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Form **990**

Department 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

OMB No 1545-0047

2008

Open to Public Inspection

A For the 2008 calendar year, or tax year beginning 10-01-2008 and ending 09-30-2009

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Termination
- ☐ Amended return
- ☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization
Waukesha Memorial Hospital Inc

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
725 American Avenue

City or town, state or country, and ZIP + 4
Waukesha, WI 53188

D Employer identification number
39-0910727

E Telephone number
(262) 928-2496

G Gross receipts $ 584,636,938

F Name and address of Principal Officer
Edward Olson
N17W24100 Riverwood Drste 200
WAUKESHA, WI 531881131

H(a) Is this a group return for affiliates? ☐ Yes ☑ No

H(b) Are all affiliates included? ☐ Yes ☐ No
(If "No," attach a list See instructions)

H(c) Group Exemption Number ▶

I Tax-exempt status ☑ 501(c) (3) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Web site: ▶ www waukeshamemorial org

K Type of organization ☑ Corporation ☐ trust ☐ association ☐ other ▶

L Year of Formation 1956

M State of legal domicile WI

Part I Summary

1 Briefly describe the organization's mission or most significant activities
PROVISION OF HEALTH CARE

2 Check this box ☐ 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)	3	14
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	9
5	Total number of employees (Part V, line 2a)	5	3,132
6	Total number of volunteers (estimate if necessary)	6	489
7a	Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	11,144,621
b	Net unrelated business taxable income from Form 990-T, line 34	7b	-8,395

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	1,674,480	1,899,531
9	Program service revenue (Part VIII, line 2g)	406,014,602	437,048,638
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	-11,701,112	-24,369,280
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	5,211,648	5,796,600
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	401,199,618	420,375,489
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	22,000	23,000
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)	139,977,704	150,927,750
16a	Professional fundraising fees (Part IX, column (A), line 11e)		89,830
b	(Total fundraising expenses, Part IX, column (D), line 25 716,760)		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	225,201,286	248,299,396
18	Total expenses—add lines 13–17 (must equal Part IX, line 25, column (A))	365,200,990	399,339,976
19	Revenue less expenses Subtract line 18 from line 12	35,998,628	21,035,513

		Beginning of Year	End of Year
20	Total assets (Part X, line 16)	536,046,715	600,542,207
21	Total liabilities (Part X, line 26)	253,836,640	328,951,442
22	Net assets or fund balances Subtract line 21 from line 20	282,210,075	271,590,765

Part II Signature Block

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

Please Sign Here

****** | 2010-08-10
Signature of officer | Date

Robert W Mlynarek CFO ProHealth Care, Inc (parent co)
Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ Ann Petrie	Date	Check if self-empolyed ▶ ☑	Preparer's PTIN (See Gen Inst)
Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ Grant Thornton LLP PO Box 8100 Madison, WI 537088100			EIN ▶ Phone no ▶ (608) 257-6761

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

PROVISION OF HEALTH CARE

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 $ 316,925,518 including grants of $ 23,000) (Revenue $ 441,913,732)

Waukesha Memorial Hospital fulfills its exempt purpose by providing care and services to all patients regardless of insurance or ability to pay Waukesha Memorial Hospital also uses its resources to address various community needs Waukesha Memorial Hospital provided approximately 73,500 days of inpatient care and approximately 293,400 outpatient visits during the fiscal year ended September 30, 2009 See attached community benefit report for an illustration of its 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 $ 316,925,518 *Must equal Part IX, Line 25, column (B).*

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	Yes	
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*	3		No
4	Section 501(c)(3) organizations Did the organization engage in lobbying activities? *If "Yes," complete Schedule C, Part II*	4		No
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*	5		
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*	6		No
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*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
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*	9		No
10	Did the organization hold assets in term, permanent,or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		No
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*	11	Yes	
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*	12	Yes	
13	Is the organization a school as described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the U S ?	14a		No
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*	14b		No
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*	15		No
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*	16		No
17	Did the organization report more than $15,000 on Part IX, column (A), line 11e? *If "Yes," complete Schedule G, Part I*	17	Yes	
18	Did the organization report more than $15,000 total on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		No
19	Did the organization report more than $15,000 on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20	Yes	
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*	21		No
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*	22	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? *If "Yes," complete Schedule J*	23	Yes	
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*	24a	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
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?	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
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*	25a		No
b	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*	25b		No
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*	26		No
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*	27		No

Part IV Checklist of Required Schedules *(Continued)*

			Yes	No
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*	**28a**	Yes	
b	Have a family member who had a direct or indirect business relationship with the organization? *If "Yes," complete Schedule L, Part IV*	**28b**		No
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*	**28c**		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
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*	**33**		No
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*	**34**	Yes	
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*	**35**	Yes	
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*	**36**		No
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*	**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, *Annual Summary and Transmittal of U.S. Information Returns. Enter -0-* if not applicable	1a	317		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	1b	0		
c	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, *Transmittal of Wage and Tax Statements* filed for the calendar year ending with or within the year covered by this return	2a	3,132		
b	If at least one is reported in 2a, did the organization file all required federal employment tax returns? **Note:** *If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return.*	2b		Yes	
3a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?	3a		Yes	
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*	3b		Yes	
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	
b	If "Yes," enter the name of the foreign country OC 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
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b			No
c	If "Yes," to 5a or 5b, did the organization file Form 8886-T, *Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?*	5c			
6a	Did the organization solicit any contributions that were not tax deductible?	6a			No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b			
7	*Organizations that may receive deductible contributions under section 170(c).*				
a	Did the organization provide goods or services in exchange for any quid pro quo contribution of $75 or more?	7a			No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b			
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c			No
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e			No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f			No
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7g			
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	7h			
8	*Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.* Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8			No
9	*Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.*				
a	Did the organization make any taxable distributions under section 4966?	9a			No
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b			No
10	*Section 501(c)(7) organizations.* Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	Section 501(c)(12) organizations Enter				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b			
12a	*Section 4947(a)(1) non-exempt charitable trusts.* Is the organization filing Form 990 in lieu of Form 1041?	12a			
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			

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 14		
b	Enter the number of voting members that are independent . .	1b 9		
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		No
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	Yes	
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		No

Section C. Disclosure

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

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

KATHY MCCANN
N17W24100 RIVERWOOD DRIVE SUITE 20
WAUKESHA, WI 531881131
(262) 928-2496

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

(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 Trustee or Director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			

Part VII Continued

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply) Individual Trustee or Director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(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
1b Total ▶								3,052,785	489,696	273,340

2 Total number of individuals (including those in 1a) who received more than $100,000 in reportable compensation from the organization ▶ 74

			Yes	No
3	Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	**3**		No
4	For any individual listed online 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	**4**	Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? *If "Yes," complete Schedule J for such person*	**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
C G SCHMIDT INC 11777 WEST LAKE PARK DRIVE MILWAUKEE, WI 53224	CONSTRUCTION SERVICE	2,888,549
ECIPSYS CORP PO BOX 8538-0133 PHILADELPHIA, PA 19107	SOFTWARE MAINTENANCE	1,148,907
IT PROGRAM ASSOCIATES PMB 157 SUITE 230 MARIETTA, GA 30064	IT CONSULTING	787,661
EVERETT GERMAN W240 S4931 HWY 164 WAUKESHA, WI 53189	LANDSCAPING SERVICES	470,089
ADVANCED UROLOGIC SERVICES LLC 18650 W CORPORATE DRIVE SUITE 200 BROOKFIELD, WI 53045	HEALTHCARE SERVICES	265,400

2 Total number of independent contractors (including those in 1) who received more than $100,000 in compensation from the organization ▶ 12

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 1,437,923				
	e	Government grants (contributions) 1e 413,351				
	f	All other contributions, gifts, grants, and similar amounts not included above 1f 48,257				
	g	Noncash contributions included in lines 1a-1f $				
	h	**Total (Add lines 1a-1f)**	1,899,531			
Program Service Revenue		Business Code				
	2a	MED LAB SERVICE 621,500	11,160,354		11,160,354	
	b	NET PATIENT REV 621,500	121,402,213	121,402,213		
	c	FEES AND CONTRACTS FROM GOVERNMENT AGENCIES 621,500	304,486,071	304,486,071		
	d					
	e					
	f	All other program service revenue				
	g	**Total. Add lines 2a-2f** ▶ $ 437,048,638				
Other Revenue	3	Investment income (including dividends, interest other similar amounts)	2,746,080			2,746,080
	4	Income from investment of tax-exempt bond proceeds	0			
	5	Royalties	0			
		(i) Real / (ii) Personal				
	6a	Gross Rents: (ii) Personal 34,770				
	b	Less rental expenses: (ii) Personal 24,823				
	c	Rental income or (loss): (ii) Personal 9,947				
	d	Net rental income or (loss)	9,947		9,947	
		(i) Securities / (ii) Other				
	7a	Gross amount from sales of assets other than inventory: (i) 137,121,266; (ii) 0				
	b	Less cost or other basis and sales expenses: (i) 158,103,680; (ii) 6,132,946				
	c	Gain or (loss): (i) -20,982,414; (ii) -6,132,946				
	d	Net gain or (loss)	-27,115,360			-27,115,360
	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	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	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	0			
		Miscellaneous Revenue / Business Code				
	11a	CAFETERIA 722,210	912,962			912,962
	b	GIFT SHOP 453,220	34,277			34,277
	c	HEART CARE CENTER 621,400	8,117	8,117		
	d	All other revenue _____	4,831,297	4,856,977	-25,680	
	e	**Total. Add lines 11a-11d** $ 5,786,653				
	12	**Total Revenue.** Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e	420,375,489	430,753,378	11,144,621	-23,422,041

