TEMPLE UNIVERSITY HEALTH SYSTEM, INC.

403(b) PLAN

SUMMARY PLAN DESCRIPTION

March 2013

TEMPLE UNIVERSITY HEALTHY SYSTEM, INC.

403(b) PLAN

SUMMARY PLAN DESCRIPTION

1. Introduction.

This is the Summary Plan Description for the Temple University Health System, Inc. 403(b) Plan (the "403(b) Plan" or "Plan"). Temple University Health System, Inc. ("TUHS") established the 403(b) Plan as a vehicle for the accumulation of retirement savings for its eligible employees and eligible employees of certain of its member organizations. Employees who were previously covered under the Basic Tax-Sheltered Annuity Plan of Temple University (the "Basic Tax-Sheltered Annuity Plan") prior to January 1, 2007, are eligible to participate in this Plan effective January 1, 2007.

On June 1, 2011, the Jeanes Hospital Defined Contribution Program (the "Jeanes DC Program") merged into this Plan. Refer to Appendix A of this Summary Plan Description for more information on special Plan features for former Jeanes DC Program participants.

On January 1, 2013, The American Oncologic Hospital (d/b/a The Hospital of Fox Chase Cancer Center) ("AOH"), the Institute for Cancer Research (the "Institute") and the Fox Chase Cancer Center Medical Group, Inc. (the "Medical Group") became participating employers of the Plan. Eligible employees who were employed by AOH, the Institute and the Medical Group on December 31, 2012 are eligible to participate in this Plan effective January 1, 2013.

As its name suggests, the Summary Plan Description is a general description of the terms of the Plan, as well as the rights of Plan participants under the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). You are cautioned that this summary does not reflect any future amendments that may be made to the Plan from time to time, and may not reflect all exceptions to the general provisions covered in this summary. If there is any conflict between this summary and the legal documents that govern the Plan, those Plan documents will control.

We urge you to read this booklet carefully and keep it for future reference. If material changes are made to the Plan, you will receive a written summary of such changes, which will supersede or supplement this summary. You should attach any written summaries of material changes to this document so that you will always have a current summary of the Plan.

2. What Is The Plan?

The 403(b) Plan is a tax sheltered annuity plan within the meaning of Section 403(b) of the Internal Revenue Code, which is funded entirely by means of contributions made by or on behalf of eligible employees. Your contributions may be made on either a pre-tax, Roth or after-tax basis.

In 2010 and 2011, in addition to the merger of the Jeanes DC Program into this Plan, TUHS also merged the Northeastern Hospital of Philadelphia Tax Sheltered Annuity Plan, certain frozen non-ERISA 403(b) accounts and frozen accounts under the Basic Tax-Sheltered Annuity Plan for TUHS employees into this Plan.

On or after the date you become eligible to participate and enroll in the Plan, you will agree to have contributions taken from your periodic pay on a before-tax, Roth or after-tax basis.

To participate in the Plan, you must complete the necessary enrollment form(s), including a salary reduction agreement for your Participant Contributions (described in Question 4 below), and return them to TUHS in accordance with procedures established by the Plan Administrator. You can also enroll online by logging on to www.tiaa-cref.org/tuhs.

You will be able to direct the investment of your contributions in the Plan's available investment options. Because you must choose your investment options, you must enroll in the Plan before contributions begin to be made for you.

You can receive a distribution of your Plan account following your termination of employment with TUHS.

These Plan features are described in more detail in the pages that follow.

3. Who Is Eligible?

You are eligible to participate in the Plan if you are an employee of TUHS. You will become a participant in the Plan upon your completion of the Plan's enrollment forms.

You are not eligible to participate in this Plan, if you are classified as an independent contractor (even if you are later determined to be an employee for employment tax purposes or any other purpose), a leased employee, a non-resident alien or a student performing services described in section 3121(b)(10) of the Internal Revenue Code.

4. What Contributions Are Made To The Plan?

Once you have satisfied the eligibility requirements and enrolled as a participant, you must agree to make Participant Contributions to this Plan pursuant to a salary reduction agreement. Under the salary reduction agreement, your compensation (paid after the agreement is signed) is reduced and the amount of the reduction is forwarded to TIAA-CREF, the Plan's record keeper, for deposit into your Plan account.

You may contribute per payroll period any flat dollar amount of compensation as a Participant Contribution.

You can choose to make your Participant Contributions on either a pre-tax (i.e., Elective Deferrals) or after-tax (i.e., Roth Elective Deferrals) basis.

