

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 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 2016 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>			
A	This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)	
	☒ a single-employer plan ☐ a DFE (specify) ____		
B	This return/report is:	☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)	
C	If the plan is a collectively-bargained plan, check here. ☐		
D	Check box if filing under:	☒ Form 5558 ☐ special extension (enter description)	☐ automatic extension ☐ the DFVC program

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>TRIHEALTH 401(K) RETIREMENT SAVINGS PLAN</u>	1b	Three-digit plan number (PN) ► <u>004</u>
		1c	Effective date of plan <u>01/01/2011</u>
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>TRIHEALTH, INC</u> <u>619 OAK STREET</u> <u>CINCINNATI, OH 45206</u>	2b	Employer Identification Number (EIN) <u>31-1438846</u>
		2c	Plan Sponsor's telephone number <u>513-569-6262</u>
		2d	Business code (see instructions) <u>622000</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/16/2017	BRIAN KRAUSE
	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)			Preparer's telephone number

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2016)
v. 160205

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 13483
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year..... a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 9819 6a(2) 9612 6b 965 6c 2370 6d 12947 6e 13 6f 12960 6g 12023 6h 990
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 3H b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2016 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning **01/01/2016** and ending **12/31/2016**

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

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

(a) Name of insurance carrier
METROPOLITAN LIFE OF CT

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-0566090	87726	1013335-04	806	01/01/2016	12/31/2016

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

(a) Total amount of commissions paid 64936	(b) Total amount of fees paid 0
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3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
METLIFE SECURITIES INC. <div style="text-align: right;">1095 AVENUE OF THE AMERICAS NEW YORK, NY 10036</div>

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
42869			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
MSI FINANCIAL SERVICES INC. <div style="text-align: right;">1295 STATE STREET SPRINGFIELD, MA 01111</div>

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
13446			3

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

MML INVESTORS SERVICES

1295 STATE STREET
SPRINGFIELD, MA 01111

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
8621			3

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end **4** 34203599**5** Current value of plan's interest under this contract in separate accounts at year end..... **5****6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount **6d**
Specify nature of costs ▶**e** Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP ANNUITY CONTRACT**b** Balance at the end of the previous year **7b** 33027256**c** Additions: (1) Contributions deposited during the year **7c(1)** 7326915
(2) Dividends and credits..... **7c(2)** 0
(3) Interest credited during the year..... **7c(3)** 880802
(4) Transferred from separate account **7c(4)** 2006862
(5) Other (specify below) **7c(5)** 249619

▶ LOAN PAYMENTS

(6) Total additions **7c(6)** 10464198**d** Total of balance and additions (add lines **7b** and **7c(6)**). **7d** 43491454**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)** 7173964
(2) Administration charge made by carrier..... **7e(2)** -64994
(3) Transferred to separate account..... **7e(3)** 2178885
(4) Other (specify below) **7e(4)** 0

▶

(5) Total deductions **7e(5)** 9287855**f** Balance at the end of the current year (subtract line **7e(5)** from line **7d**)..... **7f** 34203599

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount. Specify nature of costs.	10b	

Part IV Provision of Information

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

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

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2016
		This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

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

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a

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

☐ Yes ☒ No
- b

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

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

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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)

AON CONSULTING INC DBA HEWITT ASSOC

1100 REYNOLDS BLVD 4TH FL
WINSTON SALEM NC
WINSTON SALEM, NC 27105

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13	CONTRACT ADMIN	636290	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

NEPC LLC

BOX 4110
DEPARTMENT 3570
WOBURN, MA 01888-4110

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16 27	CONSULTING	108700	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

METLIFE LIFE INSURANCE COMPANY

11225 NORTH COMMUNITY HOUSE ROAD
CHARLOTTE, NC 28277

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64	RECORDKEEPER	41400	Yes ☒ No ☐	Yes ☒ No ☐	0	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)

ADAMS ADDRESSING ASSOCIATES

39 FARINELLA DR
EAST HANOVER NJ
EAST HANOVER, NJ 07936

(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?
27	INVESTMENT ADVISOR	14594	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
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <small>Internal Revenue Service</small> <small>Department of Labor</small> <small>Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>		
A Name of plan <u>TRIHEALTH 401(K) RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TRIHEALTH, INC</u>	D Employer Identification Number (EIN) <u>31-1438846</u>	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property).....	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans.....	1c(8)	1762010	2624419
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities.....	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	222076867	301561580
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	33027257	34203599
(15) Other	1c(15)	353353	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	257219487	338389598

