter dated March 31, 2010, that the Plan was designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan administrator believes the Plan is currently designed and being operated in compliance with applicable sections of the IRC.

GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to the year ended October 31, 2010.

Note 11 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 changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

Note 11 Risks and Uncertainties (Continued)

Plan contributions are made and the actuarial present value of accumulated plan benefits is reported based on certain assumptions pertaining to interest rates, inflation rates, years of service, and demographics, all of which are subject to change. Due to uncertainties inherent in the estimates and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Supplemental Schedules

Bell Memorial Hospital Non-Union Pension Plan

Plan's EIN #38-1394903 Plan #001

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

October 31, 2013

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
		Common/collective trust funds:		
*	Wells Fargo	174,872.349 shares - Core Bond CIT Fund	$ 1,743,107	$ 1,735,888
*	Wells Fargo	60,291.679 shares - S&P Mid Cap Index Fund	604,635	800,975
*	Wells Fargo	92,837.103 shares - S&P 500 Index Fund	958,724	1,198,174
*	Wells Fargo	21,181.299 shares - Growth CIT Class Fund	211,813	265,717
*	Wells Fargo	26,768.563 shares - MFS Value CIT Fund	302,163	382,244
*	Wells Fargo	32,415.445 shares - Multi-Manager Small Cap CIT Fund	378,411	464,296
*	Wells Fargo	46,276.650 shares - Thornburg International CIT Fund	495,162	559,957
*	Wells Fargo	35,977.969 shares - T. Rowe Price Institutional Equity Income Managed CIT Fund	359,780	384,216
*	Wells Fargo	36,088.050 shares - T. Rowe Price Institutional Large Cap Growth Fund	401,003	541,534
		Total common/collective trust funds		6,333,001
		Money market fund:		
*	Wells Fargo	231,708.110 shares - Short-term Investment Fund	231,708	231,708
		Mutual funds:		
	Acadian	14,858.611 shares - Emerging Markets Portfolio	286,942	284,542
	Delaware	11,324.398 shares - US Growth Fund - Inst Class	246,079	263,972
	Federated	94,191.722 shares - Total Return Bond Fund	1,079,513	1,041,760
	Harbor	7,935.791 shares - International Fund	487,898	561,775
	Metropolitan West	64,827.330 shares - Total Return Bond Fund	708,278	694,301
		Total mutual funds		2,846,350
		Total assets (held at end of year)		$9,411,059

*Party-in-interest

This schedule has been derived from information certified as complete and accurate by Wells Fargo Bank, N.A.

See Independent Auditor's Report.

Bell Memorial Hospital Non-Union Pension Plan

Plan's EIN #38-1394903 Plan #001

Schedule H, Line 4j - Schedule of Reportable Transactions

Year Ended October 31, 2013

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
	Identity of Party Involved	Description of Assets	Purchase Price	Selling Price	Lease Rental	Expense Incurred With Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain (Loss)
	Acadian	Emerging Markets Portfolio	$ 353,023	N/A	N/A	$ -	$ 353,023	$ 353,023	N/A
	Acadian	Emerging Markets Portfolio	N/A	$ 64,948	N/A	-	66,082	64,948	$ (1,134)
	Janus	Overseas Fund	152,187	N/A	N/A	-	152,187	152,187	N/A
	Janus	Overseas Fund	N/A	413,974	N/A	-	397,484	413,974	16,490
	Mainstay	Large Capital Growth Fund	1,083	N/A	N/A	-	1,083	1,083	N/A
	Mainstay	Large Capital Growth Fund	N/A	411,428	N/A	-	294,200	411,428	117,228
	T. Rowe Price	Equity Income	269,338	N/A	N/A	-	269,338	269,338	N/A
	T. Rowe Price	Equity Income	N/A	437,339	N/A	-	380,488	437,339	56,851
*	Wells Fargo	S&P 500 Index Fund	46,588	N/A	N/A	-	46,588	46,588	N/A
*	Wells Fargo	S&P 500 Index Fund	N/A	1,364,476	N/A	-	1,253,417	1,361,476	108,059
*	Wells Fargo	Total Return Bond Fund	671,549	N/A	N/A	-	671,549	671,549	N/A
*	Wells Fargo	Total Return Bond Fund	N/A	43,583	N/A	-	43,429	43,583	154
*	Wells Fargo	Short-term Investment Fund	370,054	N/A	N/A	-	370,054	370,054	N/A
*	Wells Fargo	Short-term Investment Fund	N/A	568,836	N/A	-	568,836	568,836	N/A