Elective Deferrals. When you make contributions on a pre-tax basis, your contributions are taken from your compensation before federal and state income taxes are deducted. Because these taxes are based on lower income (your pay minus your before-tax contributions), your current taxes are lower. Pre-tax contributions, and the earnings on such contributions, are subject to tax when your Plan account is distributed to you or your beneficiary following your termination of employment.

Roth Elective Deferrals. As of April 1, 2011, you also can choose to make your Participant Contributions on an after-tax basis, designated as Roth Elective Deferrals. These after-tax contributions will be automatically taken from your paycheck, but will be reported as a deduction from your after-tax pay. Because your after-tax contributions have already been taxed, they will not be taxed again when they are distributed from your Roth Elective Deferral subaccount. The earnings on your Roth Elective Deferrals also will not be taxed if you receive a "qualified distribution" of your Roth Elective Deferrals subaccount. A qualified distribution is a distribution that is made at least five years after your first Roth Elective Deferral contribution to the Plan and after you attain age 59 1/2, your death or the date you become disabled.

Your compensation for purposes of this Plan is your base compensation (excluding bonuses, overtime or other similar compensation), plus compensation that is not currently included in your gross income because it is contributed through a salary reduction agreement to a plan that meets the requirements of Section 125, 132(f), 402(h)(1)(B), 403(b) or 457(b) of the Internal Revenue Code.

Total Participant Contributions cannot exceed (for 2013) $17,500. This limit is adjusted periodically for inflation. This limit applies to the total of all of your Elective Deferral and Roth Elective Deferral contributions for the year (even if made on your behalf by different employers) to this Plan and any other Section 403(b) plans. It is also coordinated with the similar limits that apply to 401(k) plans. If you have transferred from employment with another employer during the year and had participated in that employer's tax sheltered annuity or 401(k) plan, you should advise TUHS regarding your previous salary reduction contributions so that the annual limit is not exceeded.

Minimum Contribution Percentage. If you are part of an employee group who must participate in this Plan in order to receive an employer contribution under the Temple University Health System, Inc. Defined Contribution Retirement Plan, you must contribute at least 4½% of your compensation to this Plan as your "Minimum Contribution Percentage." The Minimum Contribution Percentage for certain grandfathered participants at Temple Physicians, Inc. is 2½%. If you were previously required to contribute a greater percentage of compensation under the Basic Tax Sheltered Annuity Plan, you are required to contribute that percentage as your Minimum Contribution Percentage instead.

If you reach the Total Participant Contribution limit for a calendar year before receiving the maximum employer contribution under the Temple University Health System, Inc. Defined Contribution Retirement Plan, your Minimum Contribution Percentage will thereafter be made on an after-tax basis so that you can continue to receive employer contributions to your Defined Contribution Retirement Plan account. After-tax contributions are taxed when made to the Plan; the earnings on such contributions are taxed when distributed from the Plan. These

after-tax contributions differ from Roth Elective Deferrals in that they are not included in the total Participant Contribution limit and the earnings on after-tax contributions do not accumulate tax-free.

Catch-Up Contributions. There is a special "catch up" annual limit for employees who have reached age 50 before the close of the Plan Year. The annual "catch up" limit for 2013 is $5,500. TUHS's Human Resources Department can advise you if you qualify to make Catch-up Contributions to the Plan. You may designate whether a Catch-Up Contribution will be either pre-tax Elective Deferrals or Roth Elective Deferrals.

Rollover Contributions. It is possible that you may have an account in another employer's retirement plan or an individual retirement account (IRA), or you may have transferred a distribution from an employer's retirement plan to an IRA. With the Plan Administrator's permission, you may transfer (or "roll over") your balance to the Plan. Only pre-tax monies may be rolled over. The rollover of after-tax contributions is not permitted, although the Plan will accept direct rollovers of Roth elective deferral accounts from another employer's plan, subject to the Plan receiving proper records of such contributions from the other plan.

The transferred amount will be credited to your rollover subaccount with your Plan account. It must be invested in the one or more of the Plan's investment options.

Rollover contributions will increase your account balance in the Plan. You will always be entitled to receive the amount you roll over (as adjusted for investment results and any withdrawals) if you leave TUHS and its affiliates for any reason.

The Plan does not accept rollovers from the Fox Chase Cancer Center Defined Contribution Retirement Plan or the Fox Chase Cancer Center Retirement Income Plan.

