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Form 990
2008Open to Public
InspectionDepartment of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung
benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2008 calendar year, or tax year beginning 07-01-2008 and ending 06-30-2009

<input type="checkbox"/> Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization Wheaton Franciscan Services Inc		D Employer identification number 36-3262111 E Telephone number (630) 909-6900 G Gross receipts \$ 2,056,069,783	
		Doing Business As			
		Number and street (or P O box if mail is not delivered to street address) 26 W171 Roosevelt Rd			Room/suite
		City or town, state or country, and ZIP + 4 Wheaton, IL 60187			
		F Name and address of Principal Officer JONATHAN W SOHN 400 W RIVER WOODS PARKWAY GLENDALE, WI 53212			
I Tax-exempt status <input checked="" type="checkbox"/> 501(c) (3) ► (Insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
J Web site: ► www wfhealthcare org		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No (If "No," attach a list See instructions)			
K Type of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> trust <input type="checkbox"/> association <input type="checkbox"/> other ►		L Year of Formation 1983		M State of legal domicile IL	

Part I Summary

1 Briefly describe the organization's mission or most significant activities WFSI is the parent organization that provides oversight and support to its system of related healthcare organizations and housing ministry operating in four states	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets	
	3 Number of voting members of the governing body (Part VI, line 1a)	12
	4 Number of independent voting members of the governing body (Part VI, line 1b)	10
	5 Total number of employees (Part V, line 2a)	696
	6 Total number of volunteers (estimate if necessary)	0
	7a Total gross unrelated business revenue from Part VIII, line 12, column (C)	0
	7b Net unrelated business taxable income from Form 990-T, line 34	0

8 Contributions and grants (Part VIII, line 1h)	Prior Year	
	24,451	
	9 Program service revenue (Part VIII, line 2g)	
	251,708,385	
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	
	23,067,019	
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	40,455,353	
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	274,679,388	

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	Prior Year	
	379,795	
	14 Benefits paid to or for members (Part IX, column (A), line 4)	
	0	
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	
	168,667,710	
	16a Professional fundraising fees (Part IX, column (A), line 11e)	161,833,136
	b (Total fundraising expenses, Part IX, column (D), line 25)	0
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	126,356,570
	18 Total expenses—add lines 13-17 (must equal Part IX, line 25, column (A))	295,404,075
19 Revenue less expenses Subtract line 18 from line 12	-12,642,714	

20 Total assets (Part X, line 16)	Beginning of Year	
	1,117,383,874	
	21 Total liabilities (Part X, line 26)	
	1,188,016,136	
22 Net assets or fund balances Subtract line 21 from line 20	-70,632,262	
	End of Year	
	1,137,692,748	
	1,349,686,876	
	-211,994,128	

Part II Signature Block

Please Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge		
	*****	2010-05-10	
	Signature of officer JONATHAN W SOHN SENIOR VP AND CFO Type or print name and title	Date	

Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's PTIN (See Gen Inst)
	Firm's name (or yours if self-employed), address, and ZIP + 4 ERNST & YOUNG US LLP 233 S WACKER DRIVE CHICAGO, IL 60606			EIN <input type="checkbox"/>
				Phone no <input type="checkbox"/> (312) 879-2000

May the IRS discuss this return with the preparer shown above? (See instructions) Yes No

Part III Statement of Program Service Accomplishments (See the instructions.)**1** Briefly describe the organization's mission

See Additional Data Table

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting or make significant changes in how it conducts any program services? Yes No
If "Yes," describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses
Section 501(c)(3) and (4) organizations and 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ 63,462,605 including grants of \$ 130,737) (Revenue \$ 295,865,935)

WHEATON FRANCISCAN SERVICES, INC (WFSI) was incorporated in 1983 to preserve and strengthen Judeo-Christian values, provide a framework for lay expertise and involvement, respond to an increasingly complex environment, ensure continuity of Franciscan sponsorship, and assure viability and excellence throughout the organization. As a not-for-profit organization, WFSI reinvests all net income into the communities it serves. Its multiple entities are dedicated to delivering quality health care to patients and residents through highly-trained staff, advanced technology, and superior and compassionate service, caring for each person's body, mind, and spirit with respect and dignity, working to improve the health of the communities, and ensuring health care access for everyone. WFSI is a Catholic, not-for-profit health care and housing organization serving at sites in Wisconsin, Iowa, Illinois, and Colorado. The System includes 17 hospital campuses, four long-term care facilities, two home health agencies, 70 clinic sites, and nearly 2,700 units of assisted living and other housing, and the corporate services offices in Wheaton, Illinois and Glendale, Wisconsin. Started more than 125 years ago and formally incorporated in 1983, WFSI is committed to living out the Mission and Values of its Sponsors, the Wheaton Franciscan Sisters, by providing excellent and compassionate health care and housing services to all, regardless of their ability to pay. WFSI is organized into market-based regional holding companies organized in the Southeast Wisconsin region, the Fox Valley Wisconsin region, as well as other regional holding companies conducting services in Illinois, Iowa, and Colorado. The System's housing and spiritual development services are organized under the holding company name of Franciscan Ministries, Inc. Since 2006, the "doing business as" name for WFSI's health care ministry has been Wheaton Franciscan Healthcare (WFH). In 2009 Wheaton Franciscan Healthcare was recognized nationally for quality health care, named one of the best performing 50 systems in Thompson Reuters' 100 Top Hospitals Health Systems Quality/Efficiency Study. Wheaton Franciscan Healthcare also received a 2009 VIP Award from McKesson Technology Solutions for its success in using information technology to enhance patient safety across nine hospital sites and more than 100 physician offices. The VIP Awards are presented annually to organizations that demonstrate vision, innovation and performance in the use of healthcare Information Technology. WFH is one of five health care organizations selected in July 2009 by a panel of judges - who are considered experts in the field of healthcare Information Technology use - to receive the award. In honor of the achievements, our foundations received a \$10,000 grant from McKesson. CORPORATE STRUCTURE Parent Company Wheaton Franciscan Services, Inc DBA Wheaton Franciscan Healthcare Health care ministry Wheaton Franciscan Healthcare Housing ministry Franciscan Ministries, Inc Health Care Mission. Wheaton Franciscan Healthcare is committed to living out the healing ministry of Jesus by providing exceptional and compassionate health care service that promotes the dignity and well being of the people we serve. Health Care Vision Our health ministries will be recognized in each community we serve for superior and compassionate patient service, clinical excellence, as the health care employer of choice, and the preferred partner of physicians. Housing Mission Franciscan Ministries, Inc is committed to providing quality and affordable housing in a compassionate environment that promotes wholeness of life within ourselves and the communities we serve. Housing Vision Our housing ministries will be recognized for excellence in property management and a well-integrated network of support services that provide hope, growth, and opportunity. Values Our common Values, which flow from our Mission and Catholic tradition, must have meaning for every one of us. Through them we put the healing ministry of Jesus into practice throughout the Wheaton Franciscan System. Respect We value each person as sacred, created in the image and likeness of God, which gives worth and meaning to each person's life. Integrity We value honesty and words and actions that build trust. Development We value personal and professional growth that combines the physical, emotional, spiritual and relational aspects of life and work. Excellence We value superior performance in our work and service. Stewardship We value our responsibility to use human, financial, and natural resources entrusted to us for the common good, with special concern for those who are poor. WHEATON FRANCISCAN HEALTHCARE Wheaton Franciscan Services, Inc's health care division, doing business as Wheaton Franciscan Healthcare (WFH), consists of facilities in Illinois, Iowa, and Wisconsin. SYSTEM STATISTICS Hospital Campuses 17 Staffed Hospital beds 2,087 Long-term Care Facilities 4 Home Health Agencies 2 Units of Housing 2,681 Associates 22,229 Affiliated Physicians 3,019 Employed Physicians 731 Emergency Room Visits 356,712 Newborns 11,409 Hospital Admissions 89,198 Hospital Patient Days 423,409 Skilled Nursing Unit Patient Days 26,882 Long-term Care Facility Patient Days 150,761 Hospital Outpatient Visits 1,982,065 Hospice Days 17,622 Home Health Visits 84,350 Medical Group Physician Visits 1,971,809 WFH ORGANIZATIONS Iowa Covenant Medical Center, Inc. Mercy Hospital of Franciscan Sisters, Inc. Sartori Memorial Hospital, Inc. Covenant Clinic Covenant Foundation, Inc. Sartori Health Care Foundation, Inc. Covenant Regional Services, Inc. Illinois Marianjoy Rehabilitation Hospital and Clinics Marianjoy Medical Group Marianjoy Foundation RUSH OAK PARK HOSPITAL, Inc. OSF Services Canticle Ministries Clara Pfaender Fund Wisconsin All Saints St. Joseph Elmbrook Memorial The Wisconsin Heart Hospital St. Francis Franklin Marian Franciscan Center Franciscan Woods The Terrace at St. Francis Wheaton Franciscan Home Health Wheaton Franciscan Hospice Wheaton Franciscan Laboratories Wheaton Franciscan Medical Group All Saints Foundation Volunteers in Partnership with Wheaton Franciscan Healthcare-All Saints St. Joseph Foundation Elmbrook Memorial Foundation Circle of Life Foundation The Foundation for St. Francis AFFILIATIONS INCLUDE Midwest Orthopedic Specialty Hospital - Franklin, WI Affinity Health System - Menasha, Wisconsin St. Elizabeth Hospital Mercy Medical Center of Oshkosh Calumet Medical Center Franciscan Care and Rehabilitation Center Network Health Plan of Wisconsin Affinity Medical Group St. Elizabeth Hospital Community Foundation United Hospital System - Kenosha, Wisconsin St. Catherine's Medical Center Kenosha Medical Center Wheaton Franciscan Healthcare also joined the Catholic Health Association, the American Hospital Association, the Robert Wood Johnson Foundation, and many other local and national organizations by participating in Cover the Uninsured Week, a national effort to raise awareness of the need for affordable health care coverage for the nearly 46 million Americans without insurance. Since its inception in 2003, Cover the Uninsured Week has educated Americans and called on national leaders to make health care coverage for all a top priority. Our vigorous support for this year's efforts included displays in hospitals, a television phone bank for uninsured patients in collaboration with other health systems and a local TV station, local news media coverage of uninsured individuals, and health promotion fairs. Associates also received fact sheets and daily reflections. Beyond systemwide efforts, each region of WFH worked to bring benefit to our local communities in numerous ways. Highlights of these local efforts are detailed throughout the remainder of this Statement of Program Service Accomplishments.

4b (Code) (Expenses \$) including grants of \$) (Revenue \$)

4c (Code) (Expenses \$) including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O)
(Expenses \$) including grants of \$) (Revenue \$)

4e Total program service expenses \$ 63,462,605 Must equal Part IX, Line 25, column (B).

