Temple University Health System

TEMPLE UNIVERSITY HEALTH SYSTEM, INC.

DEFINED CONTRIBUTION RETIREMENT PLAN

SUMMARY PLAN DESCRIPTION

March 2013

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1. Introduction.

This is the Summary Plan Description for the Temple University Health System, Inc. Defined Contribution Retirement Plan (the "Defined Contribution Plan" or "Plan"). Temple University Health System, Inc. ("TUHS") established the Plan as a vehicle for the accumulation of retirement savings for the benefit of its eligible employees and the eligible employees of certain of its member organizations.

Appendices A and B to this Summary Plan Description identify the participating employee groups and the effective date of participation for each group.

At the end of 2010, the Temple University Hospital, Inc. Defined Contribution Retirement Plan, the Temple Continuing Care Center Qualified Retirement Plan, and the Retirement Savings Plan for Employees of Temple Physicians, Inc. were merged into this Plan (the "Consolidated Plans") to simplify the ongoing administration of TUHS's retirement plans. Further, certain frozen accounts under the Retirement Savings Plan for Employees of Temple University (the "Retirement Savings Plan") were transferred to this Plan. Appendix C to this Summary Plan Description identifies the Consolidated Plans along with the vesting schedules that apply to any contributions made on your behalf to the Consolidated Plans prior to the merger with this Plan.

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 summary 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 always have a current summary of the Plan.

2. What Is The Plan?

The Defined Contribution Plan is a qualified retirement plan sponsored by Temple University Health System, Inc. Because this type of plan is known as a "defined contribution" plan, your benefit is equal to the amounts contributed to the Plan on your behalf, as adjusted for investment gain and loss, any withdrawals, and any expenses.

On and after the date you become eligible to participate and enroll in the Plan, TUHS (or your participating employer) will make contributions on your behalf to the Plan based on a percentage of your eligible compensation each pay period (if you are a full-time employee). Contributions for eligible part-time employees are made within a reasonable period of time after the end of each year in which they work at least 1,000 hours.

Contributions are credited to your account or accounts under the Plan and are invested as you direct in the Plan's investment options. Contributions to the Plan are made exclusively by TUHS (or other participating employer). You are not permitted to contribute your own money to the Plan.

If you are a member of an Eligible Group listed in Appendix B, to participate in the Plan, you must complete the necessary enrollment forms 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. If you are a member of an Eligible Group listed in Appendix A, you will automatically receive the employer contributions under the Plan without having to complete enrollment forms.

Generally, you can receive a distribution of your Plan account following your termination of employment with TUHS and its affiliates. If your Plan account is subject to a vesting schedule, you can only receive distribution of the vested portion of your Plan account (See Question 7 below).

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 (an "Eligible Employee") if you are a member of one of the participating employee groups described in Appendix A or B (an "Eligible Group"), as applicable, to this booklet, and you are not continuing to earn benefits under a defined benefit pension plan sponsored by TUHS, Temple University or an affiliate thereof. Please refer to the applicable Appendix for the initial effective date of the Plan with respect to your employee group.

Certain employees at or close to retirement age were given the choice to participate in this Plan, or to continue earning benefits under the defined benefit pension plan in which they had previously participated. If you have elected to continue to participate in your defined benefit pension plan, you are not eligible to participate in this Plan.

If you are a member of an Eligible Group listed in Appendix B, you will not become eligible to participate in the Plan until you have entered into a salary reduction or deduction agreement under the Temple University Health System, Inc. 403(b) Plan (the "403(b) Plan") that is effective for the applicable pay period. If you are a member of an Eligible Group listed in Appendix B, you must enroll in this Plan by completing an application and other forms as may be required in accordance with procedures established by the Plan Administrator. You can also enroll online by logging on to www.tiaa-cref.org/tuhs.

If you had been a participant in a defined benefit pension plan immediately prior to the Plan's effective date for your Eligible Group listed in Appendix A, you will (unless you made the election described above) become a participant in the Plan as of the effective date. Otherwise, the following rules apply:

(a) If you are employed in a permanent position designated by the TUHS (or your participating employer) as full-time, you become a participant as of the first day of the month coincident with or next following your employment commencement date.

