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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

2009

Open to Public Inspection

A For the 2009 calendar year, or tax year beginning 10-01-2009 and ending 09-30-2010

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

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

C Name of organization
WAUKESHA MEMORIAL HOSPITAL INC

Doing Business As

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

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

D Employer identification number
39-0910727

E Telephone number
(262) 928-4740

G Gross receipts $ 460,579,774

F Name and address of principal officer
SUSAN EDWARDS
725 AMERICAN AVENUE
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 Website: ▶ WWW WAUKESHAMEMORIAL ORG

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1956

M State of legal domicile WI

Part I Summary

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

2 Check this box ▶☐ if the organization discontinued its operations or disposed of more than 25% of its net 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**	10
5	Total number of employees (Part V, line 2a)	**5**	3,112
6	Total number of volunteers (estimate if necessary)	**6**	430
7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	**7a**	12,119,887
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	0

		Prior Year	Current Year
Revenue	**8** Contributions and grants (Part VIII, line 1h)	1,899,531	1,898,420
	9 Program service revenue (Part VIII, line 2g)	437,048,638	448,733,179
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	-24,369,280	4,974,621
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	5,796,600	4,972,834
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	420,375,489	460,579,054
Expenses	**13** Grants and similar amounts paid (Part IX, column (A), lines 1–3)	23,000	15,886,500
	14 Benefits paid to or for members (Part IX, column (A), line 4)		0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	150,927,750	152,229,990
	16a Professional fundraising fees (Part IX, column (A), line 11e)	89,830	0
	b Total fundraising expenses (Part IX, column (D), line 25) ▶632,800		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	248,299,396	250,762,886
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	399,339,976	418,879,376
	19 Revenue less expenses Subtract line 18 from line 12	21,035,513	41,699,678

		Beginning of Current Year	End of Year
Net Assets or Fund Balances	**20** Total assets (Part X, line 16)	600,542,207	671,907,482
	21 Total liabilities (Part X, line 26)	328,951,442	342,083,034
	22 Net assets or fund balances Subtract line 21 from line 20	271,590,765	329,824,448

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Sign Here

****** | 2011-08-10
Signature of officer | Date

NANINE M NELSON CHIEF FINANCIAL OFFICER
Type or print name and title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-empolyed ☐	Preparer's identifying number (see instructions)
Firm's name (or yours if self-employed), address, and ZIP + 4	PLANTE & MORAN PLLC PO BOX 307 SOUTHFIELD, MI 480370307		EIN ▶ Phone no ▶ (248) 352-2500

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

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission

TO PROMOTE AND DELIVER EXTRAORDINARY HEALTH CARE IN THE COMMUNITIES WE SERVE

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 501(c)(4) organizations and section 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 $ 348,010,876 including grants of $ 15,886,500) (Revenue $ 441,586,126)

WAUKESHA MEMORIAL HOSPITAL FULFILLS ITS EXEMPT PURPOSE BY PROVIDING CARE AND SERVICES TO ALL PATIENTS REGARDLESS OF INSURANCE OR ABILITY TO PAY WAUKESHA MEMORIAL HOSPITAL ALSO USES ITS RESOURCES TO ADDRESS VARIOUS COMMUNITY NEEDS WAUKESHA MEMORIAL HOSPITAL PROVIDED APPROXIMATELY 69,600 DAYS OF INPATIENT CARE AND APPROXIMATELY 295,400 OUTPATIENT VISITS DURING THE FISCAL YEAR ENDED SEPTEMBER 30, 2010 SEE SCHEDULE H FOR AN ILLUSTRATION OF ITS PROGRAM SERVICE ACCOMPLISHMENTS