Part IV Checklist of Required Schedules

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete Schedule B, Schedule of Contributors?

3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

4 Section 501(c)(3) organizations Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II

5 Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III

6 Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I

7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," complete Schedule D, Part II

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV

10 Did the organization hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V

11 Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable

12 Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? If "Yes," complete Schedule D, Parts XI, XII, and XIII

13 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the U.S.?

- b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? If "Yes," complete Schedule F, Part I

15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Part II

16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Part III

17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? If "Yes," complete Schedule G, Part I

18 Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II

19 Did the organization report more than \$15,000 on Part VIII, line 9a? If "Yes," complete Schedule G, Part III

20 Did the organization operate one or more hospitals? If "Yes," complete Schedule H

21 Did the organization report more than \$5,000 on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II

22 Did the organization report more than \$5,000 on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III

23 Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? If "Yes," complete Schedule J

24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to question 25

- b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?
- c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?
- d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?

25a Section 501(c)(3) and 501(c)(4) organizations Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I

25b Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? If "Yes," complete Schedule L, Part I

26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II

27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? If "Yes," complete Schedule L, Part III

	Yes	No
1	Yes	
2	Yes	
3		No
4	Yes	
5		
6		No
7		No
8		No
9		No
10		No
11	Yes	
12		No
13		No
14a	Yes	
14b	Yes	
15		No
16		No
17		No
18		No
19		No
20		No
21	Yes	
22		No
23	Yes	
24a	Yes	
24b		No
24c	Yes	
24d		No
25a		No
25b		No
26		No
27		No

Part IV Checklist of Required Schedules (Continued)

28 During the tax year, did any person who is a current or former officer, director, trustee, or key employee

- a** Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? If "Yes," complete Schedule L, Part IV
- b** Have a family member who had a direct or indirect business relationship with the organization? If "Yes," complete Schedule L, Part IV
- c** Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? If "Yes," complete Schedule L, Part IV

29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M

30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M

31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I

32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II

33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations section 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I

34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1

35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2

36 501(c)(3) organizations Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2

37 Did the organization conduct more than 5 percent of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI

	Yes	No
28a		No
28b		No
28c		No
29		No
30		No
31		No
32		No
33		No
34	Yes	
35	Yes	
36	Yes	
37		No

Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, <i>Annual Summary and Transmittal of U.S. Information Returns</i> . Enter -0- if not applicable	1a	144
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return	2a	696
2b	If at least one is reported in 2a, did the organization file all required federal employment tax returns? <i>Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return.</i>	2b	Yes
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	3a	No
3b	If "Yes," has it filed a Form 990-T for this year? <i>If "No," provide an explanation in Schedule O</i>	3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	Yes
4b	If "Yes," enter the name of the foreign country <u>CJ</u> See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts .		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	No
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No
5c	If "Yes," to 5a or 5b, did the organization file Form 8886-T, <i>Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction</i> ?	5c	
6a	Did the organization solicit any contributions that were not tax deductible?	6a	No
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	<i>Organizations that may receive deductible contributions under section 170(c).</i>	7a	No
7a	Did the organization provide goods or services in exchange for any quid pro quo contribution of \$75 or more?	7b	
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	No
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d	
7d	If "Yes," indicate the number of Forms 8282 filed during the year	7e	
7e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g	
7g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7h	
7h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	8	
8	<i>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</i> Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	9a	
9a	<i>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.</i>	9b	
9b	Did the organization make any taxable distributions under section 4966?		
10	<i>Section 501(c)(7) organizations.</i> Enter		
10a	Initiation fees and capital contributions included on Part VIII, line 12	10b	
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	<i>Section 501(c)(12) organizations.</i> Enter		
11a	Gross income from members or shareholders	11b	
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
12a	<i>Section 4947(a)(1) non-exempt charitable trusts.</i> Is the organization filing Form 990 in lieu of Form 1041?	12b	
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		

Part VI Governance, Management, and Disclosure (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)
Section A. Governing Body and Management

	Yes	No
For each "Yes" response to lines 2-7 below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.		
1a Enter the number of voting members of the governing body . . .	1a	12
b Enter the number of voting members that are independent . . .	1b	10
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	No
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No
4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4	No
5 Did the organization become aware during the year of a material diversion of the organization's assets?	5	No
6 Does the organization have members or stockholders?	6	Yes
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	Yes
b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b	Yes
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a the governing body?	8a	Yes
b each committee with authority to act on behalf of the governing body?	8b	Yes
9a Does the organization have local chapters, branches, or affiliates?	9a	No
b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	9b	
10 Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990	10	Yes
11 Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	11	No

Section B. Policies

	Yes	No
12a Does the organization have a written conflict of interest policy? If "No", go to line 13	12a	Yes
b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	Yes
13 Does the organization have a written whistleblower policy?	13	Yes
14 Does the organization have a written document retention and destruction policy?	14	Yes
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision		
a The organization's CEO, Executive Director, or top management official?	15a	Yes
b Other officers or key employees of the organization?	15b	Yes
Describe the process in Schedule O		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	No
b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable Federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed _____

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you make these available. Check all that apply
 own website another's website upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization
LISA FLANIGAN
26 W171 ROOSEVELT RD
WHEATON, IL 60187
(630) 909-6900

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Section A Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Use Schedule J-2 if additional space is needed.

* List all of the organization's **current** officers, directors, trustees (whether individuals or organizations) and key employees regardless of amount of compensation, and current key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid

* List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

* List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

* List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

Check this box if the organization did not compensate any officer, director, trustee or key employee.

Part VII **Continued**

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization **92**

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3 Yes	
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	4 Yes	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

(A)	Name and business address	(B)	Description of services	(C)	Compensation
SONNENSCHEIN NATH ROSENTHAL	211 NORTH BROADWAY	ST LOUIS, MO 63102	Legal Services	1,716,891	
CATHOLIC HEATHCARE AUDIT NETWORK LL	231 S Berniston Ste 300	CLAYTON, MO 63105	Audit Services	942,204	
PRESS GANEY ASSOCIATES INC	PO BOX 88335	MILWAUKEE, WI 53288	SERVICE EXCELLENCE	889,546	
MERCER HUMAN RESOURCE CONSULTING	PO BOX 730212	DALLAS, TX 75373	HR Consulting	860,546	
MICHAEL BEST FRIEDRICH	100 E WISCONSIN AVE STE 3300	MILWAUKEE, WI 53202	LEGAL SERVICES	857,783	
2	Total number of independent contractors (including those in 1) who received more than \$100,000 in compensation				28

Part
VIII

Statement of Revenue

		(A) Total Revenue	(B) Related or Exempt Function Revenue	(C) Unrelated Business Revenue	(D) Revenue Excluded from Tax under IRC 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a Federated campaigns . . . 1a					
	b Membership dues 1b					
	c Fundraising events 1c					
	d Related organizations . . . 1d	47,875				
	e Government grants (contributions) 1e	16,614				
	f All other contributions, gifts, grants, and similar amounts not included above 1f					
	g Noncash contributions included in lines 1a-1f \$ 1f					
	h Total (Add lines 1a-1f) 1f	64,489				
Program Service Revenue			Business Code			
				2a SUPPORT SERVICES REVENUE 900,099	251,283,254	251,283,254
	b RENTAL INCOME 900,099	1,026,627	1,026,627			
	c GPO PATRONAGE DIV 900,099	3,100,701	3,100,701			
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f ► \$ 255,410,582					
Other Revenue	3 Investment income (including dividends, interest other similar amounts) 3				9,101,765	
	4 Income from investment of tax-exempt bond proceeds 4				2,382,260	
	5 Royalties 5				0	
	6a Gross Rents	(I) Real	(II) Personal			
	b Less rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss) 6a					
	7a Gross amount from sales of assets other than inventory	(I) Securities	(II) Other			
b Less cost or other basis and sales expenses	1,748,655,334					
c Gain or (loss)	1,781,390,395					
d Net gain or (loss) 7a	-32,735,061				-32,735,061	
8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 Attach Schedule G if total exceeds \$15,000 a						
b Less direct expenses . . . b						
c Net income or (loss) from fundraising events 8a		0				
9a Gross income from gaming activities See part IV, line 19 Complete Schedule G if total exceeds \$15,000						
a						
b Less direct expenses . . . b						
c Net income or (loss) from gaming activities 9a		0				
10a Gross sales of inventory, less returns and allowances a						
b Less cost of goods sold . . . b						
c Net income or (loss) from sales of inventory 10a		0				
Miscellaneous Revenue		Business Code				
11a INT INTERCO LOANS	900,099	25,822,550	25,822,550			
b SWAP SETTLEMENT	900,099	13,358,450	13,358,450			
c SWAP VALUE ADJUSTMENT	900,099	501,825	501,825			
d All other revenue		772,528	772,528			
e Total. Add lines 11a-11d ► \$ 40,455,353						
12 Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e 12	274,679,388	295,865,935	0	-21,251,036		

Part IX Statement of Functional Expenses**Section 501(c)(3) and 501(c)(4) organizations must complete all columns.****All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).**