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	0			
2 Grants and other assistance to individuals in the U S See Part IV, line 22	23,000	23,000		
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	3,273,965	944,622	2,050,909	278,434
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	112,818,957	112,045,790		267,066
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	2,953,171	2,879,483	60,511	13,177
9 Other employee benefits	23,618,307	23,234,700	305,704	77,903
10 Payroll taxes	8,263,350	8,091,544	137,744	34,062
11 Fees for services (non-employees)				
a Management	0			
b Legal	70,325		70,325	
c Accounting	65,675		65,675	
d Lobbying	0			
e Professional fundraising *See Part IV, line 17*	89,830			89,830
f Investment management fees	0			
g Other	73,765,411	11,128,971	62,577,433	59,007
12 Advertising and promotion	0			
13 Office expenses	59,836,463	59,303,397	527,028	6,038
14 Information technology	0			
15 Royalties	0			
16 Occupancy	5,102,515	4,724,834	377,681	
17 Travel	0			
18 Payments of travel or entertainment expenses for any Federal, state or local public officials	0			
19 Conferences, conventions and meetings	0			
20 Interest	12,458,637	12,458,637		
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	29,167,602	29,167,602		
23 Insurance	0			
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 DRUGS & PHARMACEUTICALS	18,755,230	18,755,230		
b EDUCATION & TRAINING	484,488	406,738	74,691	3,059
c BAD DEBTS	19,102,076	19,102,076		
d MISCELLANEOUS	3,746,844	2,179,696	1,679,530	-112,382
e PHYSICIANS FEES	11,560,640	11,283,140	277,500	
f All other expenses	14,183,490	1,196,058	12,986,866	566
25 **Total functional expenses.** Add lines 1 through 24f	399,339,976	316,925,518	81,697,698	716,760
26 **Joint Costs.** Check ☐ 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		138,899	1	132,210
	2	Savings and temporary cash investments		2,646,152	2	3,409,580
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		47,530,980	4	49,838,903
	5	Receivables from current and former officers, directors, trustees, key employees or other related parties *Complete Part II of Schedule L*			5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) *Complete Part II of Schedule L*			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use		6,365,996	8	8,267,918
	9	Prepaid expenses and deferred charges		4,634,575	9	3,979,361
	10a	Land, buildings, and equipment cost basis	10a 573,380,817			
	b	Less accumulated depreciation *Complete Part VI of Schedule D*	10b 323,275,331	224,666,597	10c	250,105,486
	11	Investments—publicly traded securities		233,467,952	11	254,231,661
	12	Investments—other securities See Part IV, line 11 *Complete Part VII of Schedule D*			12	
	13	Investments—program-related See Part IV, line 11 *Complete Part VIII of Schedule D*			13	
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11 *Complete Part IX of Schedule D*		16,595,564	15	30,577,088
	16	**Total assets.** *Add lines 1 through 15 (must equal line 34)*		536,046,715	16	600,542,207
Liabilities	17	Accounts payable and accrued expenses		45,483,041	17	43,057,210
	18	Grants payable			18	
	19	Deferred revenue			19	
	20	Tax-exempt bond liabilities		179,716,655	20	236,338,304
	21	Escrow account liability *Complete Part IV of Schedule D*			21	
	22	Payable to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons *Complete Part II of Schedule L*			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable			24	
	25	Other liabilities *Complete Part X of Schedule D*		28,636,944	25	49,555,928
	26	**Total liabilities.** *Add lines 17 through 25*		253,836,640	26	328,951,442
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		281,589,479	27	270,772,162
	28	Temporarily restricted net assets		620,596	28	818,603
	29	Permanently restricted net assets			29	
		Organizations that do not follow SFAS 117, check here ▶ ☐ 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		282,210,075	33	271,590,765
	34	Total liabilities and net assets/fund balances		536,046,715	34	600,542,207

Part XI Financial Statements and Reporting

				Yes	No
1	Accounting method used to prepare the Form 990	☐ cash ☑ accrual ☐ other			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		2a		No
b	Were the organization's financial statements audited by an independent accountant?		2b	Yes	
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?		2c	Yes	
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?		3a		No
b	If "Yes," did the organization undergo the required audit or audits?		3b		

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SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

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.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
Waukesha Memorial Hospital Inc

Employer identification number
39-0910727

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 331/3% 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 331/3% 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

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

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

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?

	Yes	No
(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? **11g(i)**		
(ii) a family member of a person described in (i) above? **11g(ii)**		
(iii) a 35% controlled entity of a person described in (i) or (ii) above? **11g(iii)**		

h 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 (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	
Total									

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** (Substract 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 and any other additional information. (see instructions)

Facts and Circumstances Test

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SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

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.**

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
Waukesha Memorial Hospital Inc

Employer identification number
39-0910727

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? ☐ Yes ☐ 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? ☐ Yes ☐ 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 importantly 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
a	Total number of conservation easements	2a	
b	Total acreage restricted by conservation easements	2b	
c	Number of conservation easements on a certified historic structure included in (a)	2c	
d	Number of conservation easements included in (c) acquired after 8/17/06	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
- b ☐ Scholarly research
- c ☐ Preservation for future generations
- d ☐ Loan or exchange programs
- e ☐ Other

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
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	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					
b Contributions					
c Investment earnings or losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g 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

		Yes	No
(i) unrelated organizations	3a(i)		
(ii) related organizations	3a(ii)		
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

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

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		13,804,844		13,804,844
b Buildings		246,945,452	107,083,184	139,862,268
c Leasehold improvements		2,575,189	2,223,639	351,550
d Equipment		287,040,149	212,201,919	74,838,230
e Other		23,015,183	1,766,589	21,248,594
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				250,105,486

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

(a) Description of security or cateory (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		
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
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
DEFERRED FINANCING	2,630,808
OTHER RECEIVABLES	2,976,726
DEBT SERVICE RESERVE FUND	10,784,967
ACCRUED INTEREST RECEIVABLE	419,075
DUE FROM AFFILIATES	11,515,402
UNAMORTIZED BOND DISCOUNT	0
REVENUE BONDS - SERIES 1992	0
INVESTMENT IN OAW ASC	2,250,110
Total. *(Column (b) should equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	30,577,088

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

(a) Description of Liability	(b) Amount
Federal Income Taxes	
ACCRUED POSTRETIREMENT MEDICAL	12,097,106
FAIR VALUE-INTEREST RATE SWAP	15,081,783
MEDICARE/MEDICAID PAYABLE	327,220
ASSET RETIREMENT OBLIGATION	653,040
ACCUM MIN PENSION LIABILITY	21,396,779
INVESTMENT IN RHOW	0
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	49,555,928

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	420,375,489
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	399,339,976
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	21,035,513
4	Net unrealized gains (losses) on investments	4	23,245,068
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-54,899,891
9	Total adjustments (net) Add lines 4 - 8	9	-31,654,823
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-10,619,310

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	444,435,151
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	21,544,068		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d	2,515,594		
e	Add lines **2a** through **2d**			2e	24,059,662
3	Subtract line **2e** from line **1**			3	420,375,489
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	420,375,489

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

1	Total expenses and losses per audited financial statements			1	399,339,976
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	399,339,976
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	399,339,976

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
REC OF CHANGE IN NET ASSETS - OTHER	FORM 990, SCHEDULE D, PART XI	Equity transfer to Prohealth Care, Inc (33,143,654) CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING PRINCIPLE (21,321,000) ASSETS RELEASED FROM RESTRICTION 230,000 INVESTMENT IN ProHealth Aligned, LLC (3,180,178) BOOK / TAX DIFFERENCE ProHealth Aligned, LLC 197,008 ProHealth Aligned, LLC MINORITY INTEREST INCOME BOOKED (520,525) BOOK / TAX DIFFERENCE OAW ASC 811,876 BOOK / TAX DIFFERENCE RHOW 2,001,555 UBIT FROM K-1 INVESTMENTS 25,680 OTHER (653) ========== TOTAL (54,899,891)
REC OF REV PER AUDITED FINANCIALS WITH REVENUE PER RETURN - OTHER	FORM 990, SCHEDULE D, PART XII	BOOK / TAX DIFFERENCE 811,876 BOOK / TAX DIFFERENCE 197,008 BOOK / TAX DIFFERENCE 2,001,555 ProHealth Aligned, LLC MINORITY INTEREST (520,525) UBIT FROM K-1 INVESTMENTS 25,680 ========== TOTAL 2,515,594
FIN 48 FOOTNOTE	FORM 90, SCHEDULE D, PART X	Federal Income Tax - PHC, WMH, OMH, National Regency, and PHHC are not-for-profit corporations as described in Section 501 C (3) of the Internal Revenue Code (the Code) and are exempt from federal income taxes pursuant to Section 501(a) of the Code All of these entities are, however, subject to federal and state income taxes on any unrelated business income under the provisions of Section 511 of the Code WHS is a for-profit stock corporation and is subject to income taxes WHS accounts for income taxes under the asset and liability method Under this method, deferred tax assets and liabilities are recognized related to the future tax consequences attributable to differences between the consolidated financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled The accounting standard that refers to Accounting for Uncertainty in Income Taxes is effective for fiscal years beginning after December 15, 2006 for nonpublic entities that hold public debt The standard addresses the determination of how tax penalties claimed or expected to be claimed on a tax return should be recorded on the consolidated financial statement Companies must recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position The standard also provides guidance on derecognition classification, interest and penalties on income taxes, accounting in interim periods, and requires increased disclosures The Corporation adopted this standard as of October 1, 2007 The adoption did not have a material impact on the consolidated financial statements

