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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

C Name of organization
ProHealth Care Inc
Doing Business As
Number and street (or P O box if mail is not delivered to street address)
N17 W24100 Riverwood Drive 200
Room/suite
City or town, state or country, and ZIP + 4
Waukesha, WI 531881131

D Employer identification number
39-1486873

E Telephone number
(262) 928-2981

G Gross receipts \$ 72,801,685

F Name and address of Principal Officer
Rexford Titus III
N17 W24100 Riverwood Dr 200
Waukesha, WI 53188

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.prohealthcare.org

K Type of organization ☒ Corporation ☐ trust ☐ association ☐ other

L Year of Formation 1983

M State of legal domicile WI

Part I Summary

Activities & Governance
1 Briefly describe the organization's mission or most significant activities
MANAGEMENT OF RELATED EXEMPT HOSPITALS
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 15
4 Number of independent voting members of the governing body (Part VI, line 1b) 4 12
5 Total number of employees (Part V, line 2a) 5 820
6 Total number of volunteers (estimate if necessary) 6 0
7a Total gross unrelated business revenue from Part VIII, line 12, column (C) . . . 7a 121,792
7b Net unrelated business taxable income from Form 990-T, line 34 . . . 7b -76,120

Revenue
8 Contributions and grants (Part VIII, line 1h)
9 Program service revenue (Part VIII, line 2g) 63,897,415 72,569,710
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 684,319 231,975
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) 64,581,734 72,801,685

Expenses
13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)
14 Benefits paid to or for members (Part IX, column (A), line 4)
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10) 43,504,211 52,610,176
16a Professional fundraising fees (Part IX, column (A), line 11e)
16b (Total fundraising expenses, Part IX, column (D), line 25 0)
17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f) 21,077,523 20,191,509
18 Total expenses—add lines 13–17 (must equal Part IX, line 25, column (A)) 64,581,734 72,801,685
19 Revenue less expenses Subtract line 18 from line 12 0

Net Assets or Fund Balances
20 Total assets (Part X, line 16) 80,738,052 76,694,867
21 Total liabilities (Part X, line 26) 19,551,371 26,609,631
22 Net assets or fund balances Subtract line 21 from line 20 61,186,681 50,085,236

Part II Signature Block

Please Sign Here
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge
Signature of officer 2010-08-10 Date
Robert W Mlynarek Chief Financial Officer
Type or print name and title

Paid Preparer's Use Only
Preparer's signature Ann Petrie Date Check if self-employed ☒
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

Part III **Statement of Program Service Accomplishments** (See the instructions.)

1 Briefly describe the organization’s mission
MANAGEMENT OF RELATED EXEMPT HOSPITALS

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

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

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

4a (Code) (Expenses \$ 63,781,557 including grants of \$) (Revenue \$ 72,447,918)
PHCI PROVIDES SUPPORT TO WAUKESHA AND OCONOMOWOC MEMORIAL HOSPITALS. AMONG THE SERVICES PROVIDED ARE ADMINISTRATION, FINANCIAL AND PATIENT ACCOUNTING, DECISION SUPPORT, INFO SYSTEMS, PUBLIC RELATIONS, HUMAN RESOURCES, MATERIALS MANAGEMENT AND EDUCATION. SEE ATTACHED COMMUNITY BENEFIT REPORT FOR AN ILLUSTRATION OF OUR SYSTEM'S ACCOMPLISHMENTS

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

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

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

4e Total program service expenses \$ 63,781,557 *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	No
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	Yes
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	No
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	No
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	No
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	No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
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	
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
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		No
b Have a family member who had a direct or indirect business relationship with the organization? If "Yes," complete Schedule L, Part IV		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		No
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		No
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		No
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		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		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		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	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	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		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		No