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	257219487	338389598
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	38058644	
(B) Participants	2a(1)(B)	42842800	
(C) Others (including rollovers)	2a(1)(C)	14161569	
(2) Noncash contributions	2a(2)	0	95063013
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	93813	
(F) Other	2b(1)(F)	889986	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		983799
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	9928225	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		9928225
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		10046642
c Other income.....	2c		430988
d Total income. Add all income amounts in column (b) and enter total.....	2d		116452667

Expenses**e** Benefit payment and payments to provide benefits:

(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	35118213	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		35118213
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	164343	
(3) Investment advisory and management fees.....	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		164343
j Total expenses. Add all expense amounts in column (b) and enter total	2j		35282556

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		81170111
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: E & Y

(2) EIN: 34-6565596

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	
o Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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

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

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

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year (See instructions.)

Part V Trust Information

6a Name of trust	6b Trust's EIN
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

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 sections 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 2016 This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

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

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>20-3691658</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

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

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

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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2016
v. 160205

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
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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): _____	

Part VII	IRS Compliance Questions
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20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No
22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter / / and the serial number .	
22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter / / .	

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE

TriHealth 401(k) Retirement Savings Plan
December 31, 2016 and 2015, and
Year Ended December 31, 2016
With Report of Independent Auditors

Ernst & Young LLP



Building a better
working world

TriHealth 401(k) Retirement Savings Plan
Financial Statements and Supplemental Schedule

December 31, 2016 and 2015, and
Year Ended December 31, 2016

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Report of Independent Auditors

The Retirement Plan Committee
TriHealth, Inc.

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the TriHealth 401(k) Retirement Savings Plan, which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the year ended December 31, 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified investment information described in Note 3, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the entity that certified the investment information meets the requirements of 29 CFR 2520.103-8. The plan administrator has obtained certifications as of December 31, 2016 and 2015, and for the year ended December 31, 2016, stating that the investment information provided to the plan administrator is complete and accurate.

Disclaimer of Opinion on Financial Statements

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

Disclaimer of Opinion on Supplemental Schedule

The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2016, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

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

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

Ernst & Young LLP

October 16, 2017

TriHealth 401(k) Retirement Savings Plan

Statements of Net Assets Available for Benefits

	December 31	
	2016	2015
Assets		
Mutual funds	\$ 335,545,847	\$ 254,909,577
Forfeiture asset holding	219,332	547,899
Receivables:		
Notes receivable from participants	2,624,419	1,762,010
Contribution receivable from employer	22,392,813	20,313,952
Net assets available for benefits	<u>\$ 360,782,411</u>	<u>\$ 277,533,438</u>

See accompanying notes.

TriHealth 401(k) Retirement Savings Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2016

Additions

Investment income:

Net appreciation in fair value of mutual funds	\$ 10,046,642
Interest and dividend income	10,912,024
Other income	<u>430,989</u>
Total investment income	21,389,655

Contributions:

Participant contributions	42,842,800
Employer contribution	40,137,505
Participant rollovers	<u>9,606,626</u>
Total contributions	<u>92,586,931</u>
Total additions	113,976,586

Transfers

Assets transferred from other plan	4,554,943
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Deductions

Benefit payments	35,118,213
Administrative expense	<u>164,343</u>
Total deductions	<u>35,282,556</u>

Net increase in net assets available for benefits	83,248,973
Net assets available for benefits, beginning of year	<u>277,533,438</u>
Net assets available for benefits, end of year	<u><u>\$ 360,782,411</u></u>

See accompanying notes.

TriHealth 401(k) Retirement Savings Plan

Notes to Financial Statements

December 31, 2016

1. Description of the Plan

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

General

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

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

Effective January 1, 2015, the Plan was amended and restated, to which the key changes in the plan provisions have been included within.

Contributions

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

TriHealth 401(k) Retirement Savings Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

For the year ended December 31, 2016, participants may elect to contribute from 1% to 80% of their pretax or after-tax income to the Plan, subject to maximum dollar contribution limits (\$18,000 in 2016, adjusted for cost-of-living increases in years beyond).

If a participant does not enroll herself or himself in the Plan, there is an automatic enrollment. In the case of an automatic enrollment, 3% of a participant's compensation will be deferred. A participant must submit an election with the third-party administrator if he or she does not wish to participate in the Plan. For the year ended December 31, 2016, the automatic enrollment contribution is 3% of a participant's contribution, with an increase of 1% annually up to 10%.