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SCHEDULE G (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

▶ Attach to Form 990 or Form 990-EZ. Must be completed by organizations that answer "Yes" to Form 990, Part IV, lines 17, 18, or 19, and by organizations that enter more than $15,000 on Form 990-EZ, line 6a.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
Waukesha Memorial Hospital Inc

Employer identification number
39-0910727

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

1 Indicate whether the organization raised funds through any of the following activities Check all that apply

- **a** ☐ Mail solicitations
- **b** ☐ Email solicitations
- **c** ☐ Phone solicitations
- **d** ☐ In-person solicitations
- **e** ☑ Solicitation of non-government grants
- **f** ☑ Solicitation of government grants
- **g** ☐ Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising activities? ☑ **Yes** ☐ **No**

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization Form 990-EZ filers are not required to complete this table

(i) Name of individual or entity (fundraiser)	**(ii)** Activity	**(iii)** Did fundraiser have custody or control of contributions? Yes	No	**(iv)** Gross receipts from activity	**(v)** Amount paid to (or retained by) fundraiser listed in col **(i)**	**(vi)** Amount paid to (or retained by) organization
BENTZ WHALEY FLESSNER	FEASIBILITY STUDY		No	0	89,830	0
Total			▶			

3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing

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Part II **Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than $15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than $5,000.

		(a) Event #1 (event type)	(b) Event #2 (event type)	(c) Other Events (total number)	(d) Total Events (Add col (a) through col (c))
Revenue	1 Gross receipts				
	2 Less Charitable contributions				
	3 Gross revenue (line 1 minus line 2)				
Direct Expenses	4 Cash Prizes				
	5 Non-cash Prizes				
	6 Rent/Facility costs				
	7 Other direct expenses				
	8 Direct expense summary Add lines 4 through 7 in column (d) ▶				
	9 Net income summary Combine lines 3 and 8 in column (d) ▶				

Part III **Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than $15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (Add col (a) through col (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	
	7 Direct expense summary Add lines 2 through 5 in column (d) ▶				
	8 Net gaming income summary Combine lines 1 and 7 in column (d) ▶				

			Yes	No
9	Enter the state(s) in which the organization operates gaming activities ____			
a	Is the organization licensed to operate gaming activities in each of these states?	9a		
b	If "No," Explain			
10a	Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?	10a		
b	If "Yes," Explain			
11	Does the organization operate gaming activities with nonmembers?	11		
12	Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?	12		

		Yes	No
13	Indicate the percentage of gaming activity operated in		
a	The organization's facility **13a**		
b	An outside facility **13b**		
14	Provide the name and address of the person who prepares the organization's gaming/special events books and records		
	Name ▶ _____		
	Address ▶ _____		
15a	Does the organization have a contract with a third party from whom the organization receives gaming revenue? **15a**		
b	If "Yes," enter the amount of gaming revenue received by the organization ▶ $ _____ and the amount of gaming revenue retained by the third party ▶ $ _____		
c	If "Yes," enter name and address		
	Name ▶ _____		
	Address ▶ _____		
16	Gaming manager information		
	Name ▶ _____		
	Gaming manager compensation ▶ $ _____		
	Description of services provided ▶ _____		
	☐ Director/officer ☐ Employee ☐ Independent contractor		
17	Mandatory distributions		
a	Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? **17a**		
b	Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $		

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SCHEDULE H (Form 990)

Department of the Treasury
Internal Revenue Service

Hospitals

▶ To be completed by organizations that answer "Yes" to Form 990, Part IV, line 20.
▶ Attach to Form 990.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
Waukesha Memorial Hospital Inc

Employer identification number
39-0910727

Part I Charity Care and Certain Other Community Benefits at Cost *(Optional for 2008)*

			Yes	No
1a	Does the organization have a charity care policy? If "No," skip to question 6a	1a	Yes	
b	If "Yes," is it a written policy?	1b	Yes	
2	If the organization has multiple hospitals, indicate which of the following best describes application of the charity care policy to the various hospitals ☑ Applied uniformly to all hospitals ☐ Applied uniformly to most hospitals ☐ Generally tailored to individual hospitals			
3	Answer the following based on the charity care eligibility criteria that applies to the largest number of the organization's patients			
a	Does the organization use Federal Poverty Guidelines (FPG) to determine eligibility for providing *free* care to low income individuals? If "Yes," indicate which of the following is the family income limit for eligibility for free care ☑ 100% ☐ 150% ☐ 200% ☐ Other _____%	3a	Yes	
b	Does the organization use FPG to determine eligibility for providing *discounted* care to low income individuals? If "Yes," indicate which of the following is the family income limit for eligibility for discounted care ☐ 200% ☐ 250% ☐ 300% ☐ 350% ☑ 400% ☐ Other _____%	3b	Yes	
c	If the organization does not use FPG to determine eligibility, describe in Part VI the income based criteria for determining eligibility for free or discounted care Include in the description whether the organization uses an asset test or other threshold, regardless of income, to determine eligibility for free or discounted care			
4	Does the organization's policy provide free or discounted care to the "medically indigent"?	4		No
5a	Does the organization budget amounts for free or discounted care provided under its charity care policy?	5a	Yes	
b	If "Yes," did the organization's charity care expenses exceed the budgeted amount?	5b	Yes	
c	If "Yes" to line 5b, as a result of budget considerations, was the organization unable to provide free or discounted care to a patient who was eligibile for free or discounted care?	5c		No
6a	Does the organization prepare an annual community benefit report?	6a	Yes	
6b	If "Yes," does the organization make it available to the public?	6b	Yes	
	Complete the following table using the worksheets provided in the Schedule H instructions Do not submit these worksheets with the Schedule H			

7 Charity Care and Certain Other Community Benefits at Cost

Charity Care and Means-Tested Government Programs	(a) Number of activities or programs (optional)	(b) Persons served (optional)	(c) Total community benefit expense	(d) Direct offsetting revenue	(e) Net community benefit expense	(f) Percent of total expense
a Charity care at cost (from *worksheets 1 and 2)*			3,106,985		3,106,985	0 78 %
b Unreimbursed Medicaid (from *worksheet 3, column a)*			14,281,960		14,281,960	3 58 %
c Unreimbursed costs—other means-tested government programs (from *Worksheet 3, column b)*						
d **Total** Charity Care and Means-Tested Government Programs			17,388,945		17,388,945	4 36 %
Other Benefits						
e Community health improvement services and community benefit operations (from (worksheet 4)	120		3,541,862	9,010	3,532,852	0 88 %
f Health professions education (from worksheet 5)	42		222,688		222,688	0 56 %
g Subsidized health services (from worksheet 6)	2		5,817,711		5,817,711	1 46 %
h Research (from worksheet 7)	3		349,411		349,411	0 09 %
i Cash and in-kind contributions to community groups (from worksheet 8)	90		1,167,115		1,167,115	0 29 %
j **Total** Other Benefits	257		11,098,787	9,010	11,089,777	3 28 %
k **Total** (line 7d and 7j)	257		28,487,732	9,010	28,478,722	7 64 %

Part II Community Building Activities (Complete this table if the organization conducted any community building activities) *(Optional for 2008)*

		(a) Number of activities or programs (optional)	(b) Persons served (optional)	(c) Total community building expense	(d) Direct offsetting revenue	(e) Net community building expense	(f) Percent of total expense
1	Physical improvements and housing						
2	Economic development						
3	Community support	4		2,978		2,978	
4	Environmental improvements						
5	Leadership development and training for community members						
6	Coalition building	2		48,374		48,374	0 01 %
7	Community health improvement advocacy	1		570		570	
8	Workforce development	1		5,258		5,258	
9	Other						
10	**Total**	8		57,180		57,180	0 01 %

Part III Bad Debt, Medicare, and Collection Practices *(Optional for 2008)*

Section A—Bad Debt Expense

				Yes	No
1	Does the organization report bad debt expense in accordance with Heathcare Financial Management Association Statement No 15?	1	Yes		
2	Enter the amount of the organization's bad debt expense (at cost)	2	19,102,000		
3	Enter the estimated amount of the organization's bad debt expense (at cost) attributable to patients eligible under the organization's charity care policy	3	8,357,928		
4	Provide in Part VI the text of the footnote to the organization's financial statements that describes bad debt expense In addition, describe the costing methodology used in determining the amounts reported on lines 2 and 3, or rationale for including other bad debt amounts in community benefit				