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

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

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

4e **Total program service expenses** ▶ $ 348,010,876

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities? *If "Yes," complete Schedule C, Part II*	4		No
5	**Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.** Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? *If "Yes," complete Schedule C, Part III*	5		
6	Did the organization maintain any donor advised funds or any similar funds or 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, directly or through a related organization, hold assets in term, permanent,or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	Yes	
11	Is the organization's answer to any of the following questions "Yes"? *If so,complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.*	11	Yes	
	• Did the organization report an amount for land, buildings, and equipment in Part X, line10? *If "Yes," complete Schedule D, Part VI.*			
	• Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII.*			
	• Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII.*			
	• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX.*			
	• Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X.*			
	• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? *If "Yes," complete Schedule D, Part X.*			
12	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12		No
12A	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional* — Yes / No	12A	Yes	
13	Is the organization a school 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 United States?	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 United States? *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 U S ? *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 U S ? *If "Yes," complete Schedule F, Part III*	16		No
17	Did the organization report a total of more than $15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*	17		No
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions 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 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20	Yes	

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	**21**	Yes	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	**22**	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *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 line 25*	**24a**	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	**24b**		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	**24c**		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	**24d**		No
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	**25a**		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *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, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	**27**		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28a**	Yes	
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**		No
c	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or owner? *If "Yes," complete Schedule L, Part IV*	**28c**		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**		No
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	**34**	Yes	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	**35**	Yes	
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**36**		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	**37**		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	**38**	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096, *Annual Summary and Transmittal of U.S. Information Returns. Enter -0-* if not applicable	1a	332		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		Yes	
2a	Enter the number of employees reported on Form W-3, *Transmittal of Wage and Tax Statements* filed for the calendar year ending with or within the year covered by this return	2a	3,112		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? **Note:** If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)	2b		Yes	
3a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?	3a		Yes	
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*	3b		Yes	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a			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 line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?	5c			
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?	6a			No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b			
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?	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	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8			
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?	9a			
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b			
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12 . . .	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?	12a			
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			

Part VI **Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body	1a 15		
b	Enter the number of voting members that are independent	1b 10		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		No
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4		No
5	Did the organization become aware during the year of a material diversion of the organization's assets?	5		No
6	Does the organization have members or stockholders?	6	Yes	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a		No
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	Yes	
b	Each committee with authority to act on behalf of the governing body?	8b	Yes	
9	Is there any officer, director, 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	9		No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

			Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a		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?	10b		
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11	Yes	
11A	Describe in Schedule O the process, if any, used by the organization to review the Form 990			
12a	Does the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	Yes	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	Yes	
13	Does the organization have a written whistleblower policy?	13	Yes	
14	Does the organization have a written document retention and destruction policy?	14	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	Yes	
b	Other officers or key employees of the organization	15b	Yes	
	If "Yes" to line a or b, describe the process in Schedule O (See instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	Yes	
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		No

Section C. Disclosure

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

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you make these available Check all that apply

☐ Own website ☐ Another's website ☑ Upon request

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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶

NANINE NELSON
N17 W24100 RIVERWOOD DRIVE SUITE
WAUKESHA, WI 531881131
(262) 928-4740

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

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

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year Use Schedule J-2 if additional space is needed

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

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

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-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			
See add'l data										

1b Total . . . . . ▶	2,412,704	1,676,747	816,613

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 in reportable compensation from the organization ▶ 74

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
CG SCHMIDT INC 11777 WEST LAKE PARK DRIVE MILWAUKEE, WI 53224	CONSTRUCTION SERVICES	18,369,629
RICHARD STREET SUPPLY LLC 11777 WEST LAKE PARK DRIVE MILWAUKEE, WI 53224	CONSTRUCTION SERVICES	5,334,692
GE HEALTHCARE IITS USA PO GOX 277475 ATLANTA, GA 30384	MAINTENANCE SERVICES	3,402,629
MEDICAL COLLEGE OF WI PO BOX 13308 MILWAUKEE, WI 53213	MEDICAL SERVICES	3,362,633
LAKE COUNTRY PATHOLOGISTS 5449 MONCHES RD COLGATE, WI 53017	MEDICAL SERVICES	3,116,117
2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 in compensation from the organization ▶ 55		