The tax laws that apply to rollovers are complex. Before making a rollover, you should learn about and comply with these rules.

Refer to Appendix A for information on Plan contributions made on behalf of Jeanes DC Program participants.

5. How Are My Contributions Invested?

You'll arrange with TIAA-CREF to have TUHS (or other participating employer) contribute the Plan Contributions it makes on your behalf for investment in one or more investment options record kept by TIAA-CREF. The Plan Administrator reserves the right to change and limit the investment options available under the Plan at any time. You'll receive periodic information from TIAA-CREF regarding the value of investments in your Plan account.

You also should designate with TIAA-CREF a beneficiary to receive your Plan account in the event of your death. For rules on designating a beneficiary, see Question 8 of this booklet.

You Are Responsible for Choosing Your Investments. It is your responsibility to decide how to invest your Plan account, to make sure it is properly diversified, and to monitor from time to time the progress of your investments. To make investment changes or to obtain information about your Plan account and available investment options, contact TIAA-CREF or log on to the Plan's Web site at www.tiaa-cref.org/tuhs. TIAA-CREF can provide you with information about the investment options under the Plan. Please read the materials carefully and consult with your personal financial advisor for objective investment advice.

The Plan is intended to comply with section 404(c) of ERISA and accompanying regulations. This means that the Plan permits participants to direct the investment of their accounts. As long as the Plan complies with section 404(c), you have the responsibility to decide how your account is invested. The parties that otherwise would be responsible for making investment decisions (the "fiduciaries" of the Plan) will not be liable for any losses that result from your investment instructions.

To comply with section 404(c), the Plan must permit participants to choose from a broad range of investment alternatives and must provide participants with certain information about the investment alternatives and the operation of the Plan. In addition to the information included in this summary, you may request from TIAA-CREF or the Human Resources Department:

- a description of the annual operating expenses of each investment fund, and the aggregate amount of those expenses expressed as a percentage of average net assets of the investment fund;
- copies of any prospectuses, financial statements and reports, and of any other materials relating to the investment funds, to the extent such information is provided to the Plan;
- if applicable, a list of the assets comprising the portfolio of each investment fund which constitute plan assets within the meaning of ERISA, and the value of each such asset;
- information concerning the value of shares or units in each investment fund, as well as the past and current investment performance of such investment fund, determined net of expenses, on a reasonable and consistent basis; and
- information concerning the value of shares or units in each investment fund held in the account of the participant or beneficiary.

Qualified Default Investment Alternative. The Plan's default investment fund is intended to meet the requirements of a "qualified default investment alternative" under U.S. Department of Labor regulations. If all or a portion of your Plan account has been invested in the default investment fund, you will receive an annual notice explaining the default fund's investment objectives, risk and return characteristics and fees and expenses. For more

information about the Plan's default investment fund, contact TIAA-CREF or TUHS's Human Resources Department.

Think Carefully Before You Invest. The investment options under the Plan are intended to give you a range of choices to allow you to create a personal investment program designed to meet your individual financial objectives.

TIAA-CREF can provide you with information, including prospectuses, regarding the risk and reward characteristics of each of the available investment options, as well as recent performance information for each option and, as applicable, fees and expenses. We urge you to read this information carefully, and to consult with your personal financial advisor.

To help achieve long-term retirement security, you should give careful consideration to the benefits of a well-balanced and diversified investment portfolio. Spreading your assets among different types of investments can help you achieve a favorable rate of return, while minimizing your overall risk of losing money. This is because market or other economic conditions that cause one category of assets, or one particular security, to perform very well often cause another asset category, or another particular security, to perform poorly. Although diversification is not a guarantee against loss, it is an effective strategy to help you manage investment risk.

In deciding how to invest your retirement savings, you should take into account all of your assets, including any retirement savings outside of the Plan. No single approach is right for everyone because, among other factors, individuals have different financial goals, different time horizons for meeting their goals, and different tolerances for risk.

It is important to periodically review your investment portfolio, your investment objectives, and the investment options under the Plan to help ensure that your retirement savings will meet your retirement goals. You should consult with your personal financial advisor from time to time to receive objective investment advice.

6. When Will My Plan Account Become Vested?

You are always 100% vested in your Participant Contributions and Catch-Up Contributions. You are also 100% vested in any amounts "rolled over" to the Plan. This simply means that you will receive 100% of your rollover account (adjusted for investment results) if you leave TUHS for any reason.