Part V

Statements Regarding Other IRS Filings and Tax Compliance

			Yes	No
1a	Enter the number reported in Box 3 of Form 1096, <i>Annual Summary and Transmittal of U.S. Information Returns</i> . Enter -0- if not applicable	1a110		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b0		
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, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return	2a820		
b	If at least one is reported in 2a, did the organization file all required federal employment tax returns? . . . Note: <i>If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return.</i>	2b		
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		No
b	If "Yes," enter the name of the foreign country _____ 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, <i>Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction</i> ?	5c		
6a	Did the organization solicit any contributions that were not tax deductible?	6a		No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7	<i>Organizations that may receive deductible contributions under section 170(c).</i>			
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	<i>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</i> Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		No
9	<i>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.</i>			
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	<i>Section 501(c)(7) organizations.</i> 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	<i>Section 501(c)(12) organizations.</i> 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	<i>Section 4947(a)(1) non-exempt charitable trusts.</i> 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	15
b	Enter the number of voting members that are independent	1b	12
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	No
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	No
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? Describe the process in Schedule O	15b	Yes
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	No
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable Federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed <u>WI</u>
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 N17 W24100 RIVERWOOD DRIVE Waukesha, WI 531881131 (262) 928-2981

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

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

Form 990 (2008)

Part VII

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)							(D) Reportable compensation from the organization (W-2/1099-MISC)	(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				
1b Total									5,230,863	824,242	530,623

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization **11**

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3	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? <i>If "Yes," complete Schedule J for such individual</i>	4	Yes
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	No

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
DATSTORE 400 South 5th Street MILWAUKEE, WI 53204	COPY/STORAGE SERVICE	471,965
geonetric llc 4211 glass road ne suite a CEDAR RAPIDS, IA 52402	internet services	343,952
PENS COMMUNICATIONS SYSTEMS 915 N BELMONT AVENUE ARLINGTON HEIGHTS, IL 60004	PRINTING SERVICES	325,869
it program associate llc 3600 dallas hwy pmb 157 suite 230 MARIETTA, GA 30064	it consulting	291,504
THOMSON HEALTHCARE 39353 TREASURY WAY CHICAGO, IL 60694	IT SOFTWARE SERVICES	284,305

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

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						
	e	Government grants (contributions) 1e						
	f	All other contributions, gifts, grants, and similar amounts not included above 1f						
	g	Noncash contributions included in lines 1a-1f \$						
	h	Total (Add lines 1a-1f) 0						
	Program Service Revenue	2a	SUPPORT SERVICES					Business Code 561,000
b		TRANSPORTATION	480,000	60,920		60,920		
c								
d								
e								
f		All other program service revenue						
g		Total. Add lines 2a-2f \$ 72,569,710						
Other Revenue		3	Investment income (including dividends, interest other similar amounts)					
					186,608			186,608
	4	Income from investment of tax-exempt bond proceeds		0				
	5	Royalties		0				
	6a	Gross Rents	(i) Real	(ii) Personal				
	b	Less rental expenses						
	c	Rental income or (loss)						
	d	Net rental income or (loss)						
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
			45,367					
			45,367					
	b	Less cost or other basis and sales expenses			45,367			45,367
	c	Gain or (loss)						
	d	Net gain or (loss)						
	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			0			
	b	Less direct expenses b						
	c	Net income or (loss) from fundraising events						
9a	Gross income from gaming activities See part IV, line 19 Complete Schedule G if total exceeds \$15,000 a			0				
b	Less direct expenses b							
c	Net income or (loss) from gaming activities							
10a	Gross sales of inventory, less returns and allowances a			0				
b	Less cost of goods sold b							
c	Net income or (loss) from sales of inventory							
	Miscellaneous Revenue	Business Code						
11a								
b								
c								
d	All other revenue							
e	Total. Add lines 11a-11d \$ 0							
12	Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e			72,801,685	72,447,918	121,792	231,975	