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U S See Part IV, line 21	130,737	130,737		
2 Grants and other assistance to individuals in the U S See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations and individuals outside the U S See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	8,900,639		8,900,639	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	42,279,476	1,211,686		
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	24,491,360	734,741	23,756,619	
9 Other employee benefits	82,831,182	2,484,935	80,346,247	
10 Payroll taxes	3,330,479	99,914	3,230,565	
11 Fees for services (non-employees)				
a Management	5,773,012	4,329,759	1,443,253	
b Legal	7,050,795		7,050,795	
c Accounting	1,647,208		1,647,208	
d Lobbying	0			
e Professional fundraising See Part IV, line 17 . . .	0			
f Investment management fees	837,126		837,126	
g Other	2,011,988	1,508,991	502,997	
12 Advertising and promotion	0			
13 Office expenses	11,947,149	8,969,019	2,978,130	
14 Information technology	240,248		240,248	
15 Royalties	0			
16 Occupancy	3,452,056	2,589,042	863,014	
17 Travel	639,000	11,446	627,554	
18 Payments of travel or entertainment expenses for any Federal, state or local public officials	0			
19 Conferences, conventions and meetings	809,518	1,727	807,791	
20 Interest	36,660,061		36,660,061	
21 Payments to affiliates	745,000	745,000		
22 Depreciation, depletion, and amortization	18,782,251	14,086,688	4,695,563	
23 Insurance	11,881,328	8,910,996	2,970,332	
24 Other expenses—Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a MAINTENANCE CONTRACTS	19,391,664	14,543,748	4,847,916	
b MINOR EQUIPMENT	2,135,285	1,608,462	526,823	
c OTHER PURCHASED SERVICES	1,883,087	971,767	911,320	
d RECRUITMENT	1,027,498	513,749	513,749	
e MEMBERSHIP FEES & DUES	723,772	576	723,196	
f All other expenses	1,403,876	9,622	1,394,254	
25 Total functional expenses. Add lines 1 through 24f	291,005,795	63,462,605	227,543,190	0
26 Joint Costs. Check <input type="checkbox"/> if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year	(B) End of year
Assets			
1	Cash—non-interest-bearing	1	
2	Savings and temporary cash investments	62,206,345	101,582,041
3	Pledges and grants receivable, net	3	
4	Accounts receivable, net	6,311,880	634,591
5	Receivables from current and former officers, directors, trustees, key employees or other related parties <i>Complete Part II of Schedule L</i>	5	
6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) <i>Complete Part II of Schedule L</i>	6	
7	Notes and loans receivable, net	501,090,088	491,824,791
8	Inventories for sale or use	78,063	96,804
9	Prepaid expenses and deferred charges	18,278,435	22,044,841
10a	Land, buildings, and equipment cost basis	10a	124,585,083
b	Less accumulated depreciation <i>Complete Part VI of Schedule D</i>	10b	51,404,016
		71,727,770	10c
		73,181,067	
11	Investments—publicly traded securities	11	323,332,741
12	Investments—other securities See Part IV, line 11 <i>Complete Part VII of Schedule D</i>	12	8,951,720
13	Investments—program-related See Part IV, line 11 <i>Complete Part VIII of Schedule D</i>	13	26,285,304
14	Intangible assets	14	
15	Other assets See Part IV, line 11 <i>Complete Part IX of Schedule D</i>	15	89,758,848
16	Total assets. Add lines 1 through 15 (must equal line 34)	16	1,117,383,874
17	Accounts payable and accrued expenses	17	52,195,739
18	Grants payable	18	
19	Deferred revenue	19	5,420,746
20	Tax-exempt bond liabilities	20	891,216,304
21	Escrow account liability <i>Complete Part IV of Schedule D</i>	21	
22	Payable to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons <i>Complete Part II of Schedule L</i>	22	
23	Secured mortgages and notes payable to unrelated third parties	23	
24	Unsecured notes and loans payable	24	
25	Other liabilities <i>Complete Part X of Schedule D</i>	25	239,183,347
26	Total liabilities. Add lines 17 through 25	26	1,188,016,136
	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
27	Unrestricted net assets	27	-70,660,003
28	Temporarily restricted net assets	28	27,741
29	Permanently restricted net assets	29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.		
30	Capital stock or trust principal, or current funds	30	
31	Paid-in or capital surplus, or land, building or equipment fund	31	
32	Retained earnings, endowment, accumulated income, or other funds	32	
33	Total net assets or fund balances	33	-70,632,262
34	Total liabilities and net assets/fund balances	34	1,117,383,874
			1,137,692,748
Liabilities			
Net Assets or Fund Balances			

Part XI Financial Statements and Reporting

		Yes	No
1	Accounting method used to prepare the Form 990	<input type="checkbox"/> cash	<input checked="" type="checkbox"/> accrual
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	<input type="checkbox"/>	No
b	Were the organization's financial statements audited by an independent accountant?	<input type="checkbox"/>	No
c	If "Yes" to lines 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	<input type="checkbox"/>	No
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	<input type="checkbox"/>	No
b	If "Yes," did the organization undergo the required audit or audits?	<input type="checkbox"/>	No

2008

Open to Public
Inspection**SCHEDULE A**
(Form 990 or 990EZ)**Public Charity Status and Public Support**

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

Attach to Form 990 or Form 990-EZ. See separate instructions.

Department of the Treasury
Internal Revenue Service**Name of the organization**
Wheaton Franciscan Services Inc**Employer identification number**

36-3262111

Part I Reason for Public Charity Status (to be completed by all organizations) (See Instructions)

The organization is not a private foundation because it is (Please check only one organization)

1 A church, convention of churches, or association of churches described in **Section 170(b)(1)(A)(i)**.

2 A school described in **Section 170(b)(1)(A)(ii)**. (Attach Schedule E)

3 A hospital or a cooperative hospital service organization described in **Section 170(b)(1)(A)(iii)**. (Attach Schedule H)

4 A medical research organization operated in conjunction with a hospital described in **Section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state

5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **Section 170(b)(1)(A)(iv)**. (Complete Part II)

6 A federal, state, or local government or governmental unit described in **Section 170(b)(1)(A)(v)**.

7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **Section 170(b)(1)(A)(vi)** (Complete Part II)

8 A community trust described in **Section 170(b)(1)(A)(vi)** (Complete Part II)

9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **Section 509(a)(2)**. (Complete Part III)

10 An organization organized and operated exclusively to test for public safety See **Section 509(a)(4)**. (See instructions)

11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **Section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h

e **a** Type I **b** Type II **c** Type III - Functionally Integrated **d** Type III - Other

f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?

(ii) a family member of a person described in (i) above?

(iii) a 35% controlled entity of a person described in (i) or (ii) above?

h Provide the following information about the organizations the organization supports

	Yes	No
11g(i)		No
11g(ii)		No
11g(iii)		No

(i) Name of Supported Organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (See Instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
See Additional Data Table									
Total									174,909,601

Part II Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I.)
Public Support

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add line 1-3						
5 The portion of total contribution by each person (other than a government unit or publicly supported organization) included on line 1 that exceed 2% of the amount shown on line 11, column (f)						
6 Public Support subtract line 5 from line 4						

Total Support

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total Support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (See instructions)					12	

13 First Five Years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here**

**Computation of Public Support Percentage**

14 Public Support Percentage for 2008 (line 6 column (f) divided by line 11 column (f))	14	
15 Public Support Percentage for 2007 Schedule A, Part IV-A, line 26f	15	
16a 33 1/3% Test - 2008. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		
b 33 1/3% Test - 2007. If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		
17a 10% Facts and Circumstances Test - 2008. If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization		
b 10% Facts and Circumstances Test - 2007. If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization		
18 Private Foundation. If the organization did not check the box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions		

Part III Support Schedule for Organizations Described in IRC 509(a)(2)
 (Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total Add lines 1-5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000						
c Total of lines 7a and 7b						
8 Public Support (Subtract line 7c from line 6)						

Total Support

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after 30 June, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total Support (Add lines 9, 10c, 11 and 12)						
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						►

Computation of Public Support Percentage

15 Public Support Percentage for 2008 (line 8 column (f) divided by line 13 column (f))	15
16 Public Support Percentage for 2007 Schedule A, Part IV-A, line 27g	16

Computation of Investment Income Percentage

17 Investment Income Percentage for 2008 (line 10c column (f) divided by line 13 column (f))	17
18 Investment Income Percentage from 2007 Schedule A, Part IV-A, line 27h	18
19a 33 1/3% Tests - 2008. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization	►
b 33 1/3% Tests - 2007. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization	►
20 Private Foundation If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions	►

Part IV **Supplemental Information.** Complete this part to provide the information required by Part II, line 10; Part II, line 17a or 17b, or Part III, line 12. Provide any other additional information. (see instructions)

Facts and Circumstances Test

Part II-A To be completed by organizations exempt under section 501(c)(3) that filed Form 5768 (election under section 501(h)). (See the instructions for Schedule C for details.)

A Check if the filing organization belongs to an affiliated group
B Check if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures— (The term "expenditures" means amounts paid or incurred.)		(a) Filing Organization's Totals	(b) Affiliated Group Totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)			
b Total lobbying expenditures to influence a legislative body (direct lobbying)			
c Total lobbying expenditures (add lines 1a and 1b)			
d Other exempt purpose expenditures			
e Total exempt purpose expenditures (add lines 1c and 1d)			
f Lobbying nontaxable amount Enter the amount from the following table in both columns—			
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:		
Not over \$500,000	20% of the amount on line 1e		
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000		
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000		
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000		
Over \$17,000,000	\$1,000,000		
g Grassroots nontaxable amount (enter 25% of line 1f)			
h Subtract line 1g from line 1a Enter -0- if line g is more than line a			
i Subtract line 1f from line 1c Enter -0- if line f is more than line c			
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 1a through 1f of the instructions.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) Total
2a Lobbying non-taxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots non-taxable amount					
e Grassroots ceiling amount (150% of line d, column (e))					
f Grassroots lobbying expenditures					

Part II-B To be completed by organizations exempt under section 501(c)(3) that have NOT filed Form 5768 (election under section 501(h)). (See the instructions for Schedule C for details.)

	(a)		(b)
	Yes	No	
			Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a Volunteers?		No	
b Paid staff or management (include compensation in expenses reported on lines c through i)?		No	
c Media advertisements?		No	
d Mailings to members, legislators, or the public?		No	
e Publications, or published or broadcast statements?		No	
f Grants to other organizations for lobbying purposes?		No	
g Direct contact with legislators, their staffs, government officials, or a legislative body?	Yes		61,974
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means?		No	
i Other activities If "Yes," describe in Part IV	Yes		0
j Total lines 1c through 1i			61,974
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
b If "Yes" enter the amount of any tax incurred under section 4912			
c If "Yes" enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6). (See the instructions for Schedule C for details.)

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carryover lobbying and political expenditures from the prior year?	3	

Part III-B To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, questions 1 and 2 are answered "No" OR if Part III-A, question 3 is answered "Yes." (See the instructions for Schedule C for details.)

1 Dues, assessments and similar amounts from members	1 \$
2 Section 162(e) non-deductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).	
a Current Year	2a \$
b Carryover from last year	2b \$
c Total	2c \$
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3 \$
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4 \$
5 Taxable amount of lobbying and political expenditures (line 2c total minus 3 and 4)	5 \$

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, and Part II-B, line 1. Also, complete this part for any additional information.