Effective January 1, 2015, for each payroll period, the Companies will make a safe harbor contribution on behalf of each participant who makes a salary deferral contribution, a Roth deferral contribution, or a catch-up deferral contribution for the plan year. The Companies will match 100% of the first 1% of each eligible participant's deferred contribution and 50% of the next 5% of each eligible participant's deferred contribution. The aggregate amount of the safe harbor contributions made by the Companies shall not exceed 3.5%.

The Companies will make an annual contribution to eligible participants based on a formula ranging from 1.5% to 3.5% of their annual compensation. In addition, the Company will make an additional annual contribution to any participant who has pay in excess of the Social Security Wage base. The Company will make a supplemental contribution of 2% of annual compensation for all eligible participants. Through 2019, the Company will make a transition credit in the amount of 1.5% of annual compensation to any eligible participant whose age and years of service is greater than or equal to 60. In order to be eligible for an annual, supplemental, or transition contribution, the participant must have completed at least 1,000 hours of service.

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

Investment Options

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

TriHealth 401(k) Retirement Savings Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Participant Accounts

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

Vesting

Participants are immediately vested in their salary deferral account contributions, Roth deferral account contributions, and rollover account contributions. Participants who terminate employment for reasons other than retirement, disability, or death (who are fully vested) are eligible to receive a vested portion of their matching and Companies' accounts according to the following schedule effective January 1, 2015:

<u>Years of Vesting Service</u>	<u>Vested Percentage of Companies' Account</u>
Less than two years	—%
Two years or more	100

Prior to January 1, 2015, active employees were vested at 0% with less than three years of service, and fully vested in employer contributions with three years or more of service.

Forfeitures

Forfeitures represent the non-vested portions of participant account balances upon termination. Forfeited balances of terminated participants' non-vested accounts are used to reduce future contributions by the Companies. During the year ended December 31, 2016, no forfeitures were applied to reduce future contributions of the Companies. As of December 31, 2016 and 2015, forfeitures of \$219,332 and \$547,899, respectively, were available for application against future contributions of the Companies or plan administrative expenses.

TriHealth 401(k) Retirement Savings Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Participant Loans

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

Interest will be charged at 1% over the prime interest rate in effect when the loan is processed. Loans normally will be repaid through payroll deduction. Generally, the term of a loan may not exceed five years; however, if the loan is for the purchase of a primary residence, the Committee may permit a longer repayment period at its discretion. Participant loans outstanding total \$2,624,419 and \$1,762,010 at December 31, 2016 and 2015, respectively.

Notes Receivable From Participants

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2016 or 2015. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits

Participants become eligible for benefit payments upon retirement, termination of employment, disability, or death, at which time benefits are distributed in a single sum equal to their vested balance.

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

TriHealth 401(k) Retirement Savings Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

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

Administrative Expenses

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

Plan Termination

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

2. Summary of Significant Accounting Policies

Basis of Accounting

The significant accounting policies followed in the preparation of the financial statements, which have been prepared on the accrual basis of accounting, are as follows.

Payment of Benefits

Benefits are recorded when paid.

Use of Estimates

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

TriHealth 401(k) Retirement Savings Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Assets Transferred From Other Plan

Queen City Physicians was acquired by TriHealth, Inc. in 2015. Certain participants accounts of former employees held under the TriHealth Q, LLC 401(k) Retirement Savings Plan were transferred to the Plan effective January 1, 2016. The net assets transferred to the Plan are reflected on the statement of changes in net assets available for benefits as assets transferred from other plan.

Investment Valuation and Income Recognition

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

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

- Level 1 – Fair value is based on unadjusted quoted prices for identical assets or liabilities in an active market that the Plan has the ability to access at the measurement date.
- Level 2 – Fair value is based on quoted prices in markets that are not active, quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.
- Level 3 – Fair value is based on prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable. These inputs reflect management's judgment about the assumptions that a market participant would use in pricing the investment and are based on the best available information, some of which may be internally developed.

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

TriHealth 401(k) Retirement Savings Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

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

New Accounting Pronouncements

In August 2014, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) 2014-15, *Presentation of Financial Statements – Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern*. ASU 2014-15 defines management's responsibility to evaluate whether there is substantial doubt about an organization's ability to continue as a going concern and to provide related footnote disclosures. In connection with preparing financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about an organization's ability to continue as a going concern within one year after the date that the financial statements are issued. ASU 2014-15 is effective for fiscal years ending after December 15, 2016. Management has performed this assessment as of the date these financial statements were available to be issued and no going concern uncertainties were identified.