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	0			
3	Grants and other assistance to governments, organizations and individuals outside the U S See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	6,032,874	5,285,401	747,473	
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	33,789,860	29,603,296		
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	0			
9	Other employee benefits	10,231,266	8,963,357	1,267,909	
10	Payroll taxes	2,556,176	2,239,721	316,455	
11	Fees for services (non-employees)				
a	Management	0			
b	Legal	281,310	246,456	34,854	
c	Accounting	238,636	209,069	29,567	
d	Lobbying	23,870	20,913	2,957	
e	Professional fundraising See Part IV, line 17	0			
f	Investment management fees	0			
g	Other	0			
12	Advertising and promotion	3,316,647	2,905,714	410,933	
13	Office expenses	1,236,615	1,083,398	153,217	
14	Information technology	0			
15	Royalties	0			
16	Occupancy	1,728,692	1,514,507	214,185	
17	Travel	349,572	306,260	43,312	
18	Payments of travel or entertainment expenses for any Federal, state or local public officials	0			
19	Conferences, conventions and meetings	221,314	193,893	27,421	
20	Interest	0			
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	512,147	448,692	63,455	
23	Insurance	114,572	100,377	14,195	
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	BILLING AND COLLECTION	2,470,150	2,164,098	306,052	
b	DUES & SUBSCRIPTIONS	298,377	261,408	36,969	
c	OUTSIDE SERVICES	6,918,358	6,061,173	857,185	
d	REPAIRS AND MAINTENANCE	584,057	511,692	72,365	
e	MISCELLANEOUS EXPENSE	99,219	86,928	12,291	
f	All other expenses	1,797,973	1,575,204	222,769	
25	Total functional expenses. Add lines 1 through 24f	72,801,685	63,781,557	9,020,128	0
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)		(B)		
		Beginning of year		End of year		
Assets	1 Cash—non-interest-bearing	-417,007	1	-399,765		
	2 Savings and temporary cash investments	4,490,328	2	3,858,943		
	3 Pledges and grants receivable, net		3			
	4 Accounts receivable, net	8,505,148	4	10,325,600		
	5 Receivables from current and former officers, directors, trustees, key employees or other related parties <i>Complete Part II of Schedule L</i>		5			
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) <i>Complete Part II of Schedule L</i>		6			
	7 Notes and loans receivable, net		7			
	8 Inventories for sale or use		8			
	9 Prepaid expenses and deferred charges	807,369	9	843,890		
	10a Land, buildings, and equipment cost basis	<table><tr><td>10a</td><td>7,284,209</td></tr></table>	10a	7,284,209		
	10a	7,284,209				
	b Less accumulated depreciation <i>Complete Part VI of Schedule D</i>	<table><tr><td>10b</td><td>2,126,838</td></tr></table>	10b	2,126,838	5,389,114	10c 5,157,371
	10b	2,126,838				
	11 Investments—publicly traded securities	6,665,696	11	7,970,402		
	12 Investments—other securities See Part IV, line 11 <i>Complete Part VII of Schedule D</i>		12			
	13 Investments—program-related See Part IV, line 11 <i>Complete Part VIII of Schedule D</i>	55,297,404	13	48,938,426		
14 Intangible assets		14				
15 Other assets See Part IV, line 11 <i>Complete Part IX of Schedule D</i>		15				
16 Total assets. Add lines 1 through 15 (must equal line 34)	80,738,052	16	76,694,867			
Liabilities	17 Accounts payable and accrued expenses	6,606,359	17	7,134,605		
	18 Grants payable		18			
	19 Deferred revenue		19			
	20 Tax-exempt bond liabilities		20			
	21 Escrow account liability <i>Complete Part IV of Schedule D</i>		21			
	22 Payable to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons <i>Complete Part II of Schedule L</i>		22			
	23 Secured mortgages and notes payable to unrelated third parties		23			
	24 Unsecured notes and loans payable		24			
	25 Other liabilities <i>Complete Part X of Schedule D</i>	12,945,012	25	19,475,026		
	26 Total liabilities. Add lines 17 through 25	19,551,371	26	26,609,631		
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	61,186,681	27	50,085,236		
	28 Temporarily restricted net assets		28			
	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	61,186,681	33	50,085,236		
34 Total liabilities and net assets/fund balances	80,738,052	34	76,694,867			

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	

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	Employer identification number
ProHealth Care Inc	39-1486873

Part I

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

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

1

☐

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

2

☐

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

3

☐

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

4

☐

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

5

☐

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

6

☐

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

7

☐

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

8

☐

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

9

☐

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

10

☐

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

11

☒

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

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?