7. When Can I Take Distributions From My Plan Account?

The Plan is designed to afford you an additional opportunity to save for your retirement. You cannot withdraw or otherwise take distributions from your Plan account while you are employed by the TUHS or any of its affiliated organizations, including Temple University, except in certain circumstances (see below). You can receive a distribution of your account after TIAA-CREF is advised by the Plan Administrator that you have attained age 59 ½ or separated from employment. To request a distribution, contact TIAA-CREF and follow their instructions. If you leave employment before your normal retirement age, you can choose to

postpone distribution of your account to a later date, but not later than April 1st following the calendar year in which you attain age 70 ½.

You may choose to receive your Plan account in any of the forms of benefit that are made available to you by TIAA-CREF with respect to the investment options you have elected. These may include:

1) a single sum payment;

2) application of your Plan account to the purchase of a single life annuity (with equal monthly payments to you for your lifetime) or a joint and survivor annuity (with equal monthly payments to you for your lifetime, followed by equal monthly payments to your surviving spouse in an amount equal to 50%, 75% or 100% (as you choose) of the monthly amount payable to you during your lifetime;

3) application of your Plan account to the purchase of a single life annuity (with equal monthly payments to you for your lifetime) or a joint and survivor annuity (with equal monthly payments to you for your lifetime, followed by equal monthly payments to your designated beneficiary in an amount equal to 50%, 75% or 100% (as you choose) of the monthly amount payable to you during your lifetime;

4) application of your Plan account to the purchase of a single life annuity with equal monthly payments to you for your lifetime, with 120 payments guaranteed; and

5) application of your Plan account to the purchase of a single life annuity with equal monthly payments to you for your lifetime, which annuity shall be the equivalent of your Plan account. If you die prior to receiving monthly payments equal to the value of your Plan account as of your benefit commencement date, the excess of such value over the sum of the monthly payments already received will be payable as a single sum payment to your designated beneficiary.

Contact TIAA-CREF for the specific forms of benefits available with respect to your Plan account. There may be special distribution rules for the portion of your Plan account that is invested in TIAA-CREF's annuity contracts. If you elect a life annuity form of benefit and you are married, you <u>must</u> choose a <u>joint and 50% survivor</u> annuity with your spouse as your beneficiary (called a "qualified joint and surviving spouse's annuity") unless your spouse consents to a different form of life annuity benefit. Your election of a life annuity and your spouse's consent must take place within 180 days prior to the benefit commencement date for your annuity, must acknowledge the effect of your election of a different form of life annuity benefit (including the identity of the survivor beneficiary, if applicable), and must be witnessed by a Plan representative or a notary public.

If you establish to the satisfaction of the Plan Administrator that your spouse cannot be located, or furnish it with a court order establishing that you are legally separated or have been abandoned (within the meaning of local law), the Plan Administrator may conclude that your spouse's consent to the election of a life annuity is not required.

Distributions of Roth Elective Deferrals. Under Federal law, qualified distributions of amounts attributable to your Roth Elective Deferrals are tax free. A qualified distribution is one that is taken at least five years from the date you made your first Roth contribution to the plan and after you have reached age 59 ½, died or become disabled. If the distribution of amounts attributable to your Roth Elective Deferrals is not a qualified distribution, the portion of the distribution attributable to your investment earnings on your Roth Elective Deferrals is taxable.

Cash Withdrawals. Once per Plan Year, after you reach age 59 ½, you may withdraw up to the total value of your Plan account.

Generally, any withdrawal cannot include amounts in your Roth Elective Deferral subaccount, unless the withdrawal constitutes a qualified distribution. A qualified distribution is one that is taken at least five years from the date you made your first Roth contribution to the Plan and after you have reached 59 ½.

A withdrawal from your Plan account while you are still actively employed has special tax consequences.

About Taxes and Withholding. Generally, under Federal law, if you receive a single sum payment or installments over a period of less than 10 years of amounts attributable to pretax contributions, the Plan must withhold 20% of any taxable payment as an estimated payment toward the taxes due. However, you may avoid this required withholding by requesting that TIAA-CREF "roll over" your distribution directly to an individual retirement account (IRA) or another employer's retirement plan. Shortly before you receive a distribution from the Plan, you will receive more information about this rollover option, including a Direct Rollover Form you will need to complete if you elect a rollover.

Different withholding rules apply to annuity payments. Generally speaking, you may elect the amount of withholding, or decline withholding.