3. Investments

Management is responsible for determining the Plan's valuation policies and analyzing information provided by the investment custodians and issuers that is used to determine the fair value of the Plan's investments. Management reports to the Audit Committee of the Company. All investment information for the Plan disclosed in the accompanying financial statements and supplemental schedule, including investments held and notes receivable from participants at December 31, 2016 and 2015, and net appreciation in fair value of mutual funds, and interest and dividend income for the year ended December 31, 2016, was obtained or derived from information provided to the Company and certified as complete and accurate by the Trustee of the Plan.

TriHealth 401(k) Retirement Savings Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements

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

	Level 1	Level 2	Level 3	Total
December 31, 2016				
Mutual fund	\$ 335,545,847	\$ –	\$ –	\$ 335,545,847
Total mutual funds at fair value	<u>\$ 335,545,847</u>	<u>\$ –</u>	<u>\$ –</u>	<u>\$ 335,545,847</u>
December 31, 2015				
Mutual funds	\$ 254,909,577	\$ –	\$ –	\$ 254,909,577
Total mutual funds at fair value	<u>\$ 254,909,577</u>	<u>\$ –</u>	<u>\$ –</u>	<u>\$ 254,909,577</u>

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

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

5. Reconciliation of Financial Statements to the Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2016, to the Form 5500:

Net assets available for benefits per the financial statements	\$ 360,782,411
Less contribution receivable from employer at December 31, 2016	<u>(22,392,813)</u>
Net assets available for benefits per the Form 5500	<u>\$ 338,389,598</u>

TriHealth 401(k) Retirement Savings Plan

Notes to Financial Statements (continued)

5. Reconciliation of Financial Statements to the Form 5500 (continued)

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2015, to the Form 5500:

Net assets available for benefits per the financial statements	\$ 277,533,438
Less contribution receivable from employer at December 31, 2015	(20,313,952)
Net assets available for benefits per the Form 5500	<u>\$ 257,219,486</u>

The following is a reconciliation of total additions per the financial statements to total net income per the Form 5500 for the year ended December 31, 2016:

Total net income per the financial statements	\$ 83,248,973
Add contribution receivable from employer at December 31, 2015	20,313,952
Less contribution receivable from employer at December 31, 2016	(22,392,813)
Total net income per the Form 5500	<u>\$ 81,170,111</u>

6. Risks and Uncertainties

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

7. Related-Party and Party-in-Interest Transactions

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

TriHealth 401(k) Retirement Savings Plan

Notes to Financial Statements (continued)

8. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service (IRS) dated February 10, 2017, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and therefore, believes the Plan, is qualified and the related trust is tax-exempt. In addition, the plan administrator has indicated that it will take the necessary steps, if any, to bring the Plan's operations into compliance with the Code.

Accounting principles generally accepted in the United States require 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. Plan management has analyzed the tax positions taken by the Plan, and has concluded that there are no uncertain positions taken or expected to be taken. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

9. Subsequent Events

Management evaluated subsequent events for the Plan through October 16, 2017, the date the accompanying financial statements were available to be issued.

Effective January 3, 2017, the Company changed both its trustee MetLife Fiduciary Trust Company and record-keeper MetLife Resources Participant Services to Empower.

Supplemental Schedule

TriHealth 401(k) Retirement Savings Plan

EIN 31-1438846; Plan #004

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

December 31, 2016

Identity of Issue, Borrower, Lessor, or Similar Party and Description of Investment	Cost	Current Value
Mutual funds:		
American Funds EuroPacific Growth Fd R5	**	\$ 12,985,842
Columbia Dividend Income R4	**	9,706,533
Diamond Hill Small-Mid Cap Y	**	10,890,412
Dodge & Cox Stock Fund	**	3,787,799
* GTS Fixed Account (Liquid)	**	9,545,677
* GTS Fixed Account (Transfer)	**	24,440,336
Hartford Total Return Bond Y	**	7,680,218
HSBC Opportunity I	**	7,901,168
Janus Balanced Fund T	**	8,337,653
Neuberger Berman Socially Resp Inst	**	1,337,810
Templeton Global Total Return R6	**	2,707,703
T. Rowe Price Blue Chip Growth	**	13,518,856
T. Rowe Price Retirement 2005 Advisor	**	433,457
T. Rowe Price Retirement 2010 Advisor	**	2,444,533
T. Rowe Price Retirement 2015 Advisor	**	30,218,658
T. Rowe Price Retirement 2020 Advisor	**	24,704,033
T. Rowe Price Retirement 2025 Advisor	**	15,104,216
T. Rowe Price Retirement 2030 Advisor	**	12,762,098
T. Rowe Price Retirement 2035 Advisor	**	12,177,165
T. Rowe Price Retirement 2040 Advisor	**	35,081,067
T. Rowe Price Retirement 2045 Advisor	**	21,802,626
T. Rowe Price Retirement 2050 Advisor	**	16,580,092
T. Rowe Price Retirement 2055 Advisor	**	6,784,471
Vanguard Extended Market IDX ADM	**	5,464,222
Vanguard FTSE All-Sld EX-US IDX Admiral	**	2,510,719
Vanguard Institutional Index Fund	**	24,803,698
Vanguard SHRT-TERM INFL-PROT SEC IDX ADM	**	2,145,283
Vanguard Total Bond Market Index Inst	**	6,061,798
Vanguard Treasury Money Market	**	3,627,704
		<u>335,545,847</u>
* Notes receivable from participants	Varying maturity dates, with 4.25% annual interest rate	2,624,419
		<u><u>\$ 338,170,266</u></u>