(i)

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

(ii)

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

(iii)

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

h

☐

Provide the following information about the organizations the organization supports

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

(i) Name of Supported Organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (See Instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
WAUKESHA MEMORIAL HOSPITAL INC	390910727	03	Yes			No		No	0
OCONOMOWOC MEMORIAL HOSPITAL INC	390794174	03	Yes			No		No	0
Total									0

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

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

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

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

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

Part IV

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

Facts and Circumstances Test

SCHEDULE C

(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

To be completed by organizations described below. Attach to Form 990 or Form 990-EZ

OMB No 1545-0047

2008

Open to Public Inspection

If the organization answered “Yes,” to Form 990, Part IV, Line 3, or Form 990-EZ, Part VI, line 46 (Political Campaign Activities)

- Section 501(c)(3) organizations complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations complete Part I-A only

If the organization answered “Yes,” to Form 990, Part IV, Line 4, or Form 990EZ, Part VI, line 47 (Lobbying Activities)

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) complete Part II-A Do not complete Part II-B
 - Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A
- If the organization answered “Yes,” to Form 990, Part IV, Line 5 (Proxy Tax)
- Section 501(c)(4), (5), or (6) organizations complete Part III

Name of the organization ProHealth Care Inc	Employer identification number 39-1486873
--	--

Part I-A To be completed by all organizations exempt under section 501(c) and section 527 organizations. (See the instructions for Schedule C for details.)

- 1

Provide a description of the organization's direct and indirect political campaign activities in Part IV
- 2

Political expenditures

\$ _____
- 3

Volunteer hours

Part I-B To be completed by all organizations exempt under section 501(c)(3). (See the instructions for Schedule C for details.)

- 1

Enter the amount of any excise tax incurred by the organization under section 4955

\$ _____
- 2

Enter the amount of any excise tax incurred by organization managers under section 4955

\$ _____
- 3

If the organization incurred in a section 4955 tax, did it file Form 4720 for this year?

☐ Yes

☐ No
- 4a

Was a correction made?

☐ Yes

☐ No
- b

If "Yes," describe in Part IV

Part I-C To be completed by all organizations exempt under section 501(c), except section 501(c)(3). (See the instructions for Schedule C for details.)

- 1

Enter the amount directly expended by the filing organization for section 527 exempt function activities

\$ _____
- 2

Enter the amount of the filing organization's internal funds contributed to other organizations for section 527 exempt funtion activities

\$ _____
- 3

Total of direct and indirect exempt function expenditures Add lines 1 and 2 and enter here and on Form 1120-POL, line 17b

\$ _____
- 4

Did the filing organization file **Form 1120-POL** for this year?

☐ Yes

☐ No
- 5

State the names, addresses and Employer Identification Number (EIN) of all section 527 political organizations to which payments were made Enter the amount paid and indicate if the amount was paid from the filing organization's own internal funds or were political contributions received and promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's internal funds. If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-

Part II-A

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

A

Check

☐

if the filing organization belongs to an affiliated group

B

Check

☐

if the filing organization checked box A and "limited control" provisions apply

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

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) Total
2a Lobbying non-taxable amount	1,000,000	1,000,000			2,000,000
b Lobbying ceiling amount (150% of line 2a, column(e))					3,000,000
c Total lobbying expenditures	66,621	67,575			134,196
d Grassroots non-taxable amount	250,000	250,000			500,000
e Grassroots ceiling amount (150% of line d, column (e))					750,000
f Grassroots lobbying expenditures	19,981	1,423			21,404

Part II-B

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

		(a)		(b)	
		Yes	No	Amount	
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of	a Volunteers?		No		
	b Paid staff or management (include compensation in expenses reported on lines c through i)?		No		
	c Media advertisements?		No		
	d Mailings to members, legislators, or the public?		No		
	e Publications, or published or broadcast statements?		No		
	f Grants to other organizations for lobbying purposes?		No		
	g Direct contact with legislators, their staffs, government officials, or a legislative body?		No		
	h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means?		No		
	i Other activities If "Yes," describe in Part IV	Yes			23,870
	j Total lines 1c through 1i				23,870
	2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No		
b If "Yes" enter the amount of any tax incurred under section 4912					
c If "Yes" enter the amount of any tax incurred by organization managers under section 4912					
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?		No			