Section B—Medicare

5	Enter total revenue received from Medicare (including DSH and IME)	5			
6	Enter Medicare allowable costs of care relating to payments on line 5	6			
7	Enter line 5 less line 6—surplus or (shortfall)	7			
8	Describe in Part VI the extent to which any shortfall reported on line 7 should be treated as community benefit, and the costing methodology or source used to determine the amount reported on line 6 and indicate which of the following methods was used				

☐ Cost accounting system ☐ Cost to charge ratio ☐ Other

Section C—Collection Practices

9a	Does the organization have a written debt collection policy?	9a			No
9b	If "Yes," does the organization's collection policy contain provisions on the collection practices to be followed for patients who are known to qualify for charity care or financial assistance? Describe in Part VI	9b			

Part IV Management Companies and Joint Ventures *(Optional for 2008)*

	(a) Name of entity	(b) Description of primary activity of entity	(c) Organization's profit % or stock ownership %	(d) Officers, directors trustees, or key employees' profit % or stock ownership%	(e) Physicians' profit % or stock ownership %
1	REHAB HOSPITAL OF WI	REHABILITATION SERVICES	0 49 %		
2	ProHealth Aligned	SURGICAL SERVICES	0 51 %		
3	ORTHOPEDIC SURGERY	ORTHOPEDIC SURGICAL SERVICES	0 3 %		
4					
5					
6					
7					
8					
9					
10					
11					
12					
13					
14					

Part V Facility Information *(Required for 2008)*

Name and address	Licensed hospital	General medical & surgical	Children's hospital	Teaching hospital	Critical access hospital	Research facility	ER-24 hours	ER-other	Other (Describe)
WAUKESHA MEMORIAL HOSPITAL INC 725 AMERICAN AVENUE WAUKESHA, WI 53188	X			X				X	
ProHealth Aligned LLC 1111 DELAFIELD ST SUITE 100 Waukesha, WI 53188									SURGERY CENTER
REHABILITATION HOSPITAL OF WI LLC 1625 COLDWATER CREEK DRIVE WAUKESHA, WI 53188	X								
THE ORTHOPEDIC SURGERY CENTER LLC W238 N1610 BUSSE ROAD SUITE 100 WAUKESHA, WI 53188									SURGERY CENTER

Part VI Supplemental Information *(Optional for 2008)*

Complete this part to provide the following information

1 Provide the description required for Part I, line 3c, Part I, line 6a, Part I, line 7g, Part I, line 7, column (f), Part I, line 7, Part III, line 4, Part III, line 8, Part III, line 9b, and Part V See Instructions

WAUKESHA MEMORIAL HOSPITAL IS A NOT-FOR-PROFIT ACUTE CARE HOSPITAL WMH HAS 294 AVAILABLE BEDS AND SERVES WAUKESHA AND SURROUNDING COMMUNITIES

2 Needs Assessment. Describe how the organization assesses the health care needs of the communities it serves

COMMUNITY NEEDS ARE IDENTIFIED BASED UPON A REVIEW OF STATE, COUNTY AND COMMUNITY HEALTH ASSESSMENTS THIS INCLUDES SUCH DOCUMENTS AS THE STATE HEALTH PLAN, THE COUNTY HEALTH REPORT CARD, THE WAUKESHA COMMUNITY HEALTH SURVEY, THE HEALTH COMMUNITY 2010 DATA PACKAGE AND VARIOUS OTHER NEEDS ASSESSMENTS, SUCH AS THE UNITED WAY/UNIVERSITY OF WISCONSIN SURVEY OF WAUKESHA COUNTY TO COMPLIMENT ALL OF THESE DATA SOURCES, WE ALSO PERIODICALLY PERFORM A SERVICE GAP ANALYSIS WITH OUR OWN 20+ EMPLOYED PARISH AND COMMUNITY OUTREACH NURSES AS WELL AS LOCAL NON-PROFIT AGENCIES WITH WHOM WE PARTNER WE THEN ANALYZE THE DATA, IDENTIFY THE PRESSING NEEDS, AND PROACTIVELY PLAN AND IMPLEMENT COMMUNITY BENEFIT INITIATIVES TO HELP ADDRESS THESE IDENTIFIED NEEDS

3 Patient Education of Eligibility for Assistance. Describe how the organization informs and educates patients and persons who may be billed for patient care about their eligibility for assistance under federal, state, or local government programs or under the organization's charity care policy

1 IF A PATIENT IS SELF PAY, THE FIRST LETTER THEY RECEIVE FROM US CONVEYS THE AVAILABILITY OF COMMUNITY CARE AND OUR PROMPT PAY DISCOUNT POLICY THE LETTER IS SENT WITHIN A WEEK OF OP SERVICE OR INPATIENT DISCHARGE AND PROVIDES OUR CONTACT INFORMATION FOR THOSE PATIENTS WITHOUT INSURANCE AND PATIENTS WITH BALANCES AFTER INSURANCE RECEIVE TWO ADDITIONAL LETTERS, EACH OF WHICH INCLUDES INFORMATION AND CONTACT NUMBER FOR COMMUNITY CARE 2 PRIOR TO AN ACCOUNT GOING TO COLLECTION, IF WE HAVEN'T HAD ANY CONTACT FROM THE PATIENT ON A BALANCE OVER $10,000, AN ATTEMPT TO CONTACT VIA TELEPHONE IS MADE 3 IF SOMEONE HAS BEEN FOUND ELIGIBLE FOR SOME LEVEL OF COMMUNITY CARE, THE ELIGIBILITY PERIOD IS SIX MONTHS SO ANY SUBSEQUENT ACCOUNTS DURING THAT TIMEFRAME WOULD BE DISCOUNTED AT WHATEVER LEVEL OF COMMUNITY CARE IS ELIGIBLE 4 THERE ARE SOME PATIENTS, WHERE BETWEEN THE HOSPITAL SOCIAL WORK AREA AND/OR OUR OWN INVESTIGATION, WE ARE ABLE TO DETERMINE THAT A PATIENT HAS NOTHING (LIVES AT SALVATION ARMY HOUSING, HALFWAY HOUSE, THEIR CAR, DECEASED WITH NO FAMILY MEMBERS OR ESTATE ETC) WE WILL DO A PRESUMPTIVE APPLICATION AND GRANT COMMUNITY CARE BASED ON THE INFORMATION WE WERE ABLE TO FIND 5 WE DO NOT AUTOMATICALLY GIVE COMMUNITY CARE JUST BECAUSE WE FEEL THEY MAY QUALIFY WE NEED TO HAVE COMPLETED PAPERWORK SUBSTANTIATING THEIR INCOME AND ASSETS IF THEY HAVE A VIABLE ADDRESS WE SEND AT LEAST TWO LETTERS ASKING THEM TO CONTACT US, IF THEY HAVE A HIGH BALANCE ACCOUNT, WE ALSO TRY TO CONTACT THEM VIA TELEPHONE

4 Community Information. Describe the community the organization serves, taking into account the geographic area and demographic constituents it serves

OUR HOSPITAL'S SERVICE AREA HAS A POPULATION OF 442,695 PERSONS CONSISTING OF THE EASTERN 2/3 OF WAUKESHA COUNTY, AND SMALLER PORTIONS OF WASHINGTON, RACINE, WALWORTH, AND JEFFERSON COUNTIES THE POPULATION IS 94% WHITE WITH A RAPIDLY GROWING HISPANIC POPULATION OF 14,000 PEOPLE IN CLOSE PROXIMITY TO THE HOSPITAL 46% OF THE SERVICE AREA'S HOUSEHOLD'S INCOME IS OVER $75,000

5 Community Building Activities. Describe how the organization's community building activities, as reported in Part II, promote the health of the communities the organization serves

WAUKESHA MEMORIAL HOSPITAL HAS PARTNERSHIPS WITH VARIOUS ORGANIZATIONS THROUGHOUT THE COMMUNITIES WE SERVE ONE EXAMPLE IS THE PARTNERSHIPS WE HAVE WITH THE LOCAL CHAMBERS OF COMMERCE WITHIN OUR SERVICE AREA BY PROVIDING LEADERSHIP AND HEALTH RELATED OUTREACH TOWARDS STRENGTHENING COMMUNITY DEVELOPMENT ANOTHER EXAMPLE IS OUR LONG STANDING RELATIONSHIP WITH THE UNITED WAY OF WAUKESHA COUNTY UNITED WAY PARTNERS WITH MANY HEALTH AND HUMAN SERVICES ORGANIZATIONS IN WHICH WMH PARTNERS WITH EVERY YEAR OMH PARTICIPATES AND PROVIDES LEADERSHIP IN THE UNITED WAY FUND RAISING CAMPAIGN WITHOUT THE FUNDS THAT UNITED WAY PROVIDES MANY OF THESE ORGANIZATIONS COULDN'T AFFORD TO CONTINUE SERVICES TO THE VULNERABLE AND INDIGENT POPULATIONS AND THAT WOULD CREATE A SHORTAGE OF ACCESS