Bell Memorial Hospital Non-Union Pension Plan

Plan's EIN #38-1394903 Plan #001

Schedule H, Line 4j - Schedule of Reportable Transactions (Continued)

Year Ended October 31, 2013

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
	Identity of Party Involved	Description of Assets	Purchase Price	Selling Price	Lease Rental	Expense Incurred With Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain (Loss)
*	Wells Fargo	T. Rowe Price Institutional Equity Income Managed CIT Fund	$ 427,114	N/A	N/A	$ -	$ 427,114	$ 427,114	N/A
*	Wells Fargo	T. Rowe Price Institutional Equity Income Managed CIT Fund	N/A	$ 70,637	N/A	-	67,335	70,637	$ 3,302

*Party-in-interest

This schedule has been derived from information certified as complete and accurate by Wells Fargo Bank, N.A.

See Independent Auditor's Report.

Schedule of Active Participant Data

AGE GROUP		YEARS OF SERVICE									
		Under 1	1 - 4	5 - 9	10 - 14	15 - 19	20 - 24	25 - 29	30 - 34	35 - 39	40 - UP
1 - 24	Number										
	Avg Benefit*										
25 - 29	Number										
	Avg Benefit*										
30 - 34	Number	2	4								
	Avg Benefit*	N/A	N/A								
35 - 39	Number		6								
	Avg Benefit*		N/A								
40 - 44	Number		1	2	1						
	Avg Benefit*		N/A	N/A	N/A						
45 - 49	Number		3	5	1						
	Avg Benefit*		N/A	N/A	N/A						
50 - 54	Number		5	3	3	3		1			
	Avg Benefit*		N/A	N/A	N/A	N/A		N/A			
55 - 59	Number	1	6	2	3	1	3	1			
	Avg Benefit*	N/A	N/A	N/A	N/A	N/A	N/A	N/A			
60 - 64	Number		1	2	3	2					
	Avg Benefit*		N/A	N/A	N/A	N/A					
65 - 69	Number										
	Avg Benefit*										
70 - UP	Number										
	Avg Benefit*										

* Average frozen accrued benefits are omitted since the plan has fewer than 1,000 active participants.

Summary of actuarial assumptions

(Sample Values per 1,000 Lives)

	Age			
	25	40	55	60
Mortality rates				
Healthy Lives:				
IRS Generational Mortality Tables with Pre and Post Commencement Rates				
Males (pre-commencement)	0.38	1.08	3.03	4.88
Females (pre-commencement)	0.21	0.71	2.53	3.93
Males (post-commencement)	0.38	1.08	5.91	8.20
Females (post-commencement)	0.21	0.71	3.53	6.20
With projected mortality improvements after year 2000 under Projection Scale AA (male and female scales)				
Disabled Lives:				
IRS Revenue Ruling 1996-7 Mortality for Disabled Lives after 1994				
Males	27.46	38.37	53.12	58.12
Females	11.97	20.58	32.59	37.99
Withdrawal rates				
T-5 Table from the Pension Actuary's Handbook	77.24	51.50	9.39	0.90
Disablement rates				
Florida Municipal Plans Disability	0.34	0.67	4.68	8.28

Salary scale

Not applicable

Rate of retirement

Retirement between ages 55 – 65 are assumed at the following rates:

Attained Age	Rate	Attained Age	Rate
55	10.5%	62	25%
56-59	5%	63-64	20%
60-61	15%	65	100%

Rate of investment return

	Segment 1 (0 to 5 Years)	Segment 2 (5 to 20 Years)	Segment 3 (More than 20 Years)
Adjusted 24-Mo. Avg. Segment Rates Minimum Funding Target Liability	5.54% per annum	6.85% per annum	7.52% per annum
Unadjusted 24-Mo. Avg. Segment Rates Maximum Deductible Liability PBGC Variable Premium Liability (alternative method)	1.81% per annum	4.73% per annum	5.85% per annum
Other Measurements			
Plan termination value	1.02% per annum	3.71% per annum	4.67% per annum
ASC 960	7.00% per annum	7.00% per annum	7.00% per annum

Actuarial valuation method

Unit Credit

Asset valuation method

Market value adjusted for any accruals and further adjusted for weighted gains and losses during the prior 2 years. Weighted gains and losses for each plan year reflect interest at the applicable third segment rate. The resulting value shall not be more than 110% or less than 90% of market value.