Part III-A

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

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

Part III-B

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

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

Part IV

Supplemental Information

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

Identifier	Return Reference	Explanation
OTHER LOBBYING ACTIVITIES	FORM 990, SCHEDULE C, PART II-B	A THIRD PARTY VENDOR PROVIDES ADVICE TO THE ORGANIZATION REGARDING ONGOING OPPORTUNITIES TO ADVANCE THE PROHEALTH CARE VALUE PROPOSITION MESSAGE WITH GOVERNMENT LEADERS OF INFLUENCE, BUSINESS LEADERS OF INFLUENCE AND BUSINESS ORGANIZATIONS. ADDITIONALLY, THE THIRD PARTY VENDOR PROVIDES CONSISTENT MONITORING OF STATE POLICY AND POLITICAL ENVIRONMENTS, COMMUNICATES WITH KEY LEGISLATORS AND AGENCIES AS NECESSARY, AND WORKS WITH STATE ASSOCIATIONS AS APPROPRIATE TO AID IN GOVERNMENT RELATIONS ACTIVITIES.

[illegible]

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
ProHealth Care Inc

Employer identification number
39-1486873

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
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06

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

► \$

For Paperwork Reduction Act Notice, see the Intructions for Form 990

Cat No 52283D

Schedule D (Form 990) 2008

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

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV

Part V

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

	(a)Current Year	(b)Prior Year	(c)Two Years Back	(d)Three Years Back	(e)Four Years Back
1a	Beginning of year balance				
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

(i)

unrelated organizations

(ii)

related organizations

b

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

	Yes	No
3a(i)		
3a(ii)		
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		2,663,706		2,663,706
b Buildings		323,064	23,749	299,315
c Leasehold improvements		1,650,324	415,040	1,235,284
d Equipment		2,642,026	1,686,056	955,970
e Other		5,089	1,993	3,096
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				5,157,371

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives and other financial products		
Closely-held equity interests		
Other		
Total. (Column (b) should equal Form 990, Part X, col (B) line 12) ▶		

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
INVESTMENT IN WHS (W/OUT MA)	17,901,316	C
INVESTMENT IN OCC	-405,574	C
INVESTMENT IN UM CSC	200,000	C
INVESTMENT IN MEDICAL ASSOC	31,242,684	C
Total. (Column (b) should equal Form 990, Part X, col (B) line 13)	48,938,426	

(a) Description	(b) Book value
Total. (Column (b) should equal Form 990, Part X, col.(B) line 15.)	

(a) Description of Liability	(b) Amount
Federal Income Taxes	
ACCRUED MINIMUM PENSION	4,291,329
ACCRUED POSTRETIREMENT MEDICAL	3,345,657
DEFERRED COMPENSATION	29,090
ACCRUED MINIMUM SERP LIABILITY	11,808,950
Total. (Column (b) should equal Form 990, Part X, col (B) line 25) ▶	19,475,026

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	72,801,685
2	Total expenses (Form 990, Part IX, column (A), line 25)			2	72,801,685
3	Excess or (deficit) for the year Subtract line 2 from line 1			3	
4	Net unrealized gains (losses) on investments			4	-865,000
5	Donated services and use of facilities			5	
6	Investment expenses			6	
7	Prior period adjustments			7	
8	Other (Describe in Part XIV)			8	-10,236,445
9	Total adjustments (net) Add lines 4 - 8			9	-11,101,445
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9			10	-11,101,445
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	72,801,685
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines 2a through 2d			2e	
3	Subtract line 2e from line 1			3	72,801,685
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	72,801,685

Part XIIIReconciliation of Expenses per Audited Financial Statements With Expenses per Return				
1	Total expenses and losses per audited financial statements	1	119,405,129	
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	46,603,444	
e	Add lines 2a through 2d	2e	46,603,444	
3	Subtract line 2e from line 1	3	72,801,685	
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	72,801,685	