(b) If you are employed in a permanent position that is <u>not</u> designated by the TUHS (or your participating employer) as full-time (an "eligible part-time employee"), you will become a participant as of the January 1 or July 1 coincident with or next following the latest of (i) January 1, 2007, (ii) the effective date (as shown on Appendix A or B) with respect to your Eligible Group, and (iii) the date you complete one (1) year of Eligibility Service.

Prior to 2012, Appendix A employees had to affirmatively enroll in the Plan in order to receive employer contributions under the Plan. Effective January 1, 2012, employer contributions are made for all Appendix A employees regardless of whether they have completed the enrollment process.

If you are an eligible part-time employee, to complete a year of Eligibility Service, you must complete a 12-month period of employment during which you earn at least 1,000 hours of service. This period can be your first twelve months of employment (measured from your date of hire) or any calendar year after your date of hire. Notwithstanding the foregoing, each eligible part-time employee who was employed by AOH, the Institute or the Medical Group on December 31, 2012 shall become a participant in this Plan on January 1, 2013.

About Service. For the Plan, an "hour of service" means, generally speaking, each hour for which you are entitled to be paid by the TUHS or an affiliated employer (including working time, paid holidays, paid vacation, paid overtime, disability and jury duty). Hours of service for eligibility and vesting purposes also include military duty following which you have re-employment rights.

Payroll records are typically used to determine your hours of service. If these records are not available, hours of service are determined using an equivalent period of employment.

As more fully described below, for certain Participants, Vesting Service determines when you become entitled to (vested in) the contributions made to your Plan account.

Generally speaking, you must earn at least three (3) Years of Vesting Service. You earn one "Year of Vesting Service" for each calendar year in which you complete at least 1,000 hours of service. Service before the Plan's effective date counts toward your satisfaction of the Plan's vesting requirement. See Appendix C for a summary of the vesting rules for the Consolidated Plans.

Breaks in Service. A "break in service" is any calendar year in which you have less than 501 hours of service. Layoff periods of less than one year and leaves of absence of less than one year that are approved by TUHS will not cause you to have a break in service. Military service does not cause a break in service, as long as you return to work within the time prescribed by law. Also, if your absence is related to the birth or adoption of your child, or childcare immediately following birth or adoption, you will be credited with enough hours to prevent a break in service for the first year that would otherwise count as a break in service. Finally, family or medical leave covered by the Family and Medical Leave Act will not cause you to have a break in service.

4. <u>What Contributions Are Made To The Plan</u>?

Employer Contributions. Once you have satisfied the eligibility requirements and enrolled as a participant (for Appendix B employees), TUHS (or your participating employer) will contribute to the Plan a percentage amount of your eligible compensation each pay period (if you are a full-time employee) (an "Employer Contribution"). Employer Contributions for eligible part-time employees are made within a reasonable period of time after the end of each year in which they work at least 1,000 hours. The Employer Contribution Percentages for your Eligible Group are found in Part II of Appendices A and B (as applicable).

If you are enrolled in TUHS's long-term disability plan and incur a total disability while employed by TUHS, as determined by the Plan Administrator, TUHS will contribute to the Plan each pay period an amount equal to (1) the applicable Employer Contribution that you were receiving before your disability plus (2) if you are an Appendix B participant, the minimum salary reduction contribution you would have had to make to the 403(b) Plan to receive the Employer Contribution described in (1).

Your eligible compensation is your base salary or wages each pay period, exclusive of any bonus, overtime or any form of additional compensation. Your base salary or wages against which your Employer Contribution is measured <u>includes</u> that portion of your base salary or wages you choose to contribute on a before-tax basis to a 403(b) or other pretax savings plan, or to a cafeteria plan or flexible spending account plan, or to a plan for the pretax provision of qualified transportation or parking benefits. Your decision whether to participate (or not participate) in these pretax plans does <u>not</u> affect the amount of contributions made to the Plan.

For any Plan Year, the contributions to your Employer Contribution Account cannot exceed the lesser of $51,000 (for 2013) or 100% of your eligible compensation.