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d	1,577,015			
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	321,405			
	g	Noncash contributions included in lines 1a-1f $					
	h	**Total.** Add lines 1a-1f		1,898,420			
Program Service Revenue			Business Code				
	2a	NET PATIENT REV	622,110	433,935,865	433,935,865		
	b	MEDICAL SERVICE LAB	621,500	12,175,339		12,175,339	
	c	SURGERY CENTER	621,400	2,621,975	2,621,975		
	d						
	e						
	f	All other program service revenue					
	g	**Total.** Add lines 2a–2f		448,733,179			
	3	Investment income (including dividends, interest and other similar amounts)		4,974,621			4,974,621
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
			(i) Real	(ii) Personal			
	6a	Gross Rents		4,476			
	b	Less rental expenses		720			
	c	Rental income or (loss)		3,756			
	d	Net rental income or (loss)		3,756		3,756	
			(i) Securities	(ii) Other			
	7a	Gross amount from sales of assets other than inventory					
	b	Less cost or other basis and sales expenses					
	c	Gain or (loss)					
	d	Net gain or (loss)					
Other Revenue	8a	Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18	a				
	b	Less direct expenses	b				
	c	Net income or (loss) from fundraising events					
	9a	Gross income from gaming activities See Part IV, line 19	a				
	b	Less direct expenses	b				
	c	Net income or (loss) from gaming activities					
	10a	Gross sales of inventory, less returns and allowances	a				
	b	Less cost of goods sold	b				
	c	Net income or (loss) from sales of inventory					
		Miscellaneous Revenue	Business Code				
	11a	MISCELLANEOUS INCOME	900,099	4,969,078	5,028,286	-59,208	
	b						
	c						
	d	All other revenue					
	e	**Total.** Add lines 11a–11d		4,969,078			
	12	**Total revenue.** See Instructions		460,579,054	441,586,126	12,119,887	4,974,621

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	15,863,500	15,863,500		
2 Grants and other assistance to individuals in the U S See Part IV, line 22	23,000	23,000		
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,843,107	246,383	1,596,724	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	110,019,467	108,724,668	782,528	512,271
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	4,141,855	4,034,729	88,147	18,979
9 Other employee benefits	28,188,530	27,457,739	601,322	129,469
10 Payroll taxes	8,037,031	7,861,952	140,284	34,795
11 Fees for services (non-employees)				
a Management				
b Legal	248,825		248,825	
c Accounting	65,675		65,675	
d Lobbying				
e Professional fundraising *See Part IV, line 17*				
f Investment management fees				
g Other	85,011,907	21,595,790	63,349,649	66,468
12 Advertising and promotion				
13 Office expenses	58,503,057	57,940,256	558,787	4,014
14 Information technology				
15 Royalties				
16 Occupancy	4,847,855	4,409,511	438,344	
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	13,959,589	13,959,589		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	32,375,651	32,375,651		
23 Insurance				
24 Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a DRUGS & PHARMACEUTICALS	20,559,775	20,559,775		
b BAD DEBTS	18,304,695	18,304,695		
c MEDICAID PROVIDER TAXES	12,761,935	12,761,935		
d MISCELLANEOUS	1,685,309	477,440	1,343,846	-135,977
e EDUCATION & TRAINING	258,786	214,200	42,940	1,646
f All other expenses	2,179,827	1,200,063	978,629	1,135
25 **Total functional expenses.** Add lines 1 through 24f	418,879,376	348,010,876	70,235,700	632,800
26 **Joint costs.** Check here ▶ ☐ if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

				(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing		132,210	1	71,472
	2	Savings and temporary cash investments		3,409,580	2	4,325,885
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		49,838,903	4	51,911,201
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use		8,267,918	8	8,088,091
	9	Prepaid expenses and deferred charges		3,979