Identifier	Return Reference	Explanation
Lobbying	Sch C Pt II-B Line 1i	WHEATON FRANCISCAN HEALTHCARE EMPLOYS ONE FULL TIME VICE PRESIDENT OF STRATEGIC PLANNING AND GOVERNMENT RELATIONS WHOSE DUTIES INCLUDE A PORTION OF LOBBYING ACTIVITIES THESE LOBBYING ACTIVITIES APPROXIMATE 40% OF TOTAL ANNUAL SALARY A BENEFITS FACTOR OF 25% IS ADDED, AND THE TOTAL IS ALLOCATED AMONGST THE HEALTHCARE SYSTEMS RECEIVING THE BENEFIT OF THESE SERVICES THE LOBBYING ACTIVITIES INCLUDE SUCH THINGS AS PRESERVATION OF MEDICARE AND MEDICAID FUNDING, MONITORING FEDERAL LEGISLATION THAT MAY IMPACT THE ORGANIZATION, PARTICIPATING IN AND COORDINATING VISITS WITH ELECTED OFFICIALS, COORDINATING ADVOCACY ACTIVITIES IN CONJUNCTION WITH RELEVANT TRADE ASSOCIATIONS, AND PROVIDING AWARENESS ON SPECIFIC STATE RELATED LEGISLATIVE ISSUES WHEN THE NEED ARISES (e.g. STATE HOSPITAL ASSESSMENT LEGISLATION IN WISCONSIN) THE PORTION OF DIRECT EXPENSES RELATED TO ANNUAL EMPLOYEE BUSINESS TRAVEL TO WASHINGTON DC OR OTHER LOCATIONS, IN ORDER TO LOBBY FOR ISSUES IMPORTANT TO HEALTHCARE PROVIDERS AND PATIENTS, HAVE BEEN INCLUDED IF APPLICABLE FINALLY, ANY TRADE ASSOCIATION DUES CONTAINING A PERCENTAGE PORTION ALLOCABLE TO LOBBYING ACTIVITIES, HAS BEEN ADDED OR ESTIMATED, AS APPROPRIATE

Part IV Supplemental Information

2008

Open to Public
Inspection**SCHEDULE D**
(Form 990)**Supplemental Financial Statements**

► Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

Department of the Treasury
Internal Revenue Service**Name of the organization**
Wheaton Franciscan Services Inc**Employer identification number**
36-3262111**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate Contributions to (during year)		
3 Aggregate Grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

Preservation of land for public use (e.g., recreation or pleasure) Preservation of an historically important land area
 Protection of natural habitat Preservation of certified historic structure
 Preservation of open space

2 Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
2a	
2b	
2c	
2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ►

4 Number of states where property subject to conservation easement is located ►

5 Does the organization have a written policy regarding the periodic monitoring, inspection, violations, and enforcement of the conservation easements it holds?

 Yes No

6 Staff or volunteer hours devoted to monitoring, inspecting and enforcing easements during the year ►

7 Amount of expenses incurred in monitoring, inspecting, and enforcing easements during the year ► \$

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?

 Yes No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ► \$

(ii) Assets included in Form 990, Part X ► \$

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a Revenues included in Form 990, Part VIII, line 1 ► \$

b Assets included in Form 990, Part X ► \$

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

a Public exhibition d Loan or exchange programs
 b Scholarly research e Other
 c Preservation for future generations

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Trust, Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain why in Part XIV and complete the following table

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance					
1b Contributions					
1c Investment earnings or losses					
1d Grants or scholarships					
1e Other expenditures for facilities and programs					
1f Administrative expenses					
1g End of year balance					

2 Provide the estimated percentage of the year end balance held as

a Board designated or quasi-endowment ►
 b Permanent endowment ►
 c Term endowment ►

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations
 (ii) related organizations

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds

Yes	No
3a(i)	
3a(ii)	
3b	

Part VI Investments—Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land		2,064,696		2,064,696
1b Buildings		1,629,893	288,229	1,341,664
1c Leasehold improvements				
1d Equipment	115,262,074	51,048,289	64,213,785	
1e Other	5,628,420	67,498	5,560,922	
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				73,181,067

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives and other financial products		
Closely-held equity interests		
Other INVESTMNT-PREF PROF INS CO	615,920	C
Other INVESTMNT-WHEATON FRAN INS CO	8,035,800	C
Other CONSORTA GROUP PURCHASING	300,000	C
Total. (Column (b) should equal Form 990, Part X, col (B) line 12.) ►		

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
INVESTMNT-AFFINITY HLTH SYSTEM	26,285,304	C
Total. (Column (b) should equal Form 990, Part X, col (B) line 13.) ►		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
SECURITIES LENDING COLLATERAL	81,532,241
INTERCO ACCOUNTS RECEIVABLE	8,102,093
WORK COMP LOSS FUND	95,773
CASH-RESTRICTED ASSET	28,741
Total. (Column (b) should equal Form 990, Part X, col.(B) line 15.) ►	89,758,848

Part X Other Liabilities. See Form 990, Part X, line 25.

(a) Description of Liability	(b) Amount
Federal Income Taxes	
SECURITY LENDING PAYABLE	81,532,241
BENEFIT RESTORATION PLAN	1,138,277
PENSION-MIN LIAB PER FASB87	225,012,386
DEFERRED COMPENSATION	19,921,860
FELICIAN SERVICES	28,000,000
GIFT ANNUITIES	89,645
DERIVATIVE SWAP VALUE ADJ	5,766,604
DUE TO/FROM RELATED ORGS	57,644,293
Total. (Column (b) should equal Form 990, Part X, col (B) line 25.) ►	419,105,306

In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	274,679,388
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	291,005,795
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-16,326,407
4	Net unrealized gains (losses) on investments	4	3,211,121
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-128,246,580
9	Total adjustments (net) Add lines 4 - 8	9	-125,035,459
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-141,361,866

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	277,890,509
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	3,211,121
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	3,211,121
3	Subtract line 2e from line 1	3	274,679,388
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5	274,679,388

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	291,005,795
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Losses reported on Form 990, Part IX, line 25	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	291,005,795
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5	291,005,795

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part XIV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b

Identifier	Return Reference	Explanation
Supplemental Information	Schedule D, Part XI, Line 8	Change in minimum pension liability per FASB87 (128,247,580) Change in restricted equity-employee emergency fund 1,000

SCHEDULE F
(Form 990)

Statement of Activities Outside the United States

OMB No 1545-0047

2008

Open to Public Inspection

► **Attach to Form 990. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.**

Department of the Treasury
Internal Revenue Service

Employer identification number

36-326211

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 **For grantmakers.** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance Yes No

2 **For grantmakers.** Describe in Part IV the organization's procedures for monitoring the use of grant funds outside the United States

3 Activities per Region (Use Schedule F-1 (Form 990) if additional space is needed)

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Check this box if no one recipient received more than \$5,000 ► Use Schedule F-1 if additional space is needed.

2 Enter total number of organizations that are recognized as charities by the foreign country or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter

3 Enter total number of other organizations or entities

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 16. Use Schedule F-1 (Form 990) if additional space is needed.

Part IV Supplemental Information

Complete this part to provide the information required in Part I, line 2, and any other additional information.

Software ID:

Software Version:

EIN: 36-3262111

Name: Wheaton Franciscan Services Inc

Form 990 Schedule F Part II - Grants and Other Assistance to Organizations or Entities Outside The United States

(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
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Grants and Other Assistance to Organizations, Governments and Individuals in the U.S.

Department of the Treasury
Internal Revenue Service

Complete if the organization answered "Yes," on Form 990, Part IV, lines 21 or 22. Attach to Form 990.

Open to Public Inspection

Open to Public Inspection

Name of the organization
Wheaton Franciscan Services Inc.

Employer identification number

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 if additional space is needed.

2 Enter total number of section 501(c)(3) and government organizations

3 Enter total number of other organizations -

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Use Schedule I-1 (Form 990) if additional space is needed.

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

See Additional Data Table

Identifier	Return Reference	Explanation
Supplemental Information	Part I, Line 2	Wheaton Franciscan Healthcare maintains files and records to manage the decision-making and award process for
Schedule I		organizations that it provides community sponsorship dollars to. Decisions are made by a Community Sponsorship
		Committee with leaders who hold positions in Diversity, Strategic Planning, Mission Services, Marketing and Philanthropy
		The Committee generally strives to sponsor organizations that have missions that align with the mission, vision and values of
		Wheaton Franciscan Healthcare. The committee also looks for certain other criteria when deciding which organizations will
		receive contributions, including but not limited to supporting healthcare related activities within the Southeast Wisconsin
		markets, supporting programming that work to further diversity and cultural competency, aligning with other WFH business
		relationships or service lines, supporting student academic achievement or workforce development initiatives, and finally,
		supporting environmental "green" initiatives. Wheaton Franciscan Healthcare periodically meets with representatives of
		sponsored organizations to discuss objectives including how dollars will be spent. Currently, confirmation letters are sent to
		sponsored organizations when award dollars are given that confirm the dollar amount awarded and the intended purpose, with
		a request that the recipient acknowledge receipt of the funds in written correspondence. Files are maintained in the
		Organizational Change and Leadership Performance Department to include copies of letters of request, award and denial
		letters along with acknowledgement receipts from sponsored organizations

2008

Open to Public
Inspection**Schedule J**
(Form 990)**Compensation Information**

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
► Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 23.

Department of the Treasury
Internal Revenue Service**Name of the organization**

Wheaton Franciscan Services Inc

Employer identification number

36-3262111

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

<input type="checkbox"/> First class or charter travel	<input checked="" type="checkbox"/> Housing allowance or residence for personal use
<input checked="" type="checkbox"/> Travel for companions	<input checked="" type="checkbox"/> Payments for business use of personal residence
<input type="checkbox"/> Tax indemnification and gross-up payments	<input checked="" type="checkbox"/> Health or social club dues or initiation fees
<input type="checkbox"/> Discretionary spending account	<input checked="" type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)

b If line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply

<input checked="" type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract
<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study
<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a

a Receive a severance payment or change of control payment?
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?
c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

501(c)(3) and 501(c)(4) organizations only must complete lines 5-8.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

a The organization?

b Any related organization?

If "Yes," to line 5a or 5b, describe in Part III

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

a The organization?

b Any related organization?