10% Penalty Tax May Apply. If you receive a taxable distribution before age 59 ½, you will be required to pay an additional 10% Federal tax unless you meet one of the limited exceptions to this rule. If you have terminated employment with TUHS and all affiliates and receive a distribution on or after age 55, the additional 10% federal tax will not apply. **You should consult a tax advisor about the tax consequences of a distribution.**

Because tax laws are complex and subject to change, this information is intended only as a general guideline based on TUHS's understanding of the Federal income tax laws in effect as of March 2013. State and local tax laws may also apply. For your own protection, you should consult a tax specialist before you receive any Plan money that is subject to taxation. All Plan benefits will be paid to you (or your beneficiary, as described below) minus any income tax withholding that may be required by Federal, State or local laws.

Loans. You are not permitted to take a loan from your Plan account. However, if you transferred a loan from your Basic Tax-Sheltered Annuity Plan account to this Plan, your outstanding loan must be repaid in accordance with such loan's terms.

8. I Want To Take a Distribution from the Plan. What Steps Should I Take?

Step One. Contact TIAA-CREF at 800-842-2252, speak to a Customer Service Representative and request withdrawal forms. You also can go online at www.tiaa-cref.org/tuhs to review your Plan account information and print forms.

Step Two. Understand from which subaccounts you may take a distribution. Terminated participants may withdraw Participant Contributions (and earnings) at any time. Active participants may withdraw Participant Contribution only after attaining age 59 1/2.

Step Three. Once you receive the applicable forms, review the pre-printed information to confirm that it is accurate. Clearly and accurately complete all required information for withdrawals and rollovers. Be sure to sign and date all required areas to prevent delays in processing your request. If any applicable areas are incomplete, the forms will be sent back to you for completion.

Be sure to confirm your marital status. If you are single, sign and date where indicated. If you are married, your spouse must sign the form in the presence of an authorized TUHS Benefits Associate or a notary public. The spousal consent section must be completed if you are married, regardless of the dollar amount of the withdrawal or rollover.

If you are rolling over your distribution, complete the required financial institution information (e.g., name of financial institution receiving funds, address, phone number and account number).

If you wish to have your distribution deposited into an active checking or savings account, please have all of the required information completed on the direct deposit page. If your bank/credit union representative has not completed it for you, and you are having your funds directly deposited into a checking account, please include a blank voided check with your completed forms.

Step Four. Once you have completed the above steps, send the entire request (all pages) to the following address:

Temple University Health System – TASB
Human Resources/Benefits Department – 4th Floor
2450 W. Hunting Park Avenue
Philadelphia, PA 19129
Attn: Marlene Purcell

TUHS's Human Resources Department will review the forms for accuracy and completeness, and verify employment information, plan participation and vesting status. Once approved by TUHS, the original paperwork is sent via 2-day UPS to TIAA-CREF for processing. Normal processing time from receipt of forms to transmission to TIAA-CREF is 7-10 business days. Once received by TIAA-CREF, your forms will be processed in 2-3 business days.

9. What Happens If I Die?

Survivor Benefits. If you die before you begin receiving benefit payments, the full value of your Plan account will be payable to your beneficiary(ies).

Naming a Beneficiary. When you enroll in the Plan, you will be asked to name your beneficiary by filing a beneficiary designation form or forms with TIAA-CREF. You may name anyone you want. However, if you are married and name someone other than your spouse, your spouse must approve this decision by providing a notarized statement of consent or signing a consent form witnessed by a representative of the Plan.

You may change your beneficiary at any time by completing a new beneficiary designation form (with your spouse's consent, if applicable) and filing it with TIAA-CREF. If you do not name a beneficiary, or if your designated beneficiary is not alive when you die, your Plan account balance will be paid to your spouse.

If your Basic Tax Sheltered Annuity Plan account was transferred to this Plan, your beneficiary designation form for this Plan will apply to the transferred Temple University account(s) and will supersede any beneficiary designations in effect under the Temple University plan.

If, at the time of your death, you have not completed a beneficiary designation for this Plan and you are not married, your Plan account balance will be paid to the beneficiaries listed on the beneficiary designation forms in effect for the Basic Tax Sheltered Annuity Plan, or, if your designated beneficiary is not alive when you die or no beneficiary designation forms are in effect for the Temple University plan, your Plan account balance will be paid to your estate.