Form of payment

100% of vested decrementing active participants are assumed to elect a straight life monthly annuity.

Provision for expenses

None – assume expenses paid by employer.

Other assumptions

Marital status at benefit commencement -- 75% married with female spouses 3 years younger than male spouses.

Top-Heavy status -- not top-heavy.

Current Code section 401(a)(17) compensation limitation -- $250,000.

Current Code section 415(b) annual benefit limitation -- $200,000.

Cost-of-Living escalation for Code section 401(a)(17) and 415(b) -- none.

Changes in assumptions from prior actuarial valuation

	Previous	Current
Minimum Funding Target Segment Rates	Three Segment Yield Curve (2.18%, 5.36% & 6.33%)	Three Segment Yield Curve (5.54%, 6.85% & 7.52%)

Reason: In recognition of interest rate environment as measured by methodology set forth in Code §430(h)(2) and IRS Notice 2012-55.

	Previous	Current
Unadjusted 24-Mo. Average Segment Rates (4 Month Lookback)	Three Segment Yield Curve (2.18%, 5.36% & 6.33%)	Three Segment Yield Curve (1.81%, 4.73% & 5.85%)

Reason: In recognition of interest rate environment as measured by methodology set forth in Code §430(h)(2).

Schedule H, Item 4j - Schedule of Reportable Transactions **Plan Year: 2012**
Plan Name: LifePoint Bell Memorial Non-Union Pension Plan **EIN/PN: 20-1538254 / 005**

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
Wells Fargo	Short Term Investment Fund	370,054	N/A	N/A	0	370,054	370,054	0
Wells Fargo	Short Term Investment Fund	N/A	568,836	N/A	0	568,836	568,836	0
Acadian	Emerging Mkts Portfolio Class - Inst #1260	353,023	N/A	N/A	0	353,023	353,023	0
Acadian	Emerging Mkts Portfolio Class - Inst #1260	N/A	64,948	N/A	0	66,082	64,948	(1,134)
Wells Fargo	S&P 500 Index Fund F	46,588	N/A	N/A	0	46,588	46,588	0
Wells Fargo	S&P 500 Index Fund F	N/A	1,361,476	N/A	0	1,253,417	1,361,476	108,059
Federated	Total Return Bond Fund #328	408,492	N/A	N/A	0	408,492	408,492	0
Mainstay	Large Cap Growth I Fund #1483	1,083	N/A	N/A	0	1,083	1,083	0
Mainstay	Large Cap Growth I Fund #1483	N/A	411,428	N/A	0	294,200	411,428	117,228
T Rowe Price	Equity Income Fund #71	269,338	N/A	N/A	0	269,338	269,338	0
T Rowe Price	Equity Income Fund #71	N/A	437,339	N/A	0	380,488	437,339	56,851
Wells Fargo	T Rowe Price Inst. Equity Inc. Mgd Cit F	427,114	N/A	N/A	0	427,114	427,114	0
Wells Fargo	T Rowe Price Inst. Equity Inc. Mgd Cit F	N/A	70,637	N/A	0	67,335	70,637	3,302
Wells Fargo	Core Bond Cit F	671,549	N/A	N/A	0	671,549	671,549	0
Wells Fargo	Core Bond Cit F	N/A	43,583	N/A	0	43,429	43,583	154
Wells Fargo	Janus Overseas Cit F	152,187	N/A	N/A	0	152,187	152,187	0
Wells Fargo	Janus Overseas Cit F	N/A	413,974	N/A	0	397,484	413,974	16,490

Basis of Valuation

This summary is not a Summary Plan Description or a plan document. You should not rely solely on this summary in making a determination of eligibility for the plan or its benefits.

Summary of provisions of the plan

Effective date and plan year

The plan was established effective November 1, 1959, with the latest plan restatement effective November 1, 2011. The plan year ends on each October 31, while the employer's fiscal year ends on each June 30.

Eligibility

Each employee is eligible to become a participant in the plan on the earlier of the November 1 or May 1 immediately following completion of at least 1,000 hours commencing with his date of employment and attainment of age 21. No employee shall become a participant in the plan on or after October 31, 2005.