If "Yes," to line 6a or 6b, describe in Part III

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

	Yes	No
1b	Yes	
2	Yes	
4a	Yes	
4b	Yes	
4c	Yes	
5a		No
5b		No
6a		No
6b		No
7		No
8		No

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations described in the instructions on row (ii). Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

Part III | Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

Software ID:
Software Version:
EIN: 36-3262111
Name: Wheaton Franciscan Services Inc

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
Jack Dusenbery	(I) 361,548 (II) 0	0 0	9,730 0	36,780 0	23,699 0	431,757 0	0 0
Kathleen Yosko	(I) 303,975 (II) 0	0 0	374,696 0	42,098 0	20,686 0	741,455 0	366,370 0
Kenneth Buser	(I) 488,816 (II) 0	0 0	172,422 0	63,989 0	30,066 0	755,293 0	149,745 0
Loren Meyer MD	(I) 383,978 (II) 0	0 0	12,867 0	64,519 0	28,665 0	490,029 0	0 0
Ronald Groepper	(I) 353,748 (II) 0	0 0	11,537 0	25,469 0	313,941 0	704,695 0	0 0
Brenda Bowers	(I) 164,822 (II) 0	0 0	2,626 0	14,581 0	13,800 0	195,829 0	0 0
Coreen Dicus-Johnson	(I) 277,290 (II) 0	0 0	13,465 0	18,769 0	22,259 0	331,783 0	0 0
David Smith	(I) 287,098 (II) 0	0 0	24,897 0	32,128 0	16,558 0	360,681 0	0 0
Gregory Smith	(I) 288,716 (II) 0	0 0	70,860 0	84,051 0	31,388 0	475,015 0	59,985 0
John Oliverio	(I) 878,492 (II) 0	0 0	2,705,384 0	110,241 0	62,777 0	3,756,894 0	2,535,213 0
Jon Sohn	(I) 218,979 (II) 0	0 0	12,051 0	20,795 0	97,379 0	349,204 0	0 0
Jon Wachs	(I) 455,402 (II) 0	0 0	434,076 0	180,245 0	60,206 0	1,129,929 0	416,173 0
Richard Canter	(I) 478,813 (II) 0	0 0	23,149 0	34,116 0	24,746 0	560,824 0	0 0
Sarah Herzog	(I) 242,595 (II) 0	0 0	1,685 0	15,742 0	12,505 0	272,527 0	0 0
Stephen Cardamone DO	(I) 378,995 (II) 0	0 0	15,862 0	58,188 0	25,429 0	478,474 0	0 0
Terrance McGuire	(I) 210,705 (II) 0	0 0	7,890 0	19,924 0	22,001 0	260,520 0	0 0
William Blum	(I) 436,860 (II) 0	0 0	107,466 0	141,472 0	43,164 0	728,962 0	90,219 0
Paul Dell Uomo	(I) 0 (II) 0	0 0	177,052 0	24,216 0	0 0	201,268 0	177,052 0

Schedule K
(Form 990)

2008

Open to Public
InspectionDepartment of the Treasury
Internal Revenue Service

Supplemental Information on Tax Exempt Bonds

To be completed by organizations that answered "Yes" to Form 990, Part IV, line 24a.
Provide descriptions, explanations, and any additional information in Schedule O.Name of the organization
Wheaton Franciscan Services IncEmployer identification number
36-3262111

Part I Bond Issues (Required for 2008)

(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date Issued	(e) Issue Price	(f) Description of Purpose	(g) Defeased		(h) On Behalf of Issuer	
						Yes	No	Yes	No
A Wisconsin Health and Educational Facilities Author	39-1337855	97710VMM7	08-20-2003	115,566,221	WHFA 2003A REVENUE BONDS		X		X
B Wisconsin Health and Educational Facilities Author	39-1337855	97710VND6	08-20-2003	75,000,000	WHFA 2003B VRAT DEMAND REV BND		X		X
C Wisconsin Health and Educational Facilities Author	39-1337855	97710VP51	11-14-2006	318,938,498	WHFA 2006A REVENUE BONDS		X		X
D Wisconsin Health and Educational Facilities Author	39-1337855	97710VT81	12-12-2006	222,455,595	WHFA 2006B REV & REFINANCE BND		X		X
E Wisconsin Health and Educational Facilities Author	39-1337855	97710V3X4	07-31-2007	64,600,000	WHFA 2007 REVENUE BONDS		X		X

Part II Proceeds (Optional for 2008)

1 Total Proceeds of Issue	A		B		C		D		E	
	Yes	No								
2 Gross Proceeds in Reserve Funds										
3 Proceeds in Refunding or Defeasance Escrows										
4 Other Unspent Proceeds										
5 Issuance Costs from Proceeds										
6 Working Capital Expenditures from Proceeds										
7 Capital Expenditures from Proceeds										
8 Year of Substantial Completion										
9 Were the bonds issued as part of a current refunding issue?										
10 Were the bonds issued as part of an advance refunding issue?										
11 Has the final allocation of proceeds been made?										
12 Does the organization maintain adequate books and records to support the final allocation of proceeds?										

Part III Private Business Use (Optional for 2008)

1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?	A		B		C		D		E	
	Yes	No								
2 Are there any lease arrangements with respect to the financed property which may result in private business use?										

Part III Private Business Use (Continued)

	A		B		C		D		E	
	Yes	No								
3a Are there any management or service contracts with respect to the financed property which may result in private business use?										
3b Are there any research agreements with respect to the financed property which may result in private business use?										
3c Does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts or research agreements relating to the financed property?										
4 Enter the percentage of financed property used in a private business use by entities other than a 501(c)(3) organization or a state or local government										
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another 501(c)(3) organization, or a state or local government										
6 Total of lines 4 and 5										
7 Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?										

Part IV Arbitrage (Optional for 2008)

	A		B		C		D		E	
	Yes	No								
1 Has a Form 8038-T been filed with respect to the bond issue?										
2 Is the bond issue a variable rate issue?										
3a Has the organization or the government issuer identified a hedge with respect to the bond issue on its books and records?										
b Name of provider										
c Term of hedge										
4a Were gross proceeds invested in a GIC?										
b Name of provider										
c Term of GIC										
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?										
5 Were any gross proceeds invested beyond an available temporary period?										
6 Did the bond issue qualify for an exception to rebate?										

SCHEDULE O
(Form 990)**Supplemental Information to Form 990****2008****Open to Public
Inspection**Department of the Treasury
Internal Revenue Service**► Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.****Name of the organization**
Wheaton Franciscan Services Inc**Employer identification number**

36-3262111

Identifier	Return Reference	Explanation
SUPPLEMENTAL INFORMATION TO FORM 990	SCHEDULE O	<p>Part IV Line 12, Part XI Lines 2a-2b, Schedule D Parts XI - XIII A separate audit report is not issued for this entity. Rather, the financial statements for this organization are included in the consolidated audit report of Wheaton Franciscan Services, Inc (EIN 36-3262111), the parent organization. These sections are therefore not applicable and have not been completed. Form 990, Part V, Ln 3A Wheaton Franciscan Services, Inc files a 990-T with Form 5471, Information Return of US Persons with Respect to Certain Foreign Corporations. Form 5471 and related schedules are used to satisfy the reporting requirements of sections 6038 and 6046 and the related regulations. Form 990, Part VI, Lns 6-7 WFSI has two members which hold several reserved powers over WFSI. These reserved powers include, but are not limited to, the election of members of the governing body and election of officers, approval of certain financial expenditures in accordance with policy, and approval of budgets and strategic plans, these approvals are based on recommendations from the governing body. Form 990, Part VI, Line 10 Affiliates of Wheaton Franciscan Healthcare use a multiple-level review process on all Federal and State information and tax returns to ensure accurate and timely filing for all organizations. Under the direction of the Tax Manager, the Accounting Department prepares Forms 990, 990-T, and associated state filings. When complete, the return is first reviewed by the Accounting Director, who focuses on the income statement and balance sheet items, and all schedules where transactions of this type might be reported. If discrepancies are found, the item will be corrected prior to the next step in the review process. Once cleared through Accounting, the return is provided to the Tax Department, where the Tax Manager and Vice President of Treasury and Risk Management focus their review on consistency of reporting between all returns, accuracy of tax related information, and explanation and understanding of any outliers. Again, any problems or questions are investigated and corrected. Depending on the level of complexity of the year in question, as well as the individual issues specific to that filing, certain returns may be selected for outside review by a public accounting firm. This decision will vary from year to year based on many factors, and sometimes outside review is not utilized at all. Also, certain schedules, such as Schedule K, Schedule H, and Schedule J, may be selected for review by outside bond counsel, the compensation committee, and/or a Community Benefit associate respectfully and as needed. This decision will vary from year to year, again based on many factors. The Tax Department, upon completion of all levels of review, will schedule an appointment with the Senior Vice President and CFO, who will perform a review prior to signing the return. Once signed, the return is cleared to provide to members of the Board of Directors. The parent organization, Wheaton Franciscan Services, Inc has designated that the Audit Committee review the parent return. This is a cursory review, where the 990 is explained at a high level by management representatives, and any questions or concerns that the board have can be addressed. At a later date and prior to e-filing, the full board is provided access to all 990's and 990-T's throughout the system via an online portal. A similar process exists at the regional holding company level - the 990 of fairly good complexity is selected for review by the Finance and Operations Committee. Similarly, the 990 (and accompanying 990-T if any) is explained at a high level, and board questions or concerns are addressed. Members of the full board, similar to the parent organization board, are provided access to the 990's and 990-T's within that region via an online portal. Form 990 Part VI, Section B Policies, Line 12c. As part of the annual process, conflict of interest questionnaires are sent out to all Officers and Directors to capture information on potential conflicts as well as information on business and family relationships for purposes of answering certain questions on IRS Form 990. Responses to these questionnaires are reviewed weekly by the Vice President of Compliance, the Manager of Tax Compliance, and the Manager of Legal Services. Responses to questions are documented in a spreadsheet for follow up at a later time. After an approximate 6 week time frame, names of all non responders are compiled, and these individuals receive either an email or letter with a duplicate questionnaire, asking them once again to complete the information. Responses to questionnaires continue to be reviewed and documented throughout this time period. Approximately 1 month prior to the filing deadline of IRS Form 990, responses to date are compiled. Any response requiring disclosure is entered into the information return. Also at this date, the remaining non responder names are determined, and a letter, along with the actual Conflict of Interest Policy, is sent to the Chairperson of each board. The letter outlines the current non responders, as well as any Officer or Board member that has disclosed a financial interest that might pose a potential conflict of interest. Depending upon the nature of the financial interest and work done by the board, several actions may be considered - the board member with a financial interest would need to voluntarily excuse him or herself from the deliberations or voting on such a matter, or, if necessary, the board would determine that the subject's financial interest was an actual conflict of interest, in which case the board member would be informed by the board Chairperson that he or she would not be allowed to vote in any such matters due to this real or perceived conflict of interest. Minutes of the board meeting would document this decision process, and reflect whatever action(s) are ultimately taken. The board chairperson is also required to discuss with non responders the repercussions of not responding after two attempts, and require the board member to complete the annual conflict of interest disclosure questionnaire before being allowed to continue in any board matters. If the board member refuses, the Chairperson has the authority to determine the appropriate action, including, but not limited to prohibiting them from participating in deliberations, preventing them from voting, and/or removing them as a board member. Form 990, Part VI, Section B Policies, Line 15. The compensation of Wheaton Franciscan Services Inc (WFSI) CEO and other officers and key employees of the filing organization is reviewed and approved on an annual basis by the Executive Committee of the WFSI Board of Directors, an independent board, acting in a manner consistent with its conflicts of interest policy. The board's decision is informed by an opinion on market comparable compensation data provided to the board by an independent compensation expert. The organization maintains contemporaneous documentation of the substantiation of the deliberation and decision by the board.</p>