* Parties in interest

** Participant-directed investment, cost not required

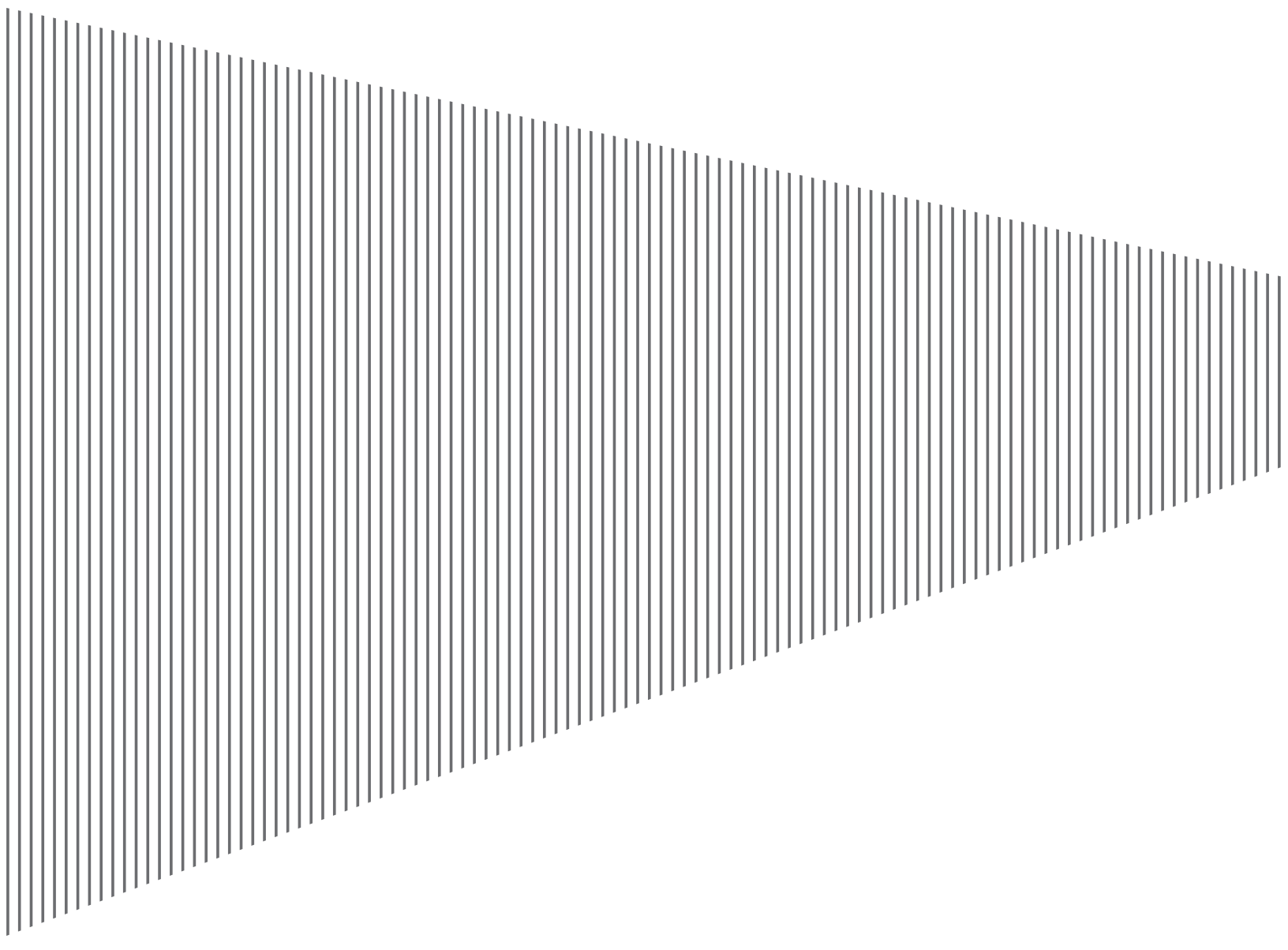
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FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE

TriHealth 401(k) Retirement Savings Plan
December 31, 2016 and 2015, and
Year Ended December 31, 2016
With Report of Independent Auditors

Ernst & Young LLP



Building a better
working world

TriHealth 401(k) Retirement Savings Plan
Financial Statements and Supplemental Schedule

December 31, 2016 and 2015, and
Year Ended December 31, 2016

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Report of Independent Auditors

The Retirement Plan Committee
TriHealth, Inc.