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

5. What is the Accelerated Early Retirement Program?

If you are credited with Employer Contributions under Appendix B you may be eligible to participate in the Accelerated Early Retirement Program ("AERP"). You must be age 55 with at least 10 years of continuous full-time service with TUHS or one of its subsidiaries after January 1, 2007 to be eligible to participate. If you were eligible for this benefit under the University's plan, you can count your years of service while a participant in the University's plan.

The AERP permits you to accelerate the Employer Contributions to this Plan if you make accelerated contributions to the Temple University Health System, Inc. 403(b) Plan based on an early retirement date that you select between the ages of 62 and 67. If you are interested in this program, you should contact the Human Resources Department to determine your eligibility and contribution amount.

Any Employer Contributions made under the AERP are aggregated with your regular Employer Contributions described in Question 4 for purposes of applying the $51,000 or 100% of compensation limit.

In the event your total Employer Contributions for a plan year are greater than the lesser of $51,000 or 100% of your eligible compensation, or are otherwise limited by the Plan, you may receive cash at the end of the year equal to the excess amount attributable to the AERP Employer Contribution, as determined by the Plan Administrator. Any cash paid to you will be subject to income taxation and employment related withholding taxes. The Plan Administrator will determine when and if you become eligible for such a cash payment. If you receive a cash payment one year, it is not indicative of whether you will receive a cash payment in any following year.

If you are a member of one of the following collective bargaining units, you are not eligible to participate in the AERP:

(1) The Health Professionals and Allied Employees Technical Unit (Temple University Hospital Episcopal Campus) and the Health Professionals and Allied Employees Registered Nurses Unit (Temple University Hospital Episcopal Campus) (effective March 1, 2010);

(2) The Temple University Hospital Allied Health Professionals/PASNAP (Temple University Hospital) and the Temple University Hospital Nurses Association/Pennsylvania Association of Staff Nurses and Allied Professionals (TUHNA/PASNAP) (Temple University Hospital) (effective April 29, 2010); and

(3) The Jeanes Hospital Nurses Association/Pennsylvania Association of Staff Nurses and Allied Health Professionals (Jeanes Hospital) (effective November 9, 2010).

(4) Pharmacists employed at Temple University Hospital (effective October 1, 2012).

6. How Are My Contributions Invested?

You'll arrange with TIAA-CREF to have TUHS (or other participating employer) contribute the Employer 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 9 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 options and must provide participants with certain information about the investment options 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.

We urge you to read this information carefully, and to consult with your personal financial advisor.

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. Employer Contributions for Appendix A participants are invested in the default investment fund if the participant has not affirmatively enrolled in the Plan and/or has not selected an investment allocation for his or her account. 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.

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.

7. <u>When Will My Plan Account Become Vested</u>?

If you were 100% vested in an employer plan qualified under section 401(a) or 403(b) of the Internal Revenue Code maintained by TUHS or one of its affiliates as of December 31, 2006, you will be vested in your Plan account on January 1, 2007.

If you were employed by AOH, the Institute, or the Medical Group on December 31, 2012 and you become a participant in this Plan on or after January 1, 2013, you will be 100% vested in your Plan account. If you are employed by AOH, the Institute or the Medical Group after December 31, 2012, you will be subject to the vesting schedule set forth below.

You are always 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 and its affiliates for any reason.

As mentioned earlier, if you are a member of an Eligible Group listed in Appendix A or B and are credited with one or more Hours of Service after January 1, 2007, you earn a right to (become vested in) Employer Contributions after you earn three (3) Years of Vesting Service.

Completed Years of Vesting Service	Percentage Vested
less than 3	0%
3 or more	100%

You earn one "Year of Vesting Service" for each calendar year in which you earn at least 1,000 Hours of Service. Regardless of your service, you also become 100% vested if you reach normal retirement age or die while you are working for the TUHS or an affiliate. Your "normal retirement age" is age 65 or, if later, the fifth anniversary of the date you begin to participate in the Plan.

As set forth above, TUHS recently merged the Consolidated Plans into the Plan. If you participated in one of the Consolidated Plans prior to January 1, 2007, Appendix C sets forth the vesting schedules pertaining to any contributions made by TUHS on your behalf to the Consolidated Plans.

About Forfeitures. If your employment ends before you are 100% vested, you will forfeit your Employer Contribution account in January of the year following your termination of employment. If you are rehired before you have five consecutive one-year breaks in service, the amount forfeited will be restored to your account.