Service

Service benefit purposes is credited according to the following schedule of calendar year hours, subject to certain break in service rules:

Hours of Service	Credited Service
1,000-1,199	0.6
1,200-1,399	0.7
1,400-1,599	0.8
1,600-1,799	0.9
1,800 or more	1.0

Effective October 31, 2005, no further benefit service will be credited.

Service credited for vesting purposes means the number of calendar years on or before December 31, 2011 in which the employee completes at least 1,000 hours of service plus the number of plan years on or after November 1, 2011 in which the employee completes at least 1,000 hours of service, subject to certain break in service rules.

Compensation

Compensation for plan purposes means W-2 compensation for a calendar year, including certain employee pre-tax contributions. If the employee has less than 1,800 hours of service, compensation shall be increased by a ratio of 1,800 and actual number of hours worked for such calendar year. A participant's annual compensation for plan purposes is limited as required under Code §401(a)(17).

Normal retirement

Condition

For participants whose date of hire is on or after June 1, 1985, the normal retirement date is the first day of the calendar month next following the later of the participant's 65th birthday and the completion of five years of plan participation. For participants whose date of hire is prior to June 1, 1985, the normal retirement date is the first day of the calendar month next following the participant's 65th birthday.

Benefit

The normal retirement benefit, 1/12th of which is payable monthly for the life of the participant, is equal to the sum of the following:

- 1.25% of average earnings multiplied by the participant's years of benefit service not in excess of 40 years, plus
- 0.50% of average earnings in excess of the current Covered Compensation for the participant, multiplied by the participant's years of benefit service not in excess of 40 years.

"Average earnings" is the average annual compensation of a participant for the five consecutive calendar years that produce the highest average.

"Covered Compensation" is the average of the taxable wage bases for the 35 years ending with the year the participant attains Social Security retirement age.

No further benefits will accrue under the plan after October 31, 2005.

Accrued benefit

The accrued benefit is the monthly benefit with payments beginning at normal retirement that has been earned due to compensation and benefit service as of any determination date. The accrued benefit is payable for the life of the participant and is computed in the same manner as for normal retirement, using the participant's average earnings and benefit service as of the date of determination, and Covered Compensation determined by assuming the current taxable wage base will remain constant for all future years. No further benefits will accrue under the plan after October 31, 2005.

Early retirement

Condition

A participant may retire early after he has attained age 55 and completed 10 years of service.

Benefit

The deferred benefit, to commence at the participant's normal retirement date, is equal to the participant's vested accrued benefit determined as of his early retirement date.

Upon written request to the retirement committee, the participant's benefit may commence at any time after his early retirement date. The accrued benefit is reduced 5/9 of 1% for each of the first 60 months and 5/18 of 1% for each of the next 60 months by which the participant's date of benefit commencement precedes the normal retirement date.

Late retirement

Condition

A participant may choose to postpone his retirement beyond his normal retirement date, in which event no benefit shall be payable until actual retirement.

Benefit

The participant's benefit, commencing on the first day of the month following his actual date of retirement, shall be the greater of the actuarial equivalent of the benefit the participant would have received at his normal retirement date, and the benefit computed using the participant's compensation and benefit service earned as of his actual retirement date.

Disability retirement

Condition

A participant must be eligible for permanent disability payments under the Federal Social Security Act and have completed 10 years of service.

Benefit

The disability retirement benefit, commencing the first day of the first month for which he is entitled to a disability benefit under the Federal Social Security Act, is computed as the participant's accrued benefit determined as of the participant's date of termination of employment due to disability without actuarial adjustment for early commencement.

Death before retirement

Condition

In the event of the death of a participant after becoming eligible for a vested benefit under the plan, and while either (i) actively employed by the employer, or (ii) on deferred vested status but prior to receiving any retirement benefits, a monthly survivorship benefit shall be payable to the participant's surviving spouse.

Benefit

The monthly benefit is payable on the first day of the calendar month following the participant's date of death or the earliest date the participant could have elected benefit payments to commence, whichever is later, and continuing for the lifetime of the surviving spouse. The benefit is determined as 50% of the benefit the spouse would have received if the participant had terminated employment the day before death (or on his actual date of termination if earlier), had lived to the benefit commencement date, and elected an immediate joint and 50% to survivor benefit.