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the TriHealth 401(k) Retirement Savings Plan, which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the year ended December 31, 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified investment information described in Note 3, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the entity that certified the investment information meets the requirements of 29 CFR 2520.103-8. The plan administrator has obtained certifications as of December 31, 2016 and 2015, and for the year ended December 31, 2016, stating that the investment information provided to the plan administrator is complete and accurate.

Disclaimer of Opinion on Financial Statements

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

Disclaimer of Opinion on Supplemental Schedule

The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2016, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

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

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

Ernst & Young LLP

October 16, 2017

TriHealth 401(k) Retirement Savings Plan

Statements of Net Assets Available for Benefits

	December 31	
	2016	2015
Assets		
Mutual funds	\$ 335,545,847	\$ 254,909,577
Forfeiture asset holding	219,332	547,899
Receivables:		
Notes receivable from participants	2,624,419	1,762,010
Contribution receivable from employer	22,392,813	20,313,952
Net assets available for benefits	<u>\$ 360,782,411</u>	<u>\$ 277,533,438</u>

See accompanying notes.

TriHealth 401(k) Retirement Savings Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2016

Additions

Investment income:

Net appreciation in fair value of mutual funds	\$ 10,046,642
Interest and dividend income	10,912,024
Other income	<u>430,989</u>
Total investment income	21,389,655

Contributions:

Participant contributions	42,842,800
Employer contribution	40,137,505
Participant rollovers	<u>9,606,626</u>
Total contributions	<u>92,586,931</u>
Total additions	113,976,586

Transfers

Assets transferred from other plan	4,554,943
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Deductions

Benefit payments	35,118,213
Administrative expense	<u>164,343</u>
Total deductions	<u>35,282,556</u>

Net increase in net assets available for benefits	83,248,973
Net assets available for benefits, beginning of year	<u>277,533,438</u>
Net assets available for benefits, end of year	<u><u>\$ 360,782,411</u></u>

See accompanying notes.

TriHealth 401(k) Retirement Savings Plan

Notes to Financial Statements

December 31, 2016

1. Description of the Plan

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

General

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

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

Effective January 1, 2015, the Plan was amended and restated, to which the key changes in the plan provisions have been included within.

Contributions

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

TriHealth 401(k) Retirement Savings Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

For the year ended December 31, 2016, participants may elect to contribute from 1% to 80% of their pretax or after-tax income to the Plan, subject to maximum dollar contribution limits (\$18,000 in 2016, adjusted for cost-of-living increases in years beyond).

If a participant does not enroll herself or himself in the Plan, there is an automatic enrollment. In the case of an automatic enrollment, 3% of a participant's compensation will be deferred. A participant must submit an election with the third-party administrator if he or she does not wish to participate in the Plan. For the year ended December 31, 2016, the automatic enrollment contribution is 3% of a participant's contribution, with an increase of 1% annually up to 10%.

Effective January 1, 2015, for each payroll period, the Companies will make a safe harbor contribution on behalf of each participant who makes a salary deferral contribution, a Roth deferral contribution, or a catch-up deferral contribution for the plan year. The Companies will match 100% of the first 1% of each eligible participant's deferred contribution and 50% of the next 5% of each eligible participant's deferred contribution. The aggregate amount of the safe harbor contributions made by the Companies shall not exceed 3.5%.

The Companies will make an annual contribution to eligible participants based on a formula ranging from 1.5% to 3.5% of their annual compensation. In addition, the Company will make an additional annual contribution to any participant who has pay in excess of the Social Security Wage base. The Company will make a supplemental contribution of 2% of annual compensation for all eligible participants. Through 2019, the Company will make a transition credit in the amount of 1.5% of annual compensation to any eligible participant whose age and years of service is greater than or equal to 60. In order to be eligible for an annual, supplemental, or transition contribution, the participant must have completed at least 1,000 hours of service.