6 Provide any other information important to describing how the organization's hospitals or other health care facilities further its exempt purpose by promoting the health of the community (e g , open medical staff, community board, use of surplus funds, etc)

BECAUSE OF THE RELATIVELY RURAL NATURE OF OUR SERVICE AREA, OUR COMMUNITY BENEFIT PROGRAM MAKES A CONSCIOUS EFFORT TO REACH OUT AND FIND DISADVANTAGED, UNDERSERVED POPULATIONS THESE TARGET POPULATIONS INCLUDE NON-ENGLISH SPEAKING, UNINSURED OR UNDERINSURED, ISOLATED AND FRAIL ELDERLY, HOMELESS, AND MENTALLY DISABLED WE INCLUDE COMMUNITY MEMBERS ON OUR GOVERNMENT BOARD AND COMMUNITY BENEFIT STEERING COMMITTEE WE ALSO MAKE EXTENSIVE USE OF COMMUNITY PARTNER AGENCIES IN PLANNING, DESIGN AND OPERATION OF COMMUNITY BENEFIT PROGRAMS

7 If the organization is part of an affiliated health care system, describe the respective roles of the organization and its affiliates in promoting the health of the communites served

OUR HOSPITAL IS A MEMBER OF THE PROHEALTH CARE SYSTEM WHICH SERVES AS OUR PARENT COMPANY WHILE COMMUNITY BENEFIT RESPONSIBILITIES RESIDE WITH OUR HOSPITAL BOARD, THE PARENT COMPANY PLAYS A KEY ROLE IN COORDINATING COMMUNITY NEEDS ASSESSMENTS, COMMUNITY BENEFIT PROGRAM PLANNING, AND EVALUATION

8 If applicable, identify all states with which the organization, or a related organization, files a community benefit report

WI

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Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments and Individuals in the U.S.

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

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
Waukesha Memorial Hospital Inc

Employer identification number
39-0910727

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 . . . ▶ ☐

1(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance

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.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
SCHOLARSHIP	20	23,000	0	N/A	N/A

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
SCHOLARSHIPS TO AREA STUDENTS	FORM 990, SCHEDULE I, PART III	SCHOLARSHIPS ARE DISTRIBUTED TO AREA STUDENTS FOR THEIR EDUCATIONAL BENEFIT BASED ON MERIT

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

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.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
Waukesha Memorial Hospital Inc

Employer identification number
39-0910727

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate 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 ☐ First class or charter travel ☐ Housing allowance or residence for personal use ☑ Travel for companions ☐ Payments for business use of personal residence ☐ Tax idemnification and gross-up payments ☑ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ 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	**1b**	Yes	
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?	**2**	Yes	
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 ☑ Compensation committee ☐ Written employment contract ☑ Independent compensation consultant ☑ Compensation survey or study ☐ Form 990 of other organizations ☑ 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?	**4a**		No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**	Yes	
c	Participate in, or receive payment from, an equity-based compensation arrangement?	**4c**		No
	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?	**5a**		No
b	Any related organization?	**5b**		No
	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?	**6a**		No
b	Any related organization?	**6b**		No
	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	**7**		No
8	Were any amounts reported in Form 990, Part VII, paid or accured 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	**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

(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				
Mary Lodes	(i)	190,666	68,541	31,675	14,221	3,110	308,213	166,756
	(ii)	0	0	0	0	0	0	0
Edward Olson	(i)	406,027	171,548	34,677	59,711	8,819	680,782	330,528
	(ii)	0	0	0	0	0	0	0
NANINE NELSON	(i)	0	0	0	0	0	0	0
	(ii)	268,154	94,973	28,260	19,524	11,603	422,514	222,311
KENNETH A PRICE	(i)	199,685	66,427	19,271	18,884	7,516	311,783	164,217
	(ii)	0	0	0	0	0	0	0
ELAINE BANZHAF	(i)	160,430	57,223	33,913	0	6,145	257,711	145,757
	(ii)	0	0	0	0	0	0	0
KATHIE D STROMBOM	(i)	139,925	71,445	31,091	11,876	6,238	260,575	128,262
	(ii)	0	0	0	0	0	0	0
JAMES D GARDNER	(i)	282,328	88,883	35,306	20,234	6,756	433,507	238,226
	(ii)	0	0	0	0	0	0	0
MICHAEL A MCCREA	(i)	214,516	48,385	43,020	15,214	9,004	330,139	193,152
	(ii)	0	0	0	0	0	0	0
FREDERICK L SYRJANEN	(i)	125,519	44,688	26,512	13,413	2,579	212,711	0
	(ii)	0	0	0	0	0	0	0
BARBARA J MATHISON	(i)	125,052	45,460	26,182	9,790	3,132	209,616	0
	(ii)	0	0	0	0	0	0	0
MARY JANE REICHART	(i)	119,456	45,585	22,989	12,993	2,892	203,915	0
	(ii)	0	0	0	0	0	0	0
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

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

Identifier	Return Reference	Explanation
QUESTIONS REGARDING COMPENSATION	FORM 990, SCHEDULE J, PART I	1A TRAVEL FOR COMPANIONS COMPANION TRAVEL WAS BUSINESS-RELATED ========== DR ARCHEBALD PEQUET BENEFIT WAS NOT INCLUDED IN TAXABLE INCOME - BUSINESS RELATED NANINE NELSON BENEFIT WAS NOT INCLUDED IN TAXABLE INCOME - BUSINESS RELATED COUNTRY CLUB MEMBERSHIPS MEMBERSHIPS USED EXCLUSIVELY FOR BUSINESS PURPOSES ========== EDWARD OLSON BENEFIT WAS NOT INCLUDED IN TAXABLE INCOME - BUSINESS USE ONLY 4B USE OF SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN NAME PLAN AMOUNT ========== MARY LODES 457(B) PLAN PARTICIPANT $9,009 REXFORD W TITUS III SERP PLAN PARTICIPANT $85,892 NANINE NELSON 457(B) PLAN PARTICIPANT $11,865 EDWARD OLSON SERP PLAN PARTICIPANT $24,607 KENNETH PRICE 457(B) PLAN PARTICIPANT $8,923 ELAINE BANZHAF 457(B) PLAN PARTICIPANT $7,416 KATHIE D STROMBOM 457(B) PLAN PARTICIPANT $7,382 JAMES D GARDNER 457(B) PLAN PARTICIPANT $12,307 MICHAEL A MCCREA 457(B) PLAN PARTICIPANT $8,837 FREDERICK L SYRJANEN 457(B) PLAN PARTICIPANT $5,850 MARY JANE REICHART 457(B) PLAN PARTICIPANT $5,734

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Schedule K (Form 990)

Department 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.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
Waukesha Memorial Hospital Inc

Employer identification number
39-0910727

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	REVENUE BONDS - SERIES 1995A	39-1337855	97710AXK5	10-15-2005	45,080,000	RENOVATING AND REMODELING HOSPITAL		X		X
B	REVENUE BONDS - SERIES 1999	39-1337855	97710NV52	04-15-2005	32,990,000	RENOVATING AND REMODELING HOSPITAL		X		X
C	REVENUE BONDS - SERIES 2009	39-1337855	97710BGZ9	04-01-2009	68,225,000	CONSTRUCTION, RENOVATION, AND REMO		X		X
D	REVENUE BONDS - SERIES 2008A	39-1337855	99710BDH2	08-01-2008	49,769,218	ROUTINE CAPITAL EXPENDITURE AND RE		X		X
E	REVENUE BONDS - SERIES 2008B	39-1337855	97710BDJ8	08-01-2008	58,680,008	ROUTINE CAPITAL EXPENDITURE AND RE		X		X

Part II Proceeds *(Optional for 2008)*

		A	B	C	D	E
1	Total Proceeds of Issue					
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					

		A		B		C		D		E	
		Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
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)*

		A		B		C		D		E	
		Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?										
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	Yes	No	Yes	No	Yes	No	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	Yes	No	Yes	No	Yes	No	Yes	No
1	Has a Form 8038-T been filed wth 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?										

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Schedule L (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

▶ Attach to Form 990 or Form 990-EZ.
▶ To be completed by organizations that answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V lines 38b or 40b.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
Waukesha Memorial Hospital Inc

Employer identification number
39-0910727

Part I Excess Benefit Transactions (section 501(c)(3) and section 501 (c)(4) organizations only).