Identifier	Return Reference	Explanation
SUPPLEMENTAL INFORMATION FOR FORM 990 (CONTINUED)	SCHEDULE O	<p>Form 990, Part VI, Line 19 Affiliates of Wheaton Franciscan Healthcare provide upon request certain documents including our financial statements, conflict of interest policy, and governing documents that support our tax exempt status, including, but not limited to, articles of incorporation and bylaws. Requests for information are considered on a case-by-case basis, and this process is outlined in our Public Disclosure Policy. Also, as part of the requirements for tax exempt bond financing, the consolidated financial statements of Wheaton Franciscan Services, Inc (EIN 36-3262111), the parent corporation of Wheaton Franciscan Healthcare affiliates are required to be provided each quarter to the Municipal Securities Rule Making Board (MSRB). The vehicle used to accomplish this is through an external website (http://www.emma.msrb.org) referred to as "EMMA" (Electronic Municipal Market Access System). The financial statements are uploaded each quarter to the website, and along with other information provided at the bonds inception, are available for viewing by the general public.</p> <p>Form 990, Part IX, Line 8 and 9 Certain employee benefits for affiliated organizations are centrally managed by Wheaton Franciscan Services, Inc and are reflected on Lines 8 and 9. The salary expense for these associates is reflected on the tax returns of the affiliated organizations.</p> <p>Schedule K, Part I, Column f, Description of Purpose Line A Proceeds were used to construct, renovate and equip health care facilities used by the Borrower and certain related corporations, to refund Series 1991 Bonds, to establish a debt service reserve fund and to pay certain costs in connection with the issuance of the Series 2003A Bonds. Line B Proceeds were used to construct, renovate and equip health care facilities used by the Borrower and certain related corporations and to pay certain costs in connection with the issuance of the Series 2003B Bonds. Line C Proceeds were used to construct, renovate and equip health care facilities used by the Borrower and certain related corporations, to refund Variable Rate Demand Revenue Bonds, Series 1997, to establish a debt service reserve fund and to pay certain costs in connection with the issuance of the Series 2006A Bonds. Line D Proceeds were used to refund a portion of Revenue and Refunding Bonds, Series 2002, to establish a debt service reserve fund and to pay certain costs in connection with the issuance of the Series 2006B Bonds. Line E Proceeds were used to refinance the \$50,000,000 The Wisconsin Heart Hospital LLC Taxable Variable Rate Demand Revenue Bonds, Series 2003, to pay or reimburse the borrower or one of its related corporations for the payment of the costs of certain projects and to pay certain costs in connection with the issuance of the Series 2007 Bonds.</p> <p>Schedule R, Part II, Related Organization Footnotes</p> <ul style="list-style-type: none"> (1) WF Laboratories, Inc was granted exempt status on 10/14/09 retroactive to 6/30/08 (2) Metro Physicians, Inc was granted exempt status on 02/01/10 retroactive to 08/15/08 (3) Villa St. Anna, Inc was sold on 10/14/08 to an unrelated party and dissolved on 12/30/08 (4) Franciscan Care & Rehabilitation Inc was merged into St Elizabeth Hospital 11/5/08 <p>OTHER NOTES The following entities are listed with NONE under Direct Controlling Entity and the reasons for that classification -</p> <ul style="list-style-type: none"> Synergon Health System Inc Two entities are involved (Rush Presbyterian and OSF Services Inc) but since neither has the ability to appoint a majority of the board, neither controls -UHS Inc KHMC Community Members and OSF Services Inc are involved, but neither appoints a majority of board and KHMC is not an entity, it is a community board, so neither controls -Affinity Health System has been reported with no IRS code section, but is recognized as an exempt entity under the church exemption As such, it is not part of the Catholic Group Ruling, nor does it have its own IRS determination letter It has never filed an IRS Form 990 and is not required to do so

SCHEDULE R (Form 990)

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2008

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization
Wheaton Franciscan Services Inc

Employer identification number

36-326211

► **Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, lines 33, 34, 35, 36, or 37.**
► **See separate instructions.**

Part I Identification of Disregarded Entities

(A) Name, address, and EIN of disregarded entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Total income	(E) End-of-year assets	(F) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Exempt Code section	(E) Public charity status (if section 501(c)(3))	(F) Direct controlling entity
See Additional Data Table					

Part III Identification of Related Organizations Taxable as a Partnership

Part IV Identification of Related Organizations Taxable as a Corporation or Trust

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Type of entity (C corp, S corp, or trust)	(F) Share of total income	(G) Share of end-of-year assets	(H) Percentage ownership
See Additional Data Table							

Part V Transactions with Related Organizations**Note.** Complete line 1 if any entity is listed in Parts II, III or IV

	Yes	No
1a	Yes	
1b	Yes	
1c	Yes	
1d	Yes	
1e		No
1f		No
1g		No
1h		No
1i		No
1j		No
1k	Yes	
1l	Yes	
1m	Yes	
1n	Yes	
1o		No
1p	Yes	
1q	Yes	
1r		No

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity
- b** Gift, grant, or capital contribution to other organization(s)
- c** Gift, grant, or capital contribution from other organization(s)
- d** Loans or loan guarantees to or for other organization(s)
- e** Loans or loan guarantees by other organization(s)
- f** Sale of assets to other organization(s)
- g** Purchase of assets from other organization(s)
- h** Exchange of assets
- i** Lease of facilities, equipment, or other assets to other organization(s)
- j** Lease of facilities, equipment, or other assets from other organization(s)
- k** Performance of services or membership or fundraising solicitations for other organization(s)
- l** Performance of services or membership or fundraising solicitations by other organization(s)
- m** Sharing of facilities, equipment, mailing lists, or other assets
- n** Sharing of paid employees
- o** Reimbursement paid to other organization for expenses
- p** Reimbursement paid by other organization for expenses
- q** Other transfer of cash or property to other organization(s)
- r** Other transfer of cash or property from other organization(s)

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

	(A) Name of other organization(s)	(B) Transaction type(a-r)	(C) Amount Involved
(1)			
See Additional Data Table			
(2)			
(3)			
(4)			
(5)			
(6)			

Part VI Unrelated Organizations Taxable as a Partnership

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

Software ID:
Software Version:
EIN: 36-3262111
Name: Wheaton Franciscan Services Inc

Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations

(A) Name, address, and EIN of related organization	(B) Primary Activity	(C) Legal Domicile (State or Foreign Country)	(D) Exempt Code section	(E) Public charity status (if 501(c)(3))	(F) Direct Controlling Entity
AFFINITY HEALTH SYSTEM 1570 MIDWAY PLACE MENASHA, WI54942 39-1638765	HOLDING CO	IL	501(c)(3)	N/A	WFSIMHC
AUXILIARY OF ST ELIZABETH HOSPITAL INC 1506 SOUTH ONEIDA STREET APPLETON, WI54915 39-6077331	AUXILIARY	WI	501(c)(3)	11 - III-O	ST ELIZ HOSP
CALUMENT MEDICAL CENTER INC 614 MEMORIAL DRIVE CHILTON, WI53014 39-0905385	HOSPITAL	WI	501(c)(3)	9	AHS
FRANCISCAN CARE & REHAB CENTER INC (4) 1506 SOUTH ONEIDA STREET APPLETON, WI54915 39-1587781	REHAB	WI	501(c)(3)	9	AHS
MERCY MEDICAL CENTER OF OSHKOSH INC 500 SOUTH OAKWOOD ROAD OSHKOSH, WI54904 39-0806268	HOSPITAL	WI	501(c)(3)	9	AHS
NETWORK HEALTH SYSTEM INC 1570 MIDWAY PLACE MENASHA, WI54942 39-1127163	PHYSCN CLINIC	WI	501(c)(3)	9	AHS
ST ELIZABETH HOSPITAL COMMUNITY FNDN INC 1506 SOUTH ONEIDA STREET APPLETON, WI54915 39-1256677	FOUNDATION	WI	501(c)(3)	11 - I	AHS
ST ELIZABETH HOSPITAL INC 1506 SOUTH ONEIDA STREET APPLETON, WI54915 39-0816818	HOSPITAL	WI	501(c)(3)	3	AHS
WFH - ALL SAINTS INC 3801 SPRING STREET RACINE, WI53405 39-1264986	HOSPITAL	WI	501(c)(3)	3	WFH-SE WI
WFH - ALL SAINTS FOUNDATION INC 1320 WISCONSIN AVENUE RACINE, WI53403 39-1570877	FOUNDATION	WI	501(c)(3)	11 - I	WFH-AS INC
VOLUNTEERS IN PTNRSHIP WITH WFH-AS INC 3801 SPRING STREET RACINE, WI53405 93-0838390	FOUNDATION	WI	501(c)(3)	11 - III-O	WFH-AS INC
WFH - SOUTHEAST WISCONSIN INC 400 WEST RIVER WOODS PARKWAY GLENDALE, WI53212 39-1568865	HOLDING CO	IL	501(c)(3)	11 - III-FI	WFSI
WFH - CIRCLE OF LIFE FOUNDATION INC 9632 WEST APPLETON AVENUE MILWAUKEE, WI53225 56-2426294	FOUNDATION	WI	501(c)(3)	11 - I	WFH-MFC
WHEATON FRAN HOME HEALTH & HOSPICE INC 9688 WEST APPLETON AVENUE MILWAUKEE, WI53225 39-1559428	HOME HLTH	WI	501(c)(3)	3	WFH-SE WI
WHEATON FRANCISCAN MEDICAL GROUP INC 400 WEST RIVER WOODS PARKWAY GLENDALE, WI53212 39-1791586	MEDICAL GRP	WI	501(c)(3)	3	WFSI
WFH - ELMBROOK MEMORIAL FOUNDATION INC 19333 WEST NORTH AVENUE BROOKFIELD, WI53045 39-2028808	FOUNDATION	WI	501(c)(3)	11 - I	WFH-EMH
WFH - ELMBROOK MEMORIAL INC 19333 WEST NORTH AVENUE BROOKFIELD, WI53045 39-0853528	HOSPITAL	WI	501(c)(3)	3	WFH-SE WI
WFH - MARIAN FRANCISCAN CENTER INC 9632 WEST APPLETON AVENUE MILWAUKEE, WI53225 39-1613624	NURSING HOME	WI	501(c)(3)	9	WFH-SE WI
WFH - ST FRANCIS INC 3237 SOUTH 16TH STREET MILWAUKEE, WI53215 39-0907740	HOSPITAL	WI	501(c)(3)	3	WFH-SE WI
WFH - ST JOSEPH FOUNDATION INC 5000 WEST CHAMBERS STREET MILWAUKEE, WI53210 39-1636804	FOUNDATION	WI	501(c)(3)	11 - I	WFH-SJH
WFH - ST JOSEPH INC 5000 WEST CHAMBERS STREET MILWAUKEE, WI53210 39-0816857	HOSPITAL	WI	501(c)(3)	3	WFH-SE WI
WFH - THE WISCONSIN HEART HOSPITAL INC 400 WEST RIVER WOODS PARKWAY GLENDALE, WI53212 39-1220690	FOUNDATION	WI	501(c)(3)	11 - I	WFH-SE WI
THE WISCONSIN HEART HOSPITAL INC 10000 WEST BLUE MOUND ROAD WAUWATOSA, WI53226 39-2038295	HOSPITAL	WI	501(c)(3)	3	WFH-SE WI
WFH - FOUNDATION FOR ST FRANCIS INC 3237 SOUTH 16TH STREET MILWAUKEE, WI53215 32-0135258	FOUNDATION	WI	501(c)(3)	11 - I	WFH-SFH
WFH - TERRACE AT ST FRANCIS INC 3200 SOUTH 20TH STREET MILWAUKEE, WI53225 39-1486775	NURSING HOME	WI	501(c)(3)	9	WFH-SE WI
WFH - FRANKLIN INC 10101 SOUTH 27TH STREET FRANKLIN, WI53132 56-2592868	HOSPITAL	WI	501(c)(3)	3	WFH-SE WI
METRO PHYSICIANS INC (2) 400 WEST RIVER WOODS PARKWAY GLENDALE, WI53212 94-3436893	MEDICAL GRP	WI	501(c)(3)	3	WFMG
MARIANJOY INC 26 W 171 ROOSEVELT ROAD WHEATON, IL60187 36-3483589	HOLDING CO	IL	501(c)(3)	11 - III-FI	WFSI
MARIANJOY FOUNDATION INC 26 W 171 ROOSEVELT ROAD WHEATON, IL60187 35-2165613	FOUNDATION	IL	501(c)(3)	7	MJ REHAB HOS
MARIANJOY REHAB CENTER AUXILIARY INC 26 W 171 ROOSEVELT ROAD WHEATON, IL60187 36-3896976	AUXILIARY	IL	501(c)(3)	3	MJ REHAB HOS

Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations

(A) Name, address, and EIN of related organization	(B) Primary Activity	(C) Legal Domicile (State or Foreign Country)	(D) Exempt Code section	(E) Public charity status (if 501(c)(3))	(F) Direct Controlling Entity
MARIANJOY REHAB HOSPITAL & CLINICS INC 26 W 171 ROOSEVELT ROAD WHEATON, IL60187 36-2680776	REHAB HOSPITA	IL	501(c)(3)	3	MARIANJOY
REHABILITATION MEDICINE CLINIC INC 26 W 171 ROOSEVELT ROAD WHEATON, IL60187 36-3236791	MEDICAL GRP	IL	501(c)(3)	3	MARIANJOY
OSF SERVICES INC PO Box 667 WHEATON, IL601870667 39-1471463	HOLDING CO	WI	501(c)(3)	11 - III-FI	WFSI
CANTICLE MINISTRIES INC PO Box 667 WHEATON, IL601870667 36-4091836	HOUSING/ADVACY	IL	501(c)(3)	7	OSF SVCS INC
CLARA PFAENDER FUND INC PO Box 667 WHEATON, IL601870667 36-3353311	SPONSORSHIP	IL	501(c)(3)	11 - III-O	OSF SVCS INC
FRANCISCAN SISTERS CHARITABLE FUND OF CO 2626 OSCEOLA STREET DENVER, CO80212 84-0733072	HOSPITAL	CO	501(c)(3)	11 - III-O	OSF SVCS INC
RUSH OAK PARK HOSPITAL INC 520 SOUTH MAPLE AVENUE OAK PARK, IL60304 36-2183812	HOSPITAL	IL	501(c)(3)	3	OSF SVCS INC
SET MINISTRY INC 2977 NORHT 50TH STREET MILWAUKEE, WI53210 39-1618277	SOCIAL WORK	WI	501(c)(3)	9	OSF SVCS INC
ST CATHERINE'S HOSPITAL INC 9555 76TH STREET PLEASANT PRAIRIE, WI53158 39-0855075	HOSPITAL	WI	501(c)(3)	3	OSF SVCS INC
SYNERGON HEALTH SYSTEM INC 520 SOUTH MAPLE AVENUE OAK PARK, IL60304 36-3739067	HOSPITAL	IL	501(c)(3)	3	NONE
UHS INC 6308 EIGHTH AVENUE KENOSHA, WI53143 39-1956749	HOSPITAL	WI	501(c)(3)	3	NONE
WFH - IOWA INC 3421 WEST NINTH STREET WATERLOO, IA50702 42-1177001	HOLDING CO	IA	501(c)(3)	11 - III-FI	WFSI
COVENANT FOUNDATION INC 3421 WEST NINTH STREET WATERLOO, IA50702 42-1295784	FOUNDATION	IA	501(c)(3)	9	COV MED CTR
COVENANT MEDICAL CENTER INC 3421 WEST NINTH STREET WATERLOO, IA50702 42-1264647	HOSPITAL	IA	501(c)(3)	3	WFH-IOWA INC
MERCY HOSPITAL OF FRANCISCAN SISTERS INC 3421 WEST NINTH STREET WATERLOO, IA50702 42-1178403	HOSPITAL	IA	501(c)(3)	3	WFH-IOWA INC
NE IOWA REAL ESTATE INVESTMENTS LTD 3421 WEST NINTH STREET WATERLOO, IA50702 42-1207432	HOLDING CO	IA	501(c)(2)	N/A	WFH-IOWA INC
SARTORI HEALTH CARE FOUNDATION INC 3421 WEST NINTH STREET WATERLOO, IA50702 42-1240996	FOUNDATION	IA	501(c)(3)	11 - I	SARTORI HOSP
SARTORI MEMORIAL HOSPITAL INC 515 COLLEGE STREET CEDAR FALLS, IA50613 42-0758901	HOSPITAL	IA	501(c)(3)	3	WFH-IOWA INC
FRANCISCAN MINISTRIES INC 26W171 ROOSEVELT ROAD WHEATON, IL601870667 36-3259684	HOLDING CO	IL	501(c)(3)	11 - III-FI	WFSI
ASSISI HOMES - BATAVIA APARTMENTS INC 1259 EAST WILSON STREET BATAVIA, IL60510 36-3914084	HOUSING	IL	501(c)(3)	9	FMI
ASSISI HOMES - COLONY PARK INC 550 EAST THORNHILL DRIVE CAROL STREAM, IL60188 36-4039278	HOUSING	IL	501(c)(3)	9	FMI
ASSISI HOMES - CONSTITUTION HOUSE INC 401 NORTH CONSTITUTION DRIVE AURORA, IL60506 36-4049150	HOUSING	IL	501(c)(3)	9	FMI
ASSISI HOMES - JEFFERSON COURT INC 415 EAST KNAPP STREET MILWAUKEE, WI53202 39-1771526	HOUSING	WI	501(c)(3)	9	FMI
ASSISI HOMES - KENOSHA INC 1860 27TH AVENUE KENOSHA, WI53140 39-1814815	HOUSING	WI	501(c)(3)	9	FMI
ASSISI HOMES - SAXONY INC 1876 22ND AVENUE KENOSHA, WI53140 39-1790498	HOUSING	WI	501(c)(3)	9	FMI
ASSISI HOMES OF GURNEE INC 3495 WEST GRAND AVENUE GURNEE, IL60031 36-3942336	HOUSING	IL	501(c)(3)	9	FMI
ASSISI HOMES OF ILLINOIS INC 2126 WEST ROOSEVELT ROAD WHEATON, IL60187 36-3803443	HOUSING	IL	501(c)(3)	9	FMI
Assisi HOMES OF NEENAH INC 210 BYRD AVENUE NEENAH, WI54946 36-3767250	HOUSING	WI	501(c)(3)	9	FMI
CANTICLE PLACE INC 26W171 ROOSEVELT ROAD WHEATON, IL601870667 36-3957850	HOUSING	IL	501(c)(3)	9	FMI
CATHERINE MARIAN HOUSING INC 806 SOUTH WISCONSIN AVENUE RACINE, WI53403 39-1657098	HOUSING	WI	501(c)(3)	9	FMI

Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations

(A) Name, address, and EIN of related organization	(B) Primary Activity	(C) Legal Domicile (State or Foreign Country)	(D) Exempt Code section	(E) Public charity status (if 501(c)(3))	(F) Direct Controlling Entity
CLARE GARDENS INC 2626 OSCEOLA STREET DENVER, CO 80212 23-7200039	HOUSING	CO	501(c)(3)	9	FMI
CLARE OF ASSISI HOMES-WESTMINSTER INC 2451 WEST 82ND PLACE WESTMINSTER, CO 80031 74-2740978	HOUSING	CO	501(c)(3)	9	FMI
DAYSPRING VILLA INC 3777 WEST 26TH AVENUE DENVER, CO 80211 36-3933908	HOUSING	CO	501(c)(3)	9	FMI
FRANCIS HEIGHTS INC 2626 OSCEOLA STREET DENVER, CO 80212 84-0626174	HOUSING	CO	501(c)(3)	9	FMI
FRANCISCAN MINISTRIES COMMUNITY FNDN INC 26W171 ROOSEVELT ROAD WHEATON, IL 60187-0667 36-4456204	FOUNDATION	IL	501(c)(3)	11 - II	FMI
FRANCISCAN SENIORS KENOSHA INC 1920 27TH AVENUE KENOSHA, WI 53140 39-1821568	HOUSING	WI	501(c)(3)	9	FMI
MARIAN HOUSING CENTER INC 4105 SPRING STREET RACINE, WI 53405 39-1515867	HOUSING	WI	501(c)(3)	9	FMI
MARIAN PARK INC 2126 WEST ROOSEVELT ROAD WHEATON, IL 60187 36-2750105	HOUSING	IL	501(c)(3)	9	FMI
RIDGEWAY PLACE INC 155 EAST RIDGEWAY AVENUE WATERLOO, IA 50702 42-1416064	HOUSING	IA	501(c)(3)	9	FMI
STARVED ROCK-LASALLE MANOR INC 1135 10TH STREET LASALLE, IL 61301 36-3796933	HOUSING	IL	501(c)(3)	9	FMI
VILLA MARIA INC 2461 WEST 82ND PLACE WESTMINSTER, CO 80031 84-1347868	HOUSING	CO	501(c)(3)	9	FMI
VILLA ST ANNA INC (3) 5737 ERIE STREET RACINE, WI 53402 39-1673433	HOUSING	WI	501(c)(3)	9	FMI
VILLA ST CLARE INC 130 BYRD AVENUE NEENAH, WI 54946 39-1769395	HOUSING	WI	501(c)(3)	9	FMI
WF Laboratories Inc (1) 11020 W Plank Court Wauwatosa, WI 53226 39-1701402	Laboratory	WI	501(c)(3)	9	WFH-SE WI

Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal Domicile (State or Foreign Country)	(D) Direct Controlling Entity	(E) Type of entity (C corp, S corp, or trust)	(F) Share of total income (\$)	(G) Share of end-of-year assets (\$)	(H) Percentage ownership
Network Health Insurance Corporation 1570 Midway Place Menasha, WI54942 39-2020474	Insurance Co	WI	Netwk Hlth Plan	C Corp			
Network Health Plan 1570 Midway Place Menasha, WI54942 39-1442058	Hlth Maint Org	WI	Netwk Hlth Sys	C Corp			
Wheaton Franciscan Enterprises Inc 400 West River Woods Parkway Glendale, WI53212 39-1965204	Holding co	WI	WF Holdings Inc	C Corp			
Wheaton Franciscan Holdings Inc 400 West River Wood Parkway Glendale, WI53212 39-1836357	Pharmacy	WI	WFH-SE WI Inc	C Corp			
Wheaton Franciscan Provider Network Inc 400 West River Woods Parkway Glendale, WI53212 39-1952140	Admin Support	WI	WFH-SE WI Inc	C Corp			
Wheaton Heart and Vascular Clinics Inc 400 West River Woods Parkway Glendale, WI53212 39-1673654	Medical Group	WI	WFMG	C Corp			
Covenant Regional Services Inc 3421 West Ninth Street Waterloo, WI50702 42-1189805	Pharmacy	IA	WFH-Iowa Inc	C Corp			
Wheaton Franciscan Insurance Company	CAPTIVE INS	UK	WFSI	C Corp	287,585	38,779,146	100 %

Form 990, Schedule R, Part V - Transactions with Related Organizations

(A)	Name of other organization	(B)	(C)
(1)	WFH-SE WI INC	A (i)	9,250,179
(2)	WFH-Iowa Inc	A (i)	1,058,220
(3)	Marianjoy Inc	A (i)	1,810,834
(4)	Affinity Health System	A (i)	995,192
(5)	WFH-SE WI INC	A (iv)	1,026,627
(6)	WFH-SE WI INC	D	3,306,768
(7)	WFH-IO WA Inc	D	1,512,203
(8)	Marianjoy Inc	D	590,175
(9)	Affinity	D	901,723
(10)	WFH-SE WI INC	P	189,472,963
(11)	WFH Medical Group	P	3,487,722
(12)	WFH-Iowa Inc	P	43,516,711
(13)	Marianjoy Inc	P	12,335,336
(14)	Franciscan Ministries Inc	P	698,062
(15)	Affinity Health System	P	5,961,492
(16)	WFSI Health & Welfare Benefit Trust	Q	80,357,755
(17)	Wheaton Franciscan Insurance Company	Q	1,970,744

Additional Data

Software ID:
Software Version:
EIN: 36-3262111
Name: Wheaton Franciscan Services Inc

Form 990, Part VII - Section Aaa

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W- 2/1099MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual Or Director	Institutional Trustee	Officer	Key employee	Employee Compensated	Former			
Carolyn Hodge-West , Director	1 0	X						0	0	0
Dennis Clark , Director	1 0	X						0	0	0
Jack Lanier PhD , Director	1 0	X						0	0	0
James Concannon MD , Director	1 0	X						0	0	0
John Oliverio , President/CEO - WFSI/Director	40 0	X		X				3,583,876	0	173,018
Joseph Lewis , Director	1 0	X						0	0	0
Michael LePore , Secretary/ Director	1 0	X		X				0	0	0
Michael Murry , ViceChair/Secretary/ Director	1 0	X		X				0	0	0
Parke Behn , Director	1 0	X						0	0	0
Robert Walker , Treasurer - Director	1 0	X		X				0	0	0
Sr Mary Beth Glueckstein , Director	1 0	X						0	0	0
Stephen Evans , Director	1 0	X						0	0	0
William Blum , Asst Treas /Asst Secy	40 0			X				544,326	0	184,636
Brenda Bowers , SVP-ORG CHANGE/LDRSHP PERF	40 0				X			167,448	0	28,381
Coreen Dicus-Johnson , SVP-PAYER CONTRACTING & REVENU	40 0				X			290,755	0	41,028
David Smith , SVP-SYSTEM HUMAN RESOURCES/OD	40 0				X			311,995	0	48,686
Gregory Smith , SVP/CIO	40 0				X			359,576	0	115,439
Jon Sohn , SVP-FINANCE	40 0				X			231,030	0	118,174
Jon Wachs , CHIEF ADMIN OFFICER- WFH	40 0				X			889,478	0	240,451
Richard Canter , SVP-STRATEGY & CORP AFFAIRS	40 0				X			501,962	0	58,862
Sarah Herzog , SVP/GENERAL COUNSEL	40 0				X			244,280	0	28,247
Stephen Cardamone DO , SVP/CHIEF MEDICAL OFFICER	40 0				X			394,857	0	83,617
Terrance McGuire , SVP-MISSION SRVCS	40 0				X			218,595	0	41,925
Jack Dusenberry , PRESIDENT/CEO WFH-IO WA	40 0					X		371,278	0	60,479
Kathleen Yosko , PRESIDENT/CEO - MARIANJOY	40 0					X		678,671	0	62,784
Kenneth Buser , PRESIDENT/CEO WFH - ALL SAINTS	40 0					X		661,238	0	94,055
Loren Meyer MD , PRESIDENT/CEO - WFM G	40 0					X		396,845	0	93,184
Ronald Groepper , PRESIDENT-ST JOSEPH HOSPITAL	40 0					X		365,285	0	339,410
Paul Dell Uomo , CEO-COVENANT HEALTHCARE	40 0						X	177,052	0	24,216

Form 990, Part III, Line 1 - Briefly describe the organization's mission:

AS A MEMBER OF WHEATON FRANCISCAN HEALTHCARE, OUR AFFILIATES STRIVE TO LIVE OUT THE HEALING MINISTRY OF JESUS BY PROVIDING EXCEPTIONAL AND COMPASSIONATE HEATLHCARE SERVICES THAT PROMOTES THE DIGNITY AND WELL-BEING OF THE PATIENTS AND COMMUNITIES WE SERVE. OUR VISION IS TO BE RECOGNIZED FOR SUPERIOR HEALTHCARE SERVICE, CLINICAL EXCELLENCE AS THE HEALTHCARE EMPLOYER OF CHOICE AND THE PREFERRED PARTNER OF PHYSICIANS.

Additional Data

Software ID:
Software Version:
EIN: 36-3262111
Name: Wheaton Franciscan Services Inc

Form 990, Schedule A, Part I, Line 11h - Provide the following information about the organizations the organization supports.

(i) Name of Supported Organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section)	(iv) Is the organization in (i) listed in your governing document?		(v) Did you notify the organization in (i) of your support?		(vi) Is the organization in (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
CALUMET MEDICAL CENTER	390905385	03		No		No	Yes		0
FRANCISCAN CARE AND REHABILITATION CENTER INC	391587781	09		No		No	Yes		0
MERCY MEDICAL CENTER OF OSKOSH INC	390806268	03		No		No	Yes		0
NETWORK HEALTH SYSTEM INC	391127163	09		No		No	Yes		0
ST ELIZABETH HOSPITAL INC	390816818	03		No	Yes		Yes		5796492
WFH - ALL SAINTS INC	391264986	03		No	Yes		Yes		36105012
WHEATON FRANCISCAN HOME HEALTH AND HOSPICE INC	391559428	03		No	Yes		Yes		345024
WHEATON FRANCISCAN MEDICAL GROUP INC	391791586	03		No	Yes		Yes		13965636
WFH - ELMBROOK MEMORIAL INC	390853528	03		No	Yes		Yes		24064704
WFH - MARIAN FRANCISCAN CENTER INC	391613624	09		No	Yes		Yes		776496
WFH - ST FRANCIS INC	390907740	03		No	Yes		Yes		11062128
WFH - ST JOSEPH INC	390816857	03		No	Yes		Yes		24711792
THE WISCONSIN HEART HOSPITAL INC	392038295	03		No	Yes		Yes		3227100
WFH - TERRACE AT ST FRANCIS INC	391486775	09		No	Yes		Yes		179748
WFH - FRANKLIN INC	562592868	03		No	Yes		Yes		1216752
MARIANJOY REHABILITATION HOSPITAL AND CLINICS INC	362680776	03		No	Yes		Yes		9934327
REHABILITATION MEDICINE CLINIC INC	363236791	03		No		No	Yes		0
CANTICLE MINISTRIES INC	364091836	09		No		No	Yes		0
RUSH OAK PARK HOSPITAL INC	362183812	03		No		No	Yes		0
SET MINISTRIES INC	391618277	09		No	Yes		Yes		7679
ST CATHERINES HOSPITAL INC	390855075	03		No		No	Yes		0
COVENANT MEDICAL CENTER INC	421264647	03		No	Yes		Yes		43516711
COVENANT MERCYCARE INC	421497221	03		No		No	Yes		0
MERCY HOSPITAL OF FRANCISCAN SISTERS INC	421178403	03		No		No	Yes		0
NE IOWA REAL ESTATE INVESTMENTS LTD	421207432	0		No		No	Yes		0
SARTORI MEMORIAL HOSPITAL INC	420758901	03		No		No	Yes		0
ASSISI HOMES - BATAVIA APARTMENTS INC	363914084	09		No		No	Yes		0
ASSISI HOMES - COLONY PARK INC	364039278	09		No		No	Yes		0
ASSISI HOMES - CONSTITUTION HOUSE INC	364049150	09		No		No	Yes		0
ASSISI HOMES - JEFFERSON COURT INC	391771526	09		No		No	Yes		0
ASSISI HOMES - KENOSHA INC	391814815	09		No		No	Yes		0
ASSISI HOMES - SAXONY INC	391790498	09		No		No	Yes		0
ASSISI HOMES OF GURNEE INC	363942336	09		No		No	Yes		0
ASSISI HOMES OF ILLINOIS INC	363803443	09		No		No	Yes		0
ASSISI HOMES OF NEENAH INC	363767250	09		No		No	Yes		0
CANTICLE PLACE INC	363957850	09		No		No	Yes		0
CATHERINE MARIAN HOUSING INC	391657098	09		No		No	Yes		0
CLARE GARDENS INC	237200039	09		No		No	Yes		0
CLARE OF ASSISI HOMES - WESTMINSTER INC	742740978	09		No		No	Yes		0
DAYSPRING VILLA INC	363933908	09		No		No	Yes		0
FRANCIS HEIGHTS INC	840626174	09		No		No	Yes		0
FRANCISCAN SENIORS KENOSHA INC	391821568	09		No		No	Yes		0
MARIAN HOUSING CENTER INC	391515867	09		No		No	Yes		0
MARIAN PARK INC	362750105	09		No		No	Yes		0
RIDGEWAY PLACE INC	421416064	09		No		No	Yes		0
STARVED ROCK - LASALLE MINOR INC	363796933	09		No		No	Yes		0
VILLA MARIA INC	841347868	09		No		No	Yes		0
VILLA ST ANNA INC	391673433	09		No		No	Yes		0
VILLA ST CLARE INC	391769395	09		No		No	Yes		0