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

Investment Options

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

TriHealth 401(k) Retirement Savings Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Participant Accounts

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

Vesting

Participants are immediately vested in their salary deferral account contributions, Roth deferral account contributions, and rollover account contributions. Participants who terminate employment for reasons other than retirement, disability, or death (who are fully vested) are eligible to receive a vested portion of their matching and Companies' accounts according to the following schedule effective January 1, 2015:

<u>Years of Vesting Service</u>	<u>Vested Percentage of Companies' Account</u>
Less than two years	—%
Two years or more	100

Prior to January 1, 2015, active employees were vested at 0% with less than three years of service, and fully vested in employer contributions with three years or more of service.

Forfeitures

Forfeitures represent the non-vested portions of participant account balances upon termination. Forfeited balances of terminated participants' non-vested accounts are used to reduce future contributions by the Companies. During the year ended December 31, 2016, no forfeitures were applied to reduce future contributions of the Companies. As of December 31, 2016 and 2015, forfeitures of \$219,332 and \$547,899, respectively, were available for application against future contributions of the Companies or plan administrative expenses.

TriHealth 401(k) Retirement Savings Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Participant Loans

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

Interest will be charged at 1% over the prime interest rate in effect when the loan is processed. Loans normally will be repaid through payroll deduction. Generally, the term of a loan may not exceed five years; however, if the loan is for the purchase of a primary residence, the Committee may permit a longer repayment period at its discretion. Participant loans outstanding total \$2,624,419 and \$1,762,010 at December 31, 2016 and 2015, respectively.

Notes Receivable From Participants

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2016 or 2015. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits

Participants become eligible for benefit payments upon retirement, termination of employment, disability, or death, at which time benefits are distributed in a single sum equal to their vested balance.

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

TriHealth 401(k) Retirement Savings Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

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

Administrative Expenses

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

Plan Termination

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

2. Summary of Significant Accounting Policies

Basis of Accounting

The significant accounting policies followed in the preparation of the financial statements, which have been prepared on the accrual basis of accounting, are as follows.

Payment of Benefits

Benefits are recorded when paid.

Use of Estimates

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

TriHealth 401(k) Retirement Savings Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Assets Transferred From Other Plan

Queen City Physicians was acquired by TriHealth, Inc. in 2015. Certain participants accounts of former employees held under the TriHealth Q, LLC 401(k) Retirement Savings Plan were transferred to the Plan effective January 1, 2016. The net assets transferred to the Plan are reflected on the statement of changes in net assets available for benefits as assets transferred from other plan.

Investment Valuation and Income Recognition

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

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

- Level 1 – Fair value is based on unadjusted quoted prices for identical assets or liabilities in an active market that the Plan has the ability to access at the measurement date.
- Level 2 – Fair value is based on quoted prices in markets that are not active, quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.
- Level 3 – Fair value is based on prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable. These inputs reflect management's judgment about the assumptions that a market participant would use in pricing the investment and are based on the best available information, some of which may be internally developed.

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

TriHealth 401(k) Retirement Savings Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

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

New Accounting Pronouncements

In August 2014, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) 2014-15, *Presentation of Financial Statements – Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern*. ASU 2014-15 defines management's responsibility to evaluate whether there is substantial doubt about an organization's ability to continue as a going concern and to provide related footnote disclosures. In connection with preparing financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about an organization's ability to continue as a going concern within one year after the date that the financial statements are issued. ASU 2014-15 is effective for fiscal years ending after December 15, 2016. Management has performed this assessment as of the date these financial statements were available to be issued and no going concern uncertainties were identified.

3. Investments

Management is responsible for determining the Plan's valuation policies and analyzing information provided by the investment custodians and issuers that is used to determine the fair value of the Plan's investments. Management reports to the Audit Committee of the Company. All investment information for the Plan disclosed in the accompanying financial statements and supplemental schedule, including investments held and notes receivable from participants at December 31, 2016 and 2015, and net appreciation in fair value of mutual funds, and interest and dividend income for the year ended December 31, 2016, was obtained or derived from information provided to the Company and certified as complete and accurate by the Trustee of the Plan.