8. 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 TUHS (or other participating employer) or an affiliate of TUHS (including Temple University - Of The Commonwealth System of Higher Education).

Once you leave your participating employer (and all affiliates), you can choose to receive the value of your vested Plan account(s) in a single sum or in installments, or applied to the purchase of a lifetime annuity, as may be permitted by TIAA-CREF with respect to the funding vehicle(s) you have selected.

If you are receiving benefits under TUHS's long-term disability plan and TUHS is making contributions to this Plan on your behalf, you have not had a termination of employment for purposes of this Plan.

You can receive a distribution of your vested account after TIAA-CREF is advised by the Plan Administrator that you have terminated employment and are entitled to a distribution. 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 your normal retirement age (or otherwise as may be permitted by TIAA-CREF consistent with the terms of the Plan and applicable law).

You may choose to receive a distribution 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) approximately equal annual or other periodic installments over such period as may be permitted by TIAA-CREF (but not over a period, generally speaking, to exceed your life expectancy or the joint life expectancies of you and your designated beneficiary);

3) application of your vested 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; or

4) application of your vested 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.

In addition to the foregoing forms of benefit, if your Temple Continuing Care Center Qualified Retirement Plan (the "TCCC Plan") account was transferred to the Plan, you will also be able to choose to receive a distribution of the vested TCCC Plan portion of your Plan account in the forms of benefit that were available to you under the TCCC Plan.

Contact TIAA-CREF for the specific forms of benefits available with respect to your Plan account. There may be special rules for the portion of your Plan account that is invested in TIAA-CREF's annuity contracts. If you are married and you elect any form of benefit other than a joint and 50% survivor annuity with your spouse as your beneficiary, your spouse must consent to such other form of benefit. Your election of a benefit, and your spouse's consent, must take place within 180 days prior to the benefit commencement date for your benefit, 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 your election is not required.

Loans. You are not permitted to take a loan from your Plan account. If you took a loan from your account under the Retirement Savings Plan for Employees of Temple University (the "Retirement Savings Plan") and your loan was transferred to the Plan, your outstanding loan must be repaid in accordance with the terms of the promissory note issued under the Retirement Savings Plan.

About Taxes and Withholding. All distributions from the Plan are subject to Federal income tax. Generally, under Federal law, if you receive a single sum payment or installments over a period of less than 10 years, TIAA-CREF 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 59½, 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 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.

9. <u>I Want To Take a Distribution from the Plan. What Steps Should I Take</u>?

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. Vested Employer Contributions can only be withdrawn upon termination of employment.

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.

10. What Happens If I Die?

If you die before receiving benefit payments, the full value of your Plan account will be payable to your beneficiary or beneficiaries. If you should die after your Plan account begins to be paid to you, any remaining amounts in your account will be paid to the beneficiary or beneficiaries you have selected. If you have elected to apply your Plan account to the purchase of a life annuity, payments, if any, will continue in accordance with the form of annuity you have selected.

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 for more than 50% of your benefit, 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 vested account balance will be paid to your spouse.

In addition, if your Consolidated Plan account is transferred to this Plan, your beneficiary designation under this Plan will supersede any beneficiary designations in effect under the Consolidated Plans.

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 Retirement Savings 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, 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, or otherwise as may be provided by the investment option in which your Plan account is invested.

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 70½. If you work beyond age 70½, your account must begin to be distributed no later than April 1 of the calendar year following the calendar year in which you retired.

11. 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 TUHS's Human Resources Department. The Committee as Plan 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.

12. 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 <u>must</u> be followed and completed before you can bring suit in federal court.

13. <u>Are There Possible Limitations On My Benefits?</u>

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

- The investment results of the investment options in which your account is invested may decrease the value of your account.

- If you leave TUHS and all affiliates before you are fully vested, you will forfeit your Employer Contributions account, if appropriate.

- 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.

14. 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.

15. 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. Defined Contribution Retirement Plan. The Plan is a defined contribution retirement plan under section 401(a) 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 001.

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.

16. 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 retirement 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.