If your Temple University plan account(s) have not been transferred to this Plan and your designated beneficiary is not alive when you die, or no beneficiary designation forms are in effect for the Temple University plan, or your beneficiary cannot be located, your Plan account balance will be paid to the first person or persons in the first of the following classes of successive preference beneficiaries surviving at your death: (1) your spouse, (2) your children, (3) your estate.

All payments of your Plan account, whether to you or your beneficiary, must comply with the "minimum distribution" requirements of section 401(a)(9) of the Code and the regulations thereunder. Under these rules, payments must begin no later than April 1 of the calendar year following the calendar year in which you attain (or would have attained) age 70 ½. If you work beyond age 70 ½, your Plan account must begin to be distributed no later than April 1 of the calendar year following the calendar year in which you retired.

10. Who Administers the Plan and Where Do I Go If I Have Questions?

The Plan is sponsored by TUHS, which has the authority to amend or terminate the Plan. The Plan Administrator is the Committee designated by TUHS. If you have questions about whether you are eligible to participate in the Plan, contact the TUHS's Human Resources Department. The Committee as Administrator has the power and discretion to interpret and construe the terms of the Plan, and to make decisions on eligibility for benefits.

If you have questions regarding your Plan investments, or if you want to obtain information or make changes to how your Plan account is invested, contact TIAA-CREF.

11. What is the Plan's Claims Procedure?

Requests for information, and claims concerning eligibility, participation, contributions or other aspects of the operation of the Plan should be in writing and directed to the Plan Administrator. If a written request or claim is denied, the Plan Administrator will, within 90 days, provide a written denial to you. It will include the specific reasons for denial, the provisions of the Plan upon which the denial is based, a description of any material needed to complete the claim (if appropriate) and why it is necessary, and instructions on how to apply for a review of the claim. If the Plan Administrator requires additional time to process a claim because of special circumstances, an extension may be obtained by notifying you that a decision on the claim will be delayed, what circumstances have caused the delay and when a decision can be expected. The Plan Administrator will inform you of the delay within 90 days of the date the claim was submitted.

Within 60 days after receiving a denial, you (or your authorized representative) may request, in writing, a review of a denied claim. In your letter, state the reasons why you believe the claim should not have been denied, and include any other documents, data or comments that may have a bearing on your claims. You may also review and copy any Plan documents, records or other information relevant to your claim.

Your claim will be given a full and fair review, which will take into account any documents or other information you have presented. You will be sent written notification of the review and the basis for those results within 60 days. When special circumstances require an extension, the Plan Administrator may obtain such extension, of up to an additional 60 days, by notifying you that the decision on the review of the denied claim will be delayed, why it will be delayed, and when a decision can be expected.

Of course, TUHS hopes that any dispute can be resolved promptly, but in the event it cannot, the above-described claims procedure must be followed and completed before you can bring suit in federal court.

12. Are There Possible Limitations On My Benefits?

The following situations, rules, or limits may affect your Plan account:

- The investment results of the investment funds in which your account is invested may decrease the value of your account.
- Federal law limits the annual pay that can be used to determine how much may be contributed to the Plan. The limit is $255,000 in 2013 and may be updated periodically.
- Within the limits set by law, TUHS has the right to recoup any contributions made to your account in error.

- All or a portion of your account could be directed to be paid to your spouse, former spouse, child or other dependent pursuant to a qualified domestic relations order or could be subject to a federal tax levy under Code section 6331.

- The value of your account could be reduced as a result of reasonable Plan expenses not paid by the Plan expense account under the Plan or TUHS.

13. Can My Plan Account be Assigned?

Ordinarily, your Plan account cannot be assigned, which means that it can be paid only to you or your designated beneficiary. However, if you become a party to a "qualified domestic relations order" (QDRO), such as a divorce property settlement or a court order, or if you become liable for support or alimony payments, the Plan may be legally required to pay all or a portion of your benefit to your spouse, ex-spouse, children or other dependent. The Plan may also be obligated to honor the requirements of a Federal tax levy.

14. Other Information.

Plan Sponsor. The Plan Sponsor is:

Temple University Health System, Inc.
Corporate Office
2450 West Hunting Park Avenue
Philadelphia, PA 19129

Type of Plan. The official name of this Plan is the Temple University Health System, Inc. 403(b) Plan. The Plan is a tax-sheltered annuity plan funded by employee contributions which is designed to satisfy the requirements of section 403(b) of the Internal Revenue Code of 1986, as amended.

Plan Administrator. The Committee designated by TUHS, which can be reached at the address shown above for the Plan Sponsor. For telephone inquiries, please contact the Human Resources Department at 215-707-2500.