TriHealth 401(k) Retirement Savings Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements

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

	Level 1	Level 2	Level 3	Total
December 31, 2016				
Mutual fund	\$ 335,545,847	\$ –	\$ –	\$ 335,545,847
Total mutual funds at fair value	<u>\$ 335,545,847</u>	<u>\$ –</u>	<u>\$ –</u>	<u>\$ 335,545,847</u>
December 31, 2015				
Mutual funds	\$ 254,909,577	\$ –	\$ –	\$ 254,909,577
Total mutual funds at fair value	<u>\$ 254,909,577</u>	<u>\$ –</u>	<u>\$ –</u>	<u>\$ 254,909,577</u>

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

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

5. Reconciliation of Financial Statements to the Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2016, to the Form 5500:

Net assets available for benefits per the financial statements	\$ 360,782,411
Less contribution receivable from employer at December 31, 2016	(22,392,813)
Net assets available for benefits per the Form 5500	<u>\$ 338,389,598</u>

TriHealth 401(k) Retirement Savings Plan

Notes to Financial Statements (continued)

5. Reconciliation of Financial Statements to the Form 5500 (continued)

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2015, to the Form 5500:

Net assets available for benefits per the financial statements	\$ 277,533,438
Less contribution receivable from employer at December 31, 2015	(20,313,952)
Net assets available for benefits per the Form 5500	<u>\$ 257,219,486</u>

The following is a reconciliation of total additions per the financial statements to total net income per the Form 5500 for the year ended December 31, 2016:

Total net income per the financial statements	\$ 83,248,973
Add contribution receivable from employer at December 31, 2015	20,313,952
Less contribution receivable from employer at December 31, 2016	(22,392,813)
Total net income per the Form 5500	<u>\$ 81,170,111</u>

6. Risks and Uncertainties

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

7. Related-Party and Party-in-Interest Transactions

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

TriHealth 401(k) Retirement Savings Plan

Notes to Financial Statements (continued)

8. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service (IRS) dated February 10, 2017, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and therefore, believes the Plan, is qualified and the related trust is tax-exempt. In addition, the plan administrator has indicated that it will take the necessary steps, if any, to bring the Plan's operations into compliance with the Code.

Accounting principles generally accepted in the United States require 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. Plan management has analyzed the tax positions taken by the Plan, and has concluded that there are no uncertain positions taken or expected to be taken. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

9. Subsequent Events

Management evaluated subsequent events for the Plan through October 16, 2017, the date the accompanying financial statements were available to be issued.

Effective January 3, 2017, the Company changed both its trustee MetLife Fiduciary Trust Company and record-keeper MetLife Resources Participant Services to Empower.

Supplemental Schedule

TriHealth 401(k) Retirement Savings Plan

EIN 31-1438846; Plan #004

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

December 31, 2016

Identity of Issue, Borrower, Lessor, or Similar Party and Description of Investment	Cost	Current Value
Mutual funds:		
American Funds EuroPacific Growth Fd R5	**	\$ 12,985,842
Columbia Dividend Income R4	**	9,706,533
Diamond Hill Small-Mid Cap Y	**	10,890,412
Dodge & Cox Stock Fund	**	3,787,799
* GTS Fixed Account (Liquid)	**	9,545,677
* GTS Fixed Account (Transfer)	**	24,440,336
Hartford Total Return Bond Y	**	7,680,218
HSBC Opportunity I	**	7,901,168
Janus Balanced Fund T	**	8,337,653
Neuberger Berman Socially Resp Inst	**	1,337,810
Templeton Global Total Return R6	**	2,707,703
T. Rowe Price Blue Chip Growth	**	13,518,856
T. Rowe Price Retirement 2005 Advisor	**	433,457
T. Rowe Price Retirement 2010 Advisor	**	2,444,533
T. Rowe Price Retirement 2015 Advisor	**	30,218,658
T. Rowe Price Retirement 2020 Advisor	**	24,704,033
T. Rowe Price Retirement 2025 Advisor	**	15,104,216
T. Rowe Price Retirement 2030 Advisor	**	12,762,098
T. Rowe Price Retirement 2035 Advisor	**	12,177,165
T. Rowe Price Retirement 2040 Advisor	**	35,081,067
T. Rowe Price Retirement 2045 Advisor	**	21,802,626
T. Rowe Price Retirement 2050 Advisor	**	16,580,092
T. Rowe Price Retirement 2055 Advisor	**	6,784,471
Vanguard Extended Market IDX ADM	**	5,464,222
Vanguard FTSE All-Sld EX-US IDX Admiral	**	2,510,719
Vanguard Institutional Index Fund	**	24,803,698
Vanguard SHRT-TERM INFL-PROT SEC IDX ADM	**	2,145,283
Vanguard Total Bond Market Index Inst	**	6,061,798
Vanguard Treasury Money Market	**	3,627,704
		<u>335,545,847</u>
* Notes receivable from participants	Varying maturity dates, with 4.25% annual interest rate	2,624,419
		<u><u>\$ 338,170,266</u></u>

* Parties in interest

** Participant-directed investment, cost not required

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