Part XIVSupplemental 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	Explanat ion
Reconciliations Change in fund balance and expenses	Schedule D Page 4 Part XI and Part XIII	Part XI Loss on Investment In Subsidiary (31,214,442) Equity transfers from hospitals 35,501,654 CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING PRINCIPLE (14,003,000) CHANGE IN UNCOLLECTIBLE ACCOUNTS (521,000) OTHER ADJUSTMENTS 343 (10,236,445) Part XIII Loss on investment in subsidiary 31,214,442 Cumulative effect of change in ACCOUNTING PRINCIPLE 14,003,000 CHANGE IN UNCOLLECTIBLE ACCOUNTS 521,000 Unrealized loss on investments 865,000 rounding 2 46,603,444
FIN 48 Footnote	Form 990, 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

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
ProHealth Care Inc

Employer identification number
39-1486873

Part I

Questions Regarding Compensation

		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items		
	☐ First class or charter travel ☒ Travel for companions ☐ Tax idemnification and gross-up payments ☐ Discretionary spending account ☐ Housing allowance or residence for personal use ☐ Payments for business use of personal residence ☒ Health or social club dues or initiation fees ☐ 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 ☒ Independent compensation consultant ☐ Form 990 of other organizations ☐ Written employment contract ☒ Compensation survey or study ☒ 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 accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53.4958-4(a)(3)? If "Yes," describe in Part III	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				
REXFORD W TITUS III	(i)	716,480	337,421	37,867	145,259	12,759	1,249,786	565,760
	(ii)	0	0	0	0	0	0	0
ROBERT W MLYNAREK	(i)	327,213	128,650	28,449	105,086	11,348	600,746	266,746
	(ii)	0	0	0	0	0	0	0
RONALD FICKEL MD	(i)	0	0	0	0	0	0	0
	(ii)	101,148	145,278	39,368	14,255	10,712	310,761	105,387
PAUL TODD MD	(i)	0	0	0	0	0	0	0
	(ii)	311,559	190,814	36,075	0	6,494	544,942	260,725
JANET A SCHULZ	(i)	267,890	107,123	41,311	24,589	5,074	445,987	231,901
	(ii)	0	0	0	0	0	0	0
NANINE M NELSON	(i)	268,154	94,973	28,260	19,524	11,063	421,974	222,311
	(ii)	0	0	0	0	0	0	0
GARY E BUERSTATTE	(i)	216,386	108,277	22,721	47,547	9,688	404,619	0
	(ii)	0	0	0	0	0	0	0
NADINE T GUIRL	(i)	196,198	81,126	23,940	0	6,697	307,961	0
	(ii)	0	0	0	0	0	0	0
PETER GEISS	(i)	301,032	131,662	38,687	23,147	4,747	499,275	254,789
	(ii)	0	0	0	0	0	0	0
LORNA J GRANGER	(i)	279,673	125,821	37,606	0	3,312	446,412	237,959
	(ii)	0	0	0	0	0	0	0
JAMES E LYONS	(i)	232,806	103,874	29,930	50,558	3,921	421,089	197,053
	(ii)	0	0	0	0	0	0	0
WILLIAM MILLER	(i)	210,139	84,327	46,644	0	8,235	349,345	0
	(ii)	0	0	0	0	0	0	0
CLYDE CHUMBLEY MD	(i)	390,419	155,142	30,662	0	6,608	582,831	0
	(ii)	0	0	0	0	0	0	315,811
	(ii)							
	(i)							
	(ii)							

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

Schedule J (Form 990) 2008

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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
ProHealth Care Inc

Employer identification number
39-1486873

Identifier	Return Reference	Explanation
Governance, Management, and Disclosure	Form 990 Page 6 Part VI	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 ===== RONALD FICKEL MD GREATER THAN 40 00 WAUKESHA Health Care, Inc PAUL TODD MD GREATER THAN 40 00 MEDICAL ASSOCIATES, M F - INC

Identifier	Return Reference	Explanation
Community Benefit Report (Part 1)		ProHealth Care Community Benefit Report 2009 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 Dow ntow n 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 Dow ntow n 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 dow ntow n 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 Benefit 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, RN 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 Cuazon 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 Benefit 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, MD , 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