Termination of employment

Condition

If a participant terminates his employment after completing 5 or more years of vesting service, he is entitled to a deferred vested benefit with payment commencing on his normal retirement date.

Benefit

The amount of the benefit is calculated as the product of a vesting percentage and the accrued benefit determined as of the participant's date of termination. The vesting percentage is determined from the following table.

Years of Vesting Service	Vesting Percentage
Less than 5	0%
5 or more	100

Each participant is considered 100% vested in their accrued benefit effective October 31, 2005.

Top-heavy status

If in any year the plan is determined to be top heavy, the following provisions will take effect:

- A minimum accrued benefit will be determined for each participant equal to 2% of the average earnings, multiplied by the participant's years of service during which the plan is top heavy, limited to 10 such years.

- Participants will become vested in their accrued benefits according to the following schedule:

Years of Vesting Service	Vesting Percentage
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

Optional modes of benefit payments

Subject to the applicable plan conditions, a participant may select an optional method of benefit payment, in lieu of the prescribed life income, which is actuarially equivalent thereto. The purpose of the optional method is to permit the guarantee of retirement income payments for a different period of time (i.e., 10 or 15 years or life income only) or to provide a continued life income to a surviving beneficiary after the death of the participant (for example, 50%, 75% or 100% of the participant's actuarially reduced retirement income from the plan). However, if no option is elected and the participant is married at the date the benefit commences, the monthly benefit will automatically be paid in the form of a 50% joint and survivor annuity.

If the actuarial equivalent single sum amount due a terminated participant is less than $1,000, such amount shall be distributed to the participant in lieu of any other benefits under the plan. If the actuarial equivalent single sum amount due to a terminated participant is more than $1,000, but less than $5,000, the participant shall have the option to elect such amount to be distributed in lieu of any other benefits under the plan.

Actuarial equivalence

Actuarial equivalence is based on the UP-84 Mortality and 6% interest. For purposes of determining single sum benefits, such benefit shall not be less than the amount based on the mortality and interest rates, as defined under Code Section 417(e)(3), in effect for the month of September preceding the first day of the plan year in which the benefit is to be paid.

Contributions to the plan

The employer contributes actuarially determined amounts to finance the plan benefits. No contributions by participating employees are required.

Investment of plan funds

The assets of the pension plan will be invested by the trustee in accordance with the terms of the trust agreement.

677501 RF12

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 11/01/2012 and ending 10/31/2013

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan

LIFEPOINT BELL MEMORIAL NON-UNION PENSION PLAN

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

LIFEPOINT HOSPITALS, INC.

D Employer Identification Number (EIN)

20-1538254

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [X] 101-500 [ ] More than 500

Part I Basic Information

1 Enter the valuation date: Month 11 Day 1 Year 2012

2 Assets:

a Market value	**2a**	8,240,985
b Actuarial value	**2b**	8,101,983

3 Funding target/participant count breakdown:

		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	**3a**	67	3,058,248
b For terminated vested participants	**3b**	105	2,681,596
c For active participants:			
(1) Non-vested benefits	**3c(1)**		104,417
(2) Vested benefits	**3c(2)**		2,708,570
(3) Total active	**3c(3)**	65	2,812,987
d Total	**3d**	237	8,552,831

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]

a Funding target disregarding prescribed at-risk assumptions	**4a**	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	**4b**	
5 Effective interest rate	**5**	7.04 %
6 Target normal cost	**6**	0

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE WJW — Signature of actuary

7/29/2014 — Date

WESLEY J. WICKENHEISER, FSA,EA,MAAA — Type or print name of actuary

14-06598 — Most recent enrollment number

BPS&M, LLC — Firm name

(502) 244-7828 — Telephone number (including area code)

11807 BRINLEY AVENUE, SUITE 101

LOUISVILLE KY 40243-1090 — Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of Year Carryover Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 9.61 %		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of 5.66 % except as otherwise provided (see instructions)		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages

14	Funding target attainment percentage	14	94.72 %
15	Adjusted funding target attainment percentage	15	94.72 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	74.25 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
02/14/2013	41,650				
05/15/2013	97,971				
		Totals ▶ 18(b)	139,621	18(c)	0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	135,317

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
5.54 %	6.85 %	7.52 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	61

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes	☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes	☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes	☐ No

27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	**28**	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	**29**	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	**30**	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	0
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	450,848	113,667
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	113,667