17. 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.
DEFINED CONTRIBUTION RETIREMENT PLAN
(NON-CONTRIBUTORY)

APPENDIX A

PART I:

Eligible Group	Initial Date of Participation
TUHS: - Confidential Secretaries - Non-union Administrative (BU04/06) - 1199C Clerical	January 1, 2007
Temple University Children's Medical Center: - 1199C Clerical - Non-union Administrative (BU04/06) - Confidential Secretaries	January 1, 2007
Temple University Hospital: - Confidential Secretaries - Non-union Administrative (BU04/06) - 1199C Clerical	January 1, 2007
Temple University Hospital – Episcopal Division: - Confidential Secretaries - Non-union Administrative (BU04/06) - 1199C Mental Health Union	January 1, 2007
Temple Physicians Inc. – Temple Transport Team: - Clerical Employees - Service Employees	January 1, 2007
Temple East, Inc. (Northeastern Hospital) - Non-union Clerical Employees - PASNAP Nurses	 January 1, 2007 January 1, 2007- February 28, 2007
Jeanes Hospital - Clerical Employees - Service Employees	January 1, 2007
The American Oncologic Hospital Institute for Cancer Research Fox Chase Cancer Center Medical Group, Inc. - Clerical Employees - Service Employees	January 1, 2013

Please see Section 3 of the Summary Plan Description ("Who is Eligible?") for eligibility rules and restrictions for all groups. You will not be an Eligible Employee for more than one Eligible Group at a time.

Exclusions

Notwithstanding the foregoing, you will not be an Eligible Employee in an Eligible Group for any period of time during which you are eligible to participate in a single employer, multiple employer or multiemployer pension plan to which a participating employer makes contributions pursuant to a collective bargaining agreement on your behalf.

PART II:

The employee contribution percentage for any Eligible Employee to whom this Part II applies shall be determined in accordance with the following table:

Years of Participation	Employer Contribution Percentage
Fewer than 3	3.0%
At least 3 but fewer than 5	3.5%
At least 5 but fewer than 7	4.0%
A least 7 but fewer than 9	4.5%
9 or more	5.0%

In determining the applicable Employer Contribution Percentage for any Pay Period, your Years of Eligibility shall be determined using Years of Eligibility beginning on January 1, 2007, as of the first day of the calendar month in which the Pay Period begins. Your Employer Contribution Percentage, if you were an active participant in the Retirement Savings Plan for Employees of Temple University or the Temple University Hospital, Inc. Defined Contribution Retirement Plan as of December 31, 2006, will not be less than the employer percentage rate that applied to you as of such date under such plan.

PART III:

In addition to any Employer Contribution Percentages that an Eligible Employee receives under Part II of this Appendix A, effective January 1, 2013, an Appendix A participant who elects to contribute 2% of compensation to the Basic Tax-Sheltered Annuity Plan (in accordance with the terms and conditions of such plan) shall receive a 2% Employer Contribution Percentage under this Plan..

TEMPLE UNIVERSITY HEALTH SYSTEM, INC.
DEFINED CONTRIBUTION RETIREMENT PLAN
(CONTRIBUTORY)

APPENDIX B

PART I:

Eligible Group	Initial Date of Participation	Employer Contribution Percentage
TUHS: - Executives/Administrative Employees	January 1, 2007	See Part III
Temple University Children's Medical Center: - Administrative Employees - Pharmacists - TUHNA Registered Nurses - PASNAP Technical Union	January 1, 2007	 See Part III See Part III See Part II See Part II
Temple University Hospital - Administrative Employees - Pharmacists - TUHNA Registered Nurses - PASNAP Technical Union	January 1, 2007	 See Part III See Part III (effective Jan. 1, 2007 – Sept. 30, 2012) See Part II (effective Oct. 1, 2012) See Part II See Part II
Temple University Hospital – Episcopal Division - Administrative Employees - Pharmacists/Pharmacy Techs - HPAE Registered Nurses - HPAE Technical Union	January 1, 2007	 See Part III See Part III See Part II See Part II
Temple Physicians, Inc. – Temple Transport Team - Grandfathered Clerical Employees - Grandfathered Service Employees - Administrative Employees - Physicians - Administrative Employees - Physicians	January 1, 2007 After January 1, 2007 After January 1, 2007	 5% 5% 5% or Part III, as elected 5% or Part III, as elected Part III Part III