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1 (a) Name of disqualified person	(b) Description of transaction	(c) Corrected? Yes	No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 . . . . . ▶ $

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization . . . . . ▶ $

Part II Loans to and/or From Interested Persons

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

(a) Name of interested person and purpose	(b) Loan to or from the organization? To	From	(c) Original principal amount	(d) Balance due	(e) In default? Yes	No	(f) Approved by board or committee? Yes	No	(g) Written agreement? Yes	No
Total . . . . . ▶ $										

Part III Grants or Assistance Benefitting Interested Persons

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of grant or type of assistance

Part IV Business Transactions Involving Interested Persons

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues? Yes	No
KENNETH RIESCH	DIRECTOR	445,541	PROVIDED INSURANCE SERVICES		No

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SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ 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.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
Waukesha Memorial Hospital Inc

Employer identification number
39-0910727

Identifier	Return Reference	Explanation
Governance and Management	Form 990 Part VI Section A, B, and C	ProHealth Care, Inc is the sole corporate member As the sole corporate member, ProHealth Care, Inc holds certain reserved powers over the (non-stock) corporation, including approval of strategic planning, annual operating capital budgets, borrowing, transfer, lease, pledge or sale of assets After the Form 990 was prepared by the Organization's tax preparers and prior to filing the Form 990, SELECT EXECUTIVE MEMBERS OF THE ORGANIZATION PERFORMED a review, and then the Board of Directors were provided a copy of the return as filed by the Organization All leadership, managers and above, as well as board members are required to annually complete a Conflict of Interest form All responses identifying a potential conflict are reviewed by the Manager, corporate Compliance All employees annually are educated An independent, external compensation review is conducted for the positions of executive director, vice-president, senior vice-president, and above The results of the compensation review are presented to the Board Executive Committee for approval Any member of the Executive Committee whose salary is included in the salary review is recused from the approval process for his/her salary approval Financial statements are publicly available with the Form 990 and upon request

Identifier	Return Reference	Explanation
RELATED PARTY COMPENSATION	FORM 990, SCHEDULE J-2, PART I	THE FOLLOWING INDIVIDUALS WERE COMPENSATED DURING CALENDAR 2008 BY RELATED ORGANIZATIONS NAME AVG HOURS / WEEK EMPLOYED BY ========== JANE NEUMANN, MD GREATER THAN 40 00 PROHEALTH CARE, INC REXFORD W TITUS III GREATER THAN 40 00 PROHEALTH CARE, INC NANINE NELSON GREATER THAN 40 00 PROHEALTH CARE, INC

Identifier	Return Reference	Explanation
Community Benefits Report (Part 1)		OPENING THE DOOR TO HEALTHIER LIVES There are disadvantaged people in our community who have never been shown how to cross the threshold to better health In fact, according to a formal assessment of the community's health, there are five pressing health care needs in our region o access to primary care services and a medical home o effective chronic disease management and support o mental health services o prevention and early detection of disease o dental services ProHealth Care's Community Benefit Program is collaborating with community partners to address these crucial needs There are many stories that illustrate how opening doors to quality health care puts people on an inspiring path toward improved health and well-being COMMUNITY OUTREACH AND PARISH NURSES AT THE FRONT DOOR OF OUR COMMUNITY'S HEALTH ProHealth Care has partnered with numerous organizations to bring in parish and community outreach nurses to address unmanaged health concerns, lack of insurance coverage, case management services and health promotion through client advocacy, health education, small group facilitation, health screening and referrals to resources for the most vulnerable populations in the community The 2009 Hispanic Family Health Fair, which offers free health education and screenings, was a record-breaking success with a total number of 557 attendees In partnership with Elmbrook Church, a community outreach nurse works closely with the staff at St Joseph's Medical and Dental Clinic to ensure that patients are able to follow through with recommended diagnostic procedures and treatment plans Downtown Waukesha Neighborhood Rounds - health services for the needy " Where should homeless people suffering from H1N1 or other flu go during the day when the shelter is closed? " What is the best way to educate worried mothers not to take kids with minimal symptoms and low-grade fever to a hospital Emergency Department? " How does a homeless person who can't walk get from the nightly shelter to the daytime meal site many blocks away? These are just a few of the hot topics you'll hear discussed at the monthly Downtown Waukesha Neighborhood Rounds meeting of ProHealth Care's community outreach and parish nurses Each month, in addition to regular staff meetings, the 10 nurses who work in downtown Waukesha gather and discuss the pressing and practical concerns they've faced in opening doors for some of our community's most disadvantaged citizens Together, they brainstorm for solutions to health care issues that affect the needy and underserved in our community They work to put strategic processes and plans in place to address the simplest and the seemingly insurmountable health problems of their clients "Because we give care in many different locations, we have the pulse of the community We work together and involve our community partners when necessary to solve the problems that surface by creating a plan and being consistent By doing this, we hope to improve health care access for all and create a healthier environment for everyone in the community," says Neighborhood Rounds organizer Wendy Treptow, RN, community outreach and parish nurse The Community Outreach and Parish Nurse Program has grown from two nurses in two sites in 1995 to 23 nurses in 54 sites today Brookfield 53005, Pewaukee 53072, Wales 53183, Waukesha 53186, Waukesha 53188, Ashipun 53003, Ixonia 53036, Watertown 53098, Neosho 53059, Elm Grove 53122, Sussex 53089, North Lake 53064,Merton 53056, Brookfield 53045, New Berlin 53146, Nashotah 53058, Genesee Depot 53127, Okauchee 53069, Oconomowoc 53066, Delafield 53018, Mukwonago 53149, New Berlin 53151, Waukesha 53189, Hartland 53029, Palmyra 53156, Eagle 53119, Watertown 53094, Jefferson 53549, Johnson Creek 53038,Sullivan 53178,Helenville 53137, North Prairie 53153, Dousman 53118, Muskego 53150, Big Bend 53103, East Troy 53120, Rochester 53167, Waterford 53185, Menomonee Falls 53051, Lannon 53046, Hartford 53027, Richfield 53076, Colgate 53017, Hubertus 53033, Germantown 53022, Jackson 53037, Slinger 53086, Rubicon 53078, Dodge County, Waukesha County, Washington County, Milwaukee County, Jefferson County, Ozaukee County, Rock County, Walworth County, Racine County OUTREACH SITES BIG BEND o St Joseph's Catholic Church DOUSMAN o St Bruno's Catholic Church EAST TROY o East Troy Food Pantry o Good Shepherd Lutheran Church MUKWONAGO o Mukwonago Food Pantry o Mukwonago School District (x6) o S A G E S Senior Center MUSKEGO o St Leonard's Catholic Church OCONOMOWOC o Cooperating Congregations of Oconomowoc Meal Site o Dr Martin Luther Lutheran Church o Good Shepherd United Methodist Church o Oconomowoc Hispanic Outreach (Kincaid Farms) o Our Savior's Lutheran Church o Oconomowoc School District (x4) PALMYRA o St Mary's Catholic Church o Catholic Charities Mobile Food Pantry PEWAUKEE o Galilee Lutheran Church o St Bartholomew Episcopal Church SULLIVAN o St Mary's Help of Christian Catholic Church WAUKESHA o Ascension Lutheran Church o Cooperating Congregations of Waukesha County o East Terrace Senior Housing o First Baptist Church o Hebron House/Shelter o Hispanic Community Health Resource Center o Jeremy House o James Place o La Casa Village (I & II) Senior Housing o Salvation Army o Saratoga Heights Senior Housing o Siena House/Shelter o St Joseph's Catholic Church o St Luke's Lutheran Church o St Matthias Episcopal Church o St William Catholic Church o Waukesha Food Pantry o Women's Center WAUKESHA SCHOOL DISTRICT o Blair Elementary School o Central Middle School o Harvey Phillip Alternative Charter School o Hadfield Elementary School o Saratoga Elementary School o White Rock Elementary School o Whittier Elementary School

Identifier	Return Reference	Explanation
Community Benefits Report (Part 2)		FINDING A LEG TO STAND ON A person's biological leg changes and grows a lot between the ages of 11 and 30 Yet not so for Mayra Yanely Rios-Medina of Waukesha A step toward better health When Mayra was 11, a medical emergency caused her to lose one of her legs, and she was fitted with a prosthetic leg At 30 years old, she was still using the same leg The deteriorated condition of the prosthetic limb injured the area where it attached to her body, causing constant pain as she walked To make matters worse, the foot constantly slipped off and the knee locked, causing Mayra to fall often Language barriers and lack of financial resources stopped Mayra from getting a new leg She decided to go to ProHealth Care's Hispanic Community Health Resource Center for help, where she met an ally in Yolanda Castillo, patient advocate and administrative assistant Gateway to a collaborative solution Community Outreach and Parish Nurse Lori Cronin, R N provided resource referral and made an appointment for Mayra with prosthetist Tom Current at Hanger Prosthetics and Orthotics, Inc Yolanda went with Mayra to offer English/ Spanish interpretation When Yolanda and Tom saw the state of the leg, they were shocked "It was so bad that I wouldn't have believed it if I hadn't seen it for myself I don't know how Mayra could function with the leg in that horrible state," says Yolanda Mayra didn't qualify for government or state programs, so Yolanda and Tom worked together to open windows to a solution Hanger Prosthetics generously donated its time and expertise, bringing down the cost Tom contacted his vendors and asked for donations of a foot and knee Mayra's employer and coworkers at Olive Garden also raised money to help bring the cost down to something Mayra could afford Mayra Yanely Rios-Medina stands strong with son Carlos Rios Inset Tom Current, Mayra and Yolanda Castillo Tom and Yolanda helped pave the way for Mayra's new prosthetic leg "Hanger is proud to partner with ProHealth Care to provide the quality care Mayra needed," says Tom "And thanks to the donation of a prosthetic foot and knee from Ossur Orthopedics, I was able to upgrade the quality of the prosthesis Also thanks to Prosthetics Plus for the fabrication work so we were able to provide this prosthesis to Yolanda in a timely fashion " A happy ending Mayra is now the grateful owner of a new prosthetic leg built just for her Her quality of life has greatly improved as a result "I am very grateful to ProHealth Care, Tom, Hanger Prosthetics and Olive Garden for their combined effort," says Mayra "I can finally walk without worrying about my foot falling off " A WINDOW ON THE WORLD ISOLATED NO MORE Maria Cuazozon of Waukesha went to the Hispanic Community Health Resource Center because her physician urged her to participate in the diabetes education program But what she found there was so much more than just diabetes education - the experience changed her life Getting diabetes under control Maria was trying to get her glucose under control when she met Health Promoter Martha Viscuso Maria attended the group diabetes education classes provided by Martha, where she learned to better manage her disease and maintain a healthy glucose level "I have learned to eat healthier foods due to all the knowledge that I obtained from Martha," says Maria "She taught me the importance of exercising, and I am very encouraged by the education I received from her " Improving life beyond diabetes Time passed and Maria returned to the Center with medical bills and was assisted again by Martha This time, Martha noticed that Maria seemed sad When asked, Maria shared that she was unfamiliar with Waukesha and did not know how to navigate public transportation, so she was quite isolated at home while her daughters were at work Martha connected Maria with resources to help her improve her health and socialize, too Martha invited Maria to participate in a group diabetes program, helped her learn to take the bus, and encouraged her to join the Center's summer walking group and senior program Maria says, "I thank God for my good health, and I know that I couldn't have done it without Martha and all the help I have received from her I was very depressed, and she has even helped me to feel better about myself She has taught me to lead a healthier lifestyle and this has really improved the quality of my life I would like others, who are not aware of the Hispanic Community Health Resource Center, to know that the staff helps with many issues, and they really care about the community " The Hispanic Community Health Resource Center opened in October 2001 and saw 1,172 people that first year Last year, 6,658 people were served