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35)	**36**	113,667
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	135,317

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	**38a**	21,650
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected ☒ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☒ 2011

42 Amount of acceleration adjustment	**42**	0
43 Excess installment acceleration amount to be carried over to future plan years	**43**	0

Schedule H, Item 4i - Schedule of Assets (Acquired and Disposed of Within Year)
Plan Name: LifePoint Bell Memorial Non-Union Pension Plan

Plan Year: 2012
EIN/PN: 20-1538254 / 005

(a) Identity of issue, borrower, lessor, or similar party	(b) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(c) Cost of Acquisitions	(d) Proceeds of Dispositions
None			

Schedule H, Item 4i - Schedule of Assets (Held at End of Year)
Plan Name: LifePoint Bell Memorial Non-Union Pension Plan

Plan Year: 2012
EIN/PN: 20-1538254 / 005

(a)	(b) Identity of issue, borrowe lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Wells Fargo	Short Term Investment Fund	231,708	231,708
*	Wells Fargo	174,872.349 shares, Core Bond Cit F	1,743,107	1,735,888
*	Wells Fargo	21,181.299 shares, Growth Cit Class F	211,813	265,717
*	Wells Fargo	26,768.563 shares, MFS Value Cit F #1685	302,163	382,244
*	Wells Fargo	32,415.445 shares, Multi-Manager Small Cap Cit F #1686	378,411	464,296
*	Wells Fargo	46,276.650 shares, Thornburg International Cit F #1688	495,162	559,957
*	Wells Fargo	35,977.969 shares, T Rowe Price Inst. Equity Income Managed Cit F	359,780	384,216
*	Wells Fargo	36,088.050 shares, T Rowe Price Inst. Large Cap Grwth Managed Cit F	401,003	541,534
*	Wells Fargo	60,291.679 shares, Blackrock S&P Midcap Index Cit F	604,635	800,975
*	Wells Fargo	92,837.103 shares, Blackrock S&P 500 Index Cit F	958,724	1,198,174
	Acadian	14,858.611 shares, Emerging Markets Portfolio Class - Inst #1260	286,942	284,542
	Delaware	11,324.398 shares, US Growth Fund - Inst. Class #104	246,079	263,972
	Harbor	7,935.791 shares, International Fund Class Institutional #2011	487,898	561,775
	Federated	94,191.722 shares, Total Return Bond Fund Institutional Shares #328	1,079,513	1,041,760
	Metropolitan West Funds	64,827.330 shares, Total Return Bond Fund Class I #512	708,278	694,301

Shortfall amortization charge

Amortization Charge Bases

Description	Year Established	Original Amount	Period Remaining	Current Balance	Minimum Payment
Shortfall Amortization Base	2009	$ 1,049,875	4	$ 654,722	$ 177,147
Shortfall Amortization Base	2010	1,057,345	5	787,696	174,969
Shortfall Amortization Base	2011	702,573	2+7 Schedule	647,644	39,766
Total Charges				$ 2,090,062	$ 391,882

Amortization Credit Bases

Description	Year Established	Original Amount	Period Remaining	Current Balance	Minimum Payment
Shortfall Amortization Base	2012	$ 1,639,214	7	$ 1,639,214	$ 278,215
Total Credits				$ 1,639,214	$ 278,215
Total Shortfall Amortization Charge				**$ 450,848**	**$ 113,667**

Discounted Employer Contributions

Effective Interest Rate
7.04%

Date of Contribution	Contribution	Days Adjusted	Adjusted Contribution
2/14/2013	41,650.00	105	40,842.79
5/15/2013	97,971.00	195	94,474.07
	139,621.00		135,316.86

Weighted Average Retirement Age

(1) Age	(2) Rate of Retirement	(3) Retirees	(4) (1) * (3)
55	10.50%	10.5000	577.50
56	5.00%	4.4750	250.60
57	5.00%	4.2513	242.32
58	5.00%	4.0387	234.24
59	5.00%	3.8368	226.37
60	15.00%	10.9347	656.08
61	15.00%	9.2945	566.96
62	25.00%	13.1673	816.37
63	20.00%	7.9003	497.72
64	20.00%	6.3203	404.50
65	100.00%	25.2811	1,643.27
Sum of Column 4		=	6,115.95
			÷ 100
Weighted Normal Retirement Age			61.16