Eligible Group	Initial Date of Participation	Employer Contribution Percentage
Temple East, Inc. (Northeastern Hospital) - Administrative Employees - PASNAP Nurses	 January 1, 2007 March 1, 2007	 See Part III See Part II
Jeanes Hospital - Administrative Employees - Pharmacists - PASNAP Registered Nurses - Licensed Practical Nurses - Technical and Maintenance	January 1, 2007	 See Part III See Part III See Part II See Part III See Part III
The American Oncologic Hospital Institute for Cancer Research Fox Chase Cancer Center Medical Group, Inc. - Administrative Employees - Pharmacists - Registered Nurses - Licensed Practical Nurses - Technical and Maintenance - Professors/M.D.	January 1, 2013	See Part III

Please see Section 3 of the Summary Plan Description ("Who is Eligible?") for eligibility rules and restrictions for all groups. You cannot be an Eligible Employee in more than one Eligible Group at a time.

Exclusions

Notwithstanding the foregoing, you will not become an Eligible Employee in an Eligible Group for any period of time during which you are eligible to participate in a single employer, multiple employer or a multiemployer pension plan to which a Participating Employer makes contributions pursuant to a collective bargaining agreement on your behalf.

PART II:

Except as may be provided in Part I hereof, the Employer Contribution Percentage for any Eligible Employee to which this Part II applies shall be determined in accordance with the following table:

Years of Participation	Employer Contribution Percentage
Fewer than 3	4.5%
At least 3 but fewer than 5	5.0%
At least 5 but fewer than 7	6.5%
7 or more	8.5%

PART III:

Except as may be provided in Part I hereof, the Employer Contribution Percentage for any Eligible Employee to which this Part III applies shall be determined in accordance with the following table:

Years of Participation	Employer Contribution Percentage
Fewer than 3	4.5%
At least 3 but fewer than 5	5.0%
At least 5 but fewer than 7	6.5%
A least 7 but fewer than 9	8.5%
9 or more	10%

In determining the applicable Employer Contribution Percentage for any Pay Period, your Years of Eligibility shall be determined using Years of Eligibility beginning on January 1, 2007, as of the first day of the calendar month in which the Pay Period begins. Notwithstanding Parts II and III, except as may be provided in Part I hereof, the Employer Contribution Percentage for any Eligible Employee who was an active participant in the Retirement Savings Plan for Employees of Temple University or the Temple University Hospital, Inc. Defined Contribution Retirement Plan as of December 31, 2006 shall in no event be less than the contribution percentage rate that applied to him as of such date under such plan.

TEMPLE UNIVERSITY HEALTH SYSTEM, INC.
DEFINED CONTRIBUTION RETIREMENT PLAN
CONSOLIDATED PLANS VESTING SCHEDULE

APPENDIX C

Plan Name	Effective Date(s)	Vesting (Plan Service Requirements)
Temple University Hospital, Inc. Defined Contribution Retirement Plan*	7/1/2001 to 12/31/2006	5 years of service (1,000 hours per year)
	1/1/2007 and later	3 years of service (1,000 hours per year)
Retirement Savings Plan for Employees of Temple Physicians, Inc.*	1/1/1997 to 12/31/2001	5 years of service (no hours requirement***)
	1/1/2002 to 12/31/2006	3 years of service (no hours requirement***)
	1/1/2007 and later	3 years of service (1,000 hours per year)
Temple Continuing Care Center Qualified Retirement Plan**	Inception to closure	5 years of service (1,000 hours per year)
Retirement Savings Plan for Employees of Temple University – TUHS employees only*	Through 12/31/2001	5 years of participation****
	1/1/2002 through 12/31/2006	3 years of participation****
	1/1/2007 and later	3 years of service (1,000 hours per year)

* 100% vested if terminated due to reduction in force during 2007.
** 100% vested if terminated due to closure on or after January 31, 2003.
*** Years of service (no hours requirement) – you needed to be continuously employed from your employment date.
**** Years of participation – you must have been actively participating in the plan for the time indicated. No hours requirement. The Retirement Savings Plan for Employees of Temple University was only open to full time employees.