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
ProHealth Care Inc

Employer identification number
39-1486873

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 791 Summit Avenue Oconomowoc, WI53066 39-0794174	Hospital	WI	501(c)(3)	3	NA
Waukesha Memorial Hospital Foundation 725 American Ave Waukesha, WI53188 39-1314542	Fundraising	WI	501(c)(3)	11, I	NA
Prohealth Home Care Inc n17 W24100 Riverwood Dr 200 Waukesha, WI53188 20-0067392	Healthcare	WI	501(C)(3)	3	NA
National Regency of New Berlin Inc N17 W24100 Riverwood Dr 200 Waukesha, WI53188 39-1077992	Healthcare	WI	501(C)(3)	11, III-FI	NA
Waukesha Memorial Hospital Inc 725 American Avenue Waukesha, WI53188 39-0910727	Hospital	WI	501(C)(3)	3	na

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) Disproporionate allocations?		(I) Code V—UBI amount on Box 20 of K-1	(J) General or managing partner?	
							Yes	No		Yes	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 20 Waukesha, WI53188 39-1507910	Healthcare	WI		C Corp	-28,376,104	154,245,487	100 %

Part V

Transactions with Related Organizations

Note. Complete line 1 if any entity is listed in Parts II, III or IV

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

a Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity

b Gift, grant, or capital contribution to other organization(s)

c Gift, grant, or capital contribution from other organization(s)

d Loans or loan guarantees to or for other organization(s)

e Loans or loan guarantees by other organization(s)

f Sale of assets to other organization(s)

g Purchase of assets from other organization(s)

h Exchange of assets

i Lease of facilities, equipment, or other assets to other organization(s)

j Lease of facilities, equipment, or other assets from other organization(s)

k Performance of services or membership or fundraising solicitations for other organization(s)

l Performance of services or membership or fundraising solicitations by other organization(s)

m Sharing of facilities, equipment, mailing lists, or other assets

n Sharing of paid employees

o Reimbursement paid to other organization for expenses

p Reimbursement paid by other organization for expenses

q Other transfer of cash or property to other organization(s)

r Other transfer of cash or property from other organization(s)

Yes

No

1a

No

1b

Yes

1c

Yes

1d

No

1e

No

1f

No

1g

No

1h

No

1i

No

1j

Yes

1k

Yes

1l

No

1m

No

1n

No

1o

Yes

1p

Yes

1q

No

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) See Additional Data Table		
(2)		
(3)		
(4)		
(5)		
(6)		

Schedule R (Form 990) 2008

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.

[illegible]

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

(A) Name of other organization		(B) Transaction type(a-r)	(C) Amount Involved (\$)
(1)	OCONOMOWOC MEMORIAL HOSPITAL INC	K	15,572,949
(2)	Waukesha Health System Inc	o	1,876,781
(3)	Oconomowoc Memorial hospital inc	J	161,180
(4)	National Regency of New Berlin inc	J	36,350
(5)	Waukesha Memorial Hospital inc	k	55,110,292
(6)	WAUKESHA HEALTH CARE INC	B	35,501,654
(7)	WAUKESHA MEMORIAL HOSPITAL INC	C	33,143,654
(8)	OCONOMOWOC MEMORIAL HOSPITAL inc	C	2,358,000
(9)	NEAS INC	O	268,282
(10)	WAUKESHA HEALTH CARE INC	O	108,620
(11)	WAUKESHA HEALTH SYSTEMS INC	P	481,203
(12)	NEAS INC	P	114,096
(13)	WAUKESHA HEALTH CARE INC	P	713,827