Identifier	Return Reference	Explanation
Community Benefits Report (Part 3)		"AN ANGEL WHEN WE NEEDED ONE" If you met 3-year-old Emma Young today, smiling and interacting with her new friend, you'd have no idea what a dramatic turnaround has taken place in a short amount of time Fleeing domestic abuse When Nichole Young and her daughter, Emma, first came to Sister House Shelter to escape from violent domestic abuse, Emma was nonverbal and rarely made eye contact She was fearful and would scream hysterically if Nichole was not in the room "Emma didn't seem like a normal three year old," says Nichole "Other parents were asking me if she was autistic, but I didn't know if it was autism or the trauma we'd just been through that was making her act that way " Help and hope Nichole sought help from ProHealth Care Community Outreach and Parish Nurse Coordinator Susan Kanack From the minute Nichole walked through the door, Susan listened to her concerns She determined that Emma was at risk for delayed development and post-traumatic stress disorder To open the way to the care Emma needed, Susan collaborated with other community partners to get Emma into screening and assessment for developmental services and therapy She also served as a helpful advocate for Nichole, giving her the caregiver support she needed "I used to feel that there was nothing to life, that it was bleak and sad," says Nichole "Susan and the staff at The Women's Center gave me and my daughter help and hope I didn't know if I could make it through, but Susan was an angel when we needed one " Crossing the threshold to a stronger future Nichole and Emma have come a long way since they first arrived at the shelter Susan helped Nichole and Emma get into Transitional Living at The Women's Center and connected her to other community resources, such as support groups Emma is almost four years old now, and, though it is too soon to tell whether she has an autism spectrum disorder, she has responded well to her therapy "She smiles more, seems to be happy, and has her first friend," says Nichole "She even hugs, which is something she'd never have done before " Nichole wants other women suffering from domestic violence to know that there is help out there and that abuse affects children, too "I learned that abuse can happen to anyone and that you don't have to be black and blue to be abused - there are many forms Love your child enough to leave and get help I was scared to go to the shelter at first," says Nichole "But there was so much help out there that I never knew existed Susan and the staff really cared That made all the difference to helping me heal I will never forget them for as long as I live " MEDICAL EXPLORERS KEY TO INSPIRING HEALTH CARE PROVIDERS OF TOMORROW "What do you want to be when you grow up?" Oconomowoc student Crystal Clark knew the answer to this question at a very young age When she was in fifth grade, Crystal announced that she wanted to be a nurse Crystal's mom, Karen Clark, supported her daughter's choice, but wondered whether Crystal would change her mind So three years ago, when Crystal was a freshman in high school, Karen encouraged her daughter to experience a hospital environment by volunteering at Oconomowoc Memorial Hospital - that's where Crystal learned about the Medical Explorers program For 12 years, Oconomowoc Memorial has partnered with the Boy Scouts of America, Potawatomi Area Council to provide area high school students the opportunity to explore health care careers Participants in Medical Explorers enjoy monthly guest speakers from various health care fields, hands-on learning experiences, tours and job shadowing This year, there are nearly 140 students in the Medical Explorers program from 14 southeastern Wisconsin high schools Crystal enjoys being a Medical Explorer She has been inspired by her job shadowing experiences in the Emergency Room and has even stood at an operating table during an actual surgery In fact, Karen credits the program for inspiring Crystal's desire to pursue a nursing career even more "Crystal has learned so much about different topics in health care We even had our dog certified as a therapy dog after listening to a pet therapy guest speaker," says Karen "I think Medical Explorers is the best program in the world for kids who want to get into nursing and other medical professions The experience shows them whether they're pursuing the right career " ProHealth Care helped organize and fund the set up at St Matthias for an overflow homeless shelter and gave money to Hebron House for a daytime shelter for the homeless ProHealth Care made a special donation to the United Way of Waukesha County to help bridge the organization's funding gap ProHealth Care was awarded a Community Service Award from the Wisconsin Cancer Council for its commitment to cancer screenings Since 1997, the Regional Cancer Center has provided free colorectal, skin and prostate cancer screenings to more than 10,000 community members

Identifier	Return Reference	Explanation
Community Benefit Report (Part 4)		EVERY NUMBER BRINGS HOPE TO THOSE IN NEED Below you'll see a summary of our financial data, but percentages don't tell the whole story It's impossible to put a numerical value on the positive impact our efforts have on people's lives We always remember that behind every number there's a person who needs help and hope - that's the driving force behind ProHealth Care's Community Benefit Program National Reporting Standard ProHealth Care complies with all federal Internal Revenue Service guidelines and follows a national standard established by the Voluntary Hospital Association and the Catholic Health Association to report our community benefit contributions Our contributions fall into these main categories Community Health Services subsidized activities designed to improve community health, such as health education programs, screenings, immunization clinics, etc Health Professions Education funds professional education of doctors, nurses and many other health professionals, such as pharmacists, occupational and physical therapists, lab technicians, etc Financial Contributions donations of funds and in-kind services (hours donated by staff to the community while on ProHealth Care time, expenses for space, food, supplies and equipment donated to community groups and organizations) Community-Building Activities & Community Benefit Operations investment in programs that address the root causes of health problems, such as poverty, homelessness and environmental issues Research funding research initiatives aimed at finding new ways to prevent, diagnose, detect and treat diseases Subsidized Health Services clinical services offered despite a financial loss because the services address an identified community need Charity Care free or heavily discounted care to the indigent Government-Sponsored Health Care the shortfall created when we receive payments that are less than the cost of caring for public program, such as Medicaid, patients COMMUNITY BENEFIT DATA SUMMARY REPORT FISCAL YEAR 2009 WAUKESHA OCONOMOWOC MEMORIAL MEMORIAL TOTAL Community Health Services $3,474,028 $745,961 $4,219,989 Health Professions Education $2,226,888 $374,900 $2,601,788 Financial Contributions $1,167,115 $296,608 $1,463,723 Community-Building Activities $57,180 $15,835 $73,015 Community Benefit Operations $58,824 $83,144 $141,968 Research $349,411 $470,777 $820,188 Subsidized Health Services $5,817,711 $1,008,053 $6,825,764 Charity Care $3,106,985 $749,341 $3,856,326 Gov't-Sponsored Health Care $14,281,960 $3,960,516 $18,242,476 TOTAL $30,540,102 $7,705,135 $38,245,237 Additional contributions from ProHealth Care Medical Associates, Regency Senior Communities, NEAS and West Wood Health and Fitness Center amounts to $1,025,306 ProHealth Care is one of only five health systems in the nation and the only one in Wisconsin to receive a 2009 VHA Leadership Award for Community Benefit Excellence ProHealth Care arranged for a cardiologist to donate 200 hours to care for patients at the Lake Area Free Clinic in Oconomowoc this year As a service to patients and the community, Oconomowoc Memorial Hospital served as a collection site for the Waukesha County Drug Collection & Awareness day on October 3, 2009 More than 400 lbs of outdated or unused medicines were collected COMMUNITY BENEFIT STEERING COMMITTEE ProHealth Care's community benefit initiatives are coordinated and monitored by the Community Benefit Steering Committee, which is made up of medical staff, board representatives and leaders from throughout ProHealth Care 2009 Community Benefit Steering Committee Bruce Ambuel, Ph D , Behavioral Science Coordinator, Waukesha Family Practice Residency Program Gary Buerstatte, Senior Vice President, Strategic Services, ProHealth Care Andy Dresang, Business Development Strategist, Oconomowoc Memorial Hospital Peter T Geiss, M D , Chief Medical Officer, ProHealth Care Susanne Krasovich, M D , Assistant Director, Waukesha Family Practice Residency Program Kathryn M Leverenz, Planned & Major Gift Officer, Waukesha Memorial Hospital Foundation Mac Dorn, Board Member, Oconomowoc Memorial Hospital and ProHealth Care Marie Kingsbury, Board Member, Waukesha Memorial Hospital and ProHealth Care Cathy Rapp, Chief Nursing Officer, Waukesha Memorial Hospital Herb Rosenberger, Corporate Planner, ProHealth Care Robert D Speer, Director, Community Benefits, ProHealth Care Tolly Arthur, Director, Business Development, ProHealth Care Medical Associates Deborah Ziebarth, Manager, Community Benefit Outreach, ProHealth Care ABOUT PROHEALTH CARE A regional specialty and primary care provider, ProHealth Care ranks among the most technologically and clinically advanced community health care systems in the country ProHealth Care's integrated health network includes Waukesha Memorial Hospital and Oconomowoc Memorial Hospital, ProHealth Care Medical Associates, home health care and hospice services, assisted and Independent living communities as well as West Wood Health and Fitness Center Visit www prohealthcare org to learn more