The Plan Administrator is responsible for administration of the Plan according to the terms of ERISA and the Plan document.

The Plan Administrator has the power and authority to interpret and construe the provisions of the Plan and has sole discretion in making determinations under the Plan, including but not limited to, determinations of fact, eligibility for benefits, and whether any domestic relations order received by the Plan is a qualified domestic relations order, and deciding any dispute that may arise regarding the rights of participants or their dependents under the Plan. All interpretations and decisions of the Plan Administrator are final and binding on all parties.

The Plan Administrator may delegate any or all of its authority to other parties, such as TIAA-CREF. Some of these delegations are referred to in other parts of this document.

To the extent the Plan Administrator has delegated its authority, the delegate has all of the powers and responsibility of the Plan Administrator.

Record Keeper. All contributions to the Plan are paid to TIAA-CREF for investment in one or more investment options as selected by each participant. The addresses and contact information for TIAA-CREF are as follows:

TIAA-CREF:

Address:	730 Third Avenue New York, NY 10017-3206
Telephone:	800-842-2776
Website:	www.TIAA-CREF.org

Plan Amendment and Termination. It is TUHS's intent to continue the Plan indefinitely. However, TUHS reserves the right to amend or terminate the Plan at any time or for any reason by action of TUHS's Board of Directors or its delegate. Your participating employer also reserves the right to terminate its participation in the Plan.

Plan Insurance Does Not Apply. The Plan is not covered by the Federal pension insurance program of the Pension Benefit Guaranty Corporation (PBGC). The PBGC guarantees pensions for defined benefit plans which fund for a specific monthly benefit upon retirement. Since this is a defined contribution plan with benefits based on an account balance and not a specific monthly benefit, it is not insurable.

Contact for Legal Matters. If it becomes necessary for an employee to take legal action because of a dispute relating to the Plan, you may contact the Plan Administrator, at the address set forth above, which is the agent for service of legal process under the Plan.

Plan Records. An Annual Report will be filed by the Plan Sponsor with the Internal Revenue Service (IRS) or U.S. Department of Labor (DOL) under Employer Identification Number (EIN) 23-2825881. The Plan is filed as Plan Number 002.

The Plan Year for purposes of accounting and reports to the IRS and other governmental agencies begins each January 1 and ends each December 31.

15. Statement of Your ERISA Rights.

As a participant in the Plan, you are entitled to certain rights and protections under the Employee Retirement Income Security Act of 1974 (ERISA). ERISA provides that all Plan participants shall be entitled to:

Receive Information About Your Plan and Benefits.

- Examine, without charge, at the Plan Administrator's office and at other specified locations, such as worksites and union halls, all documents governing the plan, including collective bargaining agreements, and a copy of the latest annual report (Form 5500 Series) filed by the plan with

the U.S. Department of Labor and available at the Public Disclosure Room of the Employee Benefits Security Administration.

- Obtain, upon written request to the Plan Administrator, copies of documents governing the operation of the Plan, including collective bargaining agreements, and copies of the latest annual report (Form 5500 Series) and updated summary plan description. The Plan Administrator may make a reasonable charge for the copies.

- Receive a summary of the Plan's annual financial report. The Plan Administrator is required by law to furnish each participant with a copy of this summary annual report.

- Receive a pension benefit statement at least once every calendar quarter. Your statement will provide the total value of your Plan account, including any contributions made during the quarter and investment earnings or losses. The Plan Administrator is required to provide you with an explanation of any limitations or restrictions on your right under the Plan to direct the investment of your account.

Prudent Actions by Plan Fiduciaries. In addition to creating rights for plan participants ERISA imposes duties upon the people who are responsible for the operation of the Plan. The people who operate your Plan, called "fiduciaries" of the plan, have a duty to do so prudently and in the interest of you and other Plan participants and beneficiaries. No one, including your employer, your union, or any other person, may fire you or otherwise discriminate against you in any way to prevent you from obtaining a pension benefit or exercising your rights under ERISA.

Enforce Your Rights. If your claim for a benefit is denied or ignored, in whole or in part, you have a right to know why this was done, to obtain copies of documents relating to the decision without charge, and to appeal any denial, all within certain time schedules.