Additional Data

Software ID:
Software Version:
EIN: 39-1486873
Name: ProHealth Care 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 , TREASURER	5 0	X		X				0	0	0
JEAN CRUIKSHANK , DIRECTOR	2 0	X						0	0	0
DAN DANGELO DDS , VICE CHAIRMAN	5 0	X		X				0	0	0
MAC DORN , DIRECTOR	2 0	X						0	0	0
MARGARET FARROW , DIRECTOR	2 0	X						0	0	0
HELEN FORSTER , DIRECTOR	2 0	X						0	0	0
MIKE GALLAGHER , DIRECTOR	2 0	X						0	0	0
E JOHN RAASCH , BOARD CHAIRMAN	5 0	X		X				0	0	0
ROBERT SMICKLEY , DIRECTOR	2 0	X						0	0	0
REXFORD W TITUS III , PRESIDENT & CEO	40 0	X		X				1,091,768	0	158,018
MARIE KINGSBURY , DIRECTOR	2 0	X						0	0	0
RONALD FICKEL MD , DIRECTOR	2 0	X						0	285,794	24,967
PAUL TODD MD , DIRECTOR	2 0	X						0	538,448	6,494
TOM PACKEE , DIRECTOR	2 0	X						0	0	0
JANET SWANDBY , DIRECTOR	2 0	X						0	0	0
ROBERT W MLYNAREK , CHIEF FINANCIAL OFFICER	40 0			X				484,312	0	116,434
JANET A SCHULZ , CHIEF INTEGRATION OFFICER	40 0				X			416,324	0	29,663
NANINE M NELSON , VICE PRESIDENT	40 0				X			391,387	0	30,587
GARY E BUERSTATTE , SENIOR VP - STRATEGY PLANNING	40 0				X			347,384	0	57,235
NADINE T GUIRL , SENIOR VP - HUMAN RESOURCES	40 0				X			301,264	0	6,697
PETER GEISS , CHIEF MEDICAL OFFICER	40 0					X		471,381	0	27,894
LORNA J GRANGER , SENIOR VICE PRESIDENT	40 0					X		443,100	0	3,312
JAMES E LYONS , SENIOR VICE PRESIDENT	40 0					X		366,610	0	54,479
WILLIAM MILLER , VP - INFORMATION SYSTEMS	40 0					X		341,110	0	8,235
CLYDE CHUMBLEY MD , PRESIDENT / CEO , PHCMA	40 0					X		576,223	0	6,608

Software ID:
Software Version:
EIN: 39-1486873
Name: ProHealth Care 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				
REXFORD W TITUS III	(i) (ii)	716,480 0	337,421 0	37,867 0	145,259 0	12,759 0	1,249,786 0	565,760 0
ROBERT W MLYNAREK	(i) (ii)	327,213 0	128,650 0	28,449 0	105,086 0	11,348 0	600,746 0	266,746 0
RONALD FICKEL MD	(i) (ii)	0 101,148	0 145,278	0 39,368	0 14,255	0 10,712	0 310,761	0 105,387
PAUL TODD MD	(i) (ii)	0 311,559	0 190,814	0 36,075	0 0	0 6,494	0 544,942	0 260,725
JANET A SCHULZ	(i) (ii)	267,890 0	107,123 0	41,311 0	24,589 0	5,074 0	445,987 0	231,901 0
NANINE M NELSON	(i) (ii)	268,154 0	94,973 0	28,260 0	19,524 0	11,063 0	421,974 0	222,311 0
GARY E BUERSTATTE	(i) (ii)	216,386 0	108,277 0	22,721 0	47,547 0	9,688 0	404,619 0	0 0
NADINE T GUIRL	(i) (ii)	196,198 0	81,126 0	23,940 0	0 0	6,697 0	307,961 0	0 0
PETER GEISS	(i) (ii)	301,032 0	131,662 0	38,687 0	23,147 0	4,747 0	499,275 0	254,789 0
LORNA J GRANGER	(i) (ii)	279,673 0	125,821 0	37,606 0	0 0	3,312 0	446,412 0	237,959 0
JAMES E LYONS	(i) (ii)	232,806 0	103,874 0	29,930 0	50,558 0	3,921 0	421,089 0	197,053 0
WILLIAM MILLER	(i) (ii)	210,139 0	84,327 0	46,644 0	0 0	8,235 0	349,345 0	0 0
CLYDE CHUMBLEY MD	(i) (ii)	390,419 0	155,142 0	30,662 0	0 0	6,608 0	582,831 0	0 315,811