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SCHEDULE R (Form 990)

Related Organizations and Unrelated Partnerships

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

Department of the Treasury
Internal Revenue Service

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
Waukesha Memorial Hospital Inc

Employer identification number
39-0910727

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
OCONOMOWOC MEMORIAL HOSPITAL INC 791 SUMMIT AVENUE OCONOMOWOC, WI530663844 39-0794174	HOSPITAL	WI	501(C)(3)	3	
WAUKESHA MEMORIAL HOSPITAL FOUNDATION 725 AMERICAN AVE WAUKESHA, WI53188 39-1314542	FUNDRAISING	WI	501(C)(3)	11, I	
PROHEALTH HOME CARE INC N17 W24100 RIVERWOOD DR 200 WAUKESHA, WI53188 20-0067392	HEALTHCARE	WI	501(C)(3)	3	
NATIONAL REGENCY OF NEW BERLIN INC N17 W24100 RIVERWOOD DR 200 WAUKESHA, WI531881131 39-1077992	HEALTHCARE	WI	501(C)(3)	11, III-FI	
PROHEALTH CARE INC N17 W24100 RIVERWOOD DRIVE 200 WAUKESHA, WI531881131 39-1786873	MANAGEMENT	WI	501(C)(3)	11, III-FI	

Part III Identification of Related Organizations Taxable as a Partnership

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Predominant income(related, investment, unrelated)	(F) Share of total income	(G) Share of end-of-year assets	(H) Disproprtionate allocations? Yes	(H) No	(I) Code V—UBI amount on Box 20 of K-1	(J) General or managing partner? Yes	(J) No
PROHEALTH ALIGNED LLC DBA MSC 1111 DELAFIELD STREET SUITE 100 WAUKESHA, WI53188 39-0910727	SURGERY CENTER	WI		RELATED	609,656	4,485,417		No			No

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
WAUKESHA HEALTH SYSTEM INC N17 W24100 RIVERWOOD DRIVE SUITE 2 WAUKESHA, WI53188 39-1507910	HEALTHCARE	WI		C CORP			

Part V Transactions with Related Organizations

		Yes	No
Note. Complete line 1 if any entity is listed in Parts II, III or IV			
1 During the tax year, did the orgranization 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	1a		No
b Gift, grant, or capital contribution to other organization(s)	1b	Yes	
c Gift, grant, or capital contribution from other organization(s)	1c	Yes	
d Loans or loan guarantees to or for other organization(s)	1d		No
e Loans or loan guarantees by other organization(s)	1e		No
f Sale of assets to other organization(s)	1f		No
g Purchase of assets from other organization(s)	1g		No
h Exchange of assets	1h		No
i Lease of facilities, equipment, or other assets to other organization(s)	1i		No
j Lease of facilities, equipment, or other assets from other organization(s)	1j		No
k Performance of services or membership or fundraising solicitations for other organization(s)	1k	Yes	
l Performance of services or membership or fundraising solicitations by other organization(s)	1l		No
m Sharing of facilities, equipment, mailing lists, or other assets	1m		No
n Sharing of paid employees	1n		No
o Reimbursement paid to other organization for expenses	1o	Yes	
p Reimbursement paid by other organization for expenses	1p	Yes	
q Other transfer of cash or property to other organization(s)	1q		No
r Other transfer of cash or property from other organization(s)	1r		No

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)	Waukesha Memorial Hospital Foundation Inc	C	1,437,923
(2)	Waukesha Memorial Hospital Foundation Inc	K	89,830
(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

(A) Name, address, and EIN of entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Are all partners section 501(c)(3) organizations?		(E) Share of end-of-year assets	(F) Disproprtionate allocations?		(G) Code V—UBI amount on Box 20 of K-1	(H) General or managing partner?	
			Yes	No		Yes	No		Yes	No

Additional Data

Software ID:
Software Version:
EIN: 39-0910727
Name: Waukesha Memorial Hospital 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 Trustee or Director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Dixon Benz , DIRECTOR	30	X						0	0	0
Dan DAngelo DDS , VICE CHAIRMAN	50	X		X				0	0	0
Thomas E Dalum , CHAIRMAN	50	X		X				0	0	0
James Gannon , TREASURER	50	X		X				0	0	0
Marie Kingsbury , DIRECTOR	30	X						0	0	0
Mary Lodes , vp, chief nursing officer	40 0	X			X			290,882	0	17,331
Jane Neumann MD , DIRECTOR	30	X	X					0	98,309	9,686
Edward Olson , PRESIDENT & CEO	40 0	X		X				612,252	0	68,530
Archebald Pequet MD , SECRETARY	50	X		X				52,360	0	0
E John Raasch , DIRECTOR	30	X						0	0	0
David Schmitt MD , DIRECTOR	30	X						24,000	0	0
Robert J Smickley , DIRECTOR	30	X						0	0	0
NANINE NELSON , DIRECTOR	30	X						0	391,387	31,127
DR DOUGLAS HASTAD , DIRECTOR	30	X						0	0	0
RALPH RAMIREZ , DIRECTOR	30	X						0	0	0
KENNETH RIESCH , DIRECTOR	30	X						0	0	0
KENNETH A PRICE , VICE PRESIDENT	40 0				X			285,383	0	26,400
ELAINE BANZHAF , VICE PRESIDENT	40 0				X			251,566	0	6,145
KATHIE D STROMBOM , EXECUTIVE VICE PRESIDENT	40 0				X			242,461	0	18,114
JAMES D GARDNER , VICE PRESIDENT	40 0					X		406,517	0	26,990
MICHAEL A MCCREA , EXECUTIVE VICE PRESIDENT	40 0					X		305,921	0	24,218
FREDERICK L SYRJANEN , executive director	40 0					X		196,719	0	15,992
BARBARA J MATHISON , executive director	40 0					X		196,694	0	12,922
MARY JANE REICHART , executive director	40 0					X		188,030	0	15,885

Additional Data

Return to Form

Software ID:
Software Version:
EIN: 39-0910727
Name: Waukesha Memorial Hospital 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				
Mary Lodes	(I)	190,666	68,541	31,675	14,221	3,110	308,213	166,756
	(II)	0	0	0	0	0	0	0
Edward Olson	(I)	406,027	171,548	34,677	59,711	8,819	680,782	330,528
	(II)	0	0	0	0	0	0	0
NANINE NELSON	(I)	0	0	0	0	0	0	0
	(II)	268,154	94,973	28,260	19,524	11,603	422,514	222,311
KENNETH A PRICE	(I)	199,685	66,427	19,271	18,884	7,516	311,783	164,217
	(II)	0	0	0	0	0	0	0
ELAINE BANZHAF	(I)	160,430	57,223	33,913	0	6,145	257,711	145,757
	(II)	0	0	0	0	0	0	0
KATHIE D STROMBOM	(I)	139,925	71,445	31,091	11,876	6,238	260,575	128,262
	(II)	0	0	0	0	0	0	0
JAMES D GARDNER	(I)	282,328	88,883	35,306	20,234	6,756	433,507	238,226
	(II)	0	0	0	0	0	0	0
MICHAEL A MCCREA	(I)	214,516	48,385	43,020	15,214	9,004	330,139	193,152
	(II)	0	0	0	0	0	0	0
FREDERICK L SYRJANEN	(I)	125,519	44,688	26,512	13,413	2,579	212,711	0
	(II)	0	0	0	0	0	0	0
BARBARA J MATHISON	(I)	125,052	45,460	26,182	9,790	3,132	209,616	0
	(II)	0	0	0	0	0	0	0
MARY JANE REICHART	(I)	119,456	45,585	22,989	12,993	2,892	203,915	0
	(II)	0	0	0	0	0	0	0