Under ERISA, there are steps you can take to enforce the above rights. For instance, if you request a copy of Plan documents or the latest annual report from the Plan and do not receive them within 30 days, you may file suit in a Federal court. In such a case, the court may require the Plan Administrator to provide the materials and pay you up to $110 a day until you receive the materials, unless the materials were not sent because of reasons beyond the control of the Plan Administrator. If you have a claim for benefits which is denied or ignored, in whole or in part, you may file suit in a state or Federal court. In addition, if you disagree with the Plan's decision or lack thereof concerning the qualified status of a domestic relations order, you may file suit in Federal court. If it should happen that Plan fiduciaries misuse the Plan's money, or if you are discriminated against for asserting your rights, you may seek assistance from the U.S. Department of Labor, or you may file suit in a Federal court. The court will decide who should pay court costs and legal fees. If you are successful the court may order the person you have sued to pay these costs and fees. If you lose, the court may order you to pay these costs and fees, for example, if it finds your claim is frivolous.

Assistance with Your Questions. If you have any questions about your Plan, you should contact the Plan Administrator. If you have any questions about this statement or about your rights under ERISA, or if you need assistance in obtaining documents from the Plan Administrator, you should contact the nearest office of the Employee Benefits Security Administration, U.S. Department of Labor, listed in your telephone directory or the Division of Technical Assistance and Inquiries, Employee Benefits Security Administration, U.S. Department of Labor, 200 Constitution Avenue N.W., Washington, D.C. 20210. You may obtain certain publications about your rights and responsibilities under ERISA by calling the EBSA publications hotline at 1-800-998-7542. You may also seek assistance with the Plan by calling EBSA toll-free at 1-866-444-EBSA or by directing electronic inquiries to EBSA's website at www.askebsa.dol.gov.

16. Employment Rights.

Being a participant in the Plan does not grant you current or future employment rights. Plan participation is not an inducement or condition of employment. Your right to any payment is determined solely under the Plan's provisions.

TEMPLE UNIVERSITY HEALTH SYSTEM, INC.
403(b) PLAN
JEANES HOSPITAL DEFINED CONTRIBUTION PROGRAM PARTICIPANTS

APPENDIX A

If you were an active participant eligible to receive employer contributions in the Jeanes Hospital DC Program on May 31, 2011, you may be eligible for employer contributions under this Plan. To be eligible to receive the employer contributions described below, you must complete at least 1,000 hours of service during the Plan Year and be actively employed on the last day of the Plan Year.

Jeanes Hospital Nonelective Contributions. Jeanes Hospital will make a contribution to your Plan account, for each Plan Year in which you are eligible, in an amount equal to one percent (1%) of your compensation.

Jeanes Hospital Matching Contributions. In addition, Jeanes Hospital will make a matching contribution to your Plan account, for each Plan Year in which you are eligible, in an amount equal to twenty percent (20%) of your contributions to the Plan, not to exceed six tenths of one percent (0.6%) of your compensation.

For any Plan Year, the total employee and employer contributions that can be made to your Plan account cannot exceed the lesser of $51,000 (for 2013) or 100% of your eligible compensation.

Your compensation for purposes of these contributions is your base compensation, holiday pay, vacation pay, sick pay, overtime and bonus (excluding fringe benefits, reimbursement of expenses, moving expenses, on-call pay, tuition benefits, and payments made in lieu of welfare benefits), plus compensation that is not currently included in your gross income because it is contributed through a salary reduction agreement to a plan that meets the requirements of Section 125, 132(f), 402(h)(1)(B), 403(b) or 457(b) of the Internal Revenue Code.

Severance from Employment and Subsequent Reemployment. You will not be eligible to receive contributions provided in this Appendix A of the Plan if you have a severance from employment and subsequently are reemployed by Jeanes Hospital, regardless of the length of time between your severance of employment and reemployment.

Vesting of Jeanes Hospital Contributions. You will become vested in the employer contributions described in this Appendix A in accordance with the following schedule:

Years of Service	Percentage Vested
1 Year	0%
2 Years	20%
3 Years	40%
4 Years	60%
5 Years	80%
6 Years	100%

You earn one year of service for each Plan Year in which you work at least 1,000 hours.

Regardless of your number of years of vesting service, you will become 100% vested if you reach normal retirement age, suffer a total disability or die while you are working for the TUHS or an affiliate. Your "normal retirement age" under this Appendix is age 65.

Distributions of Jeanes Hospital Contributions. You may receive a distribution of any vested employer contributions from your Plan account upon your severance from employment. No in-service distributions are permitted of employer contributions made to your Plan account pursuant to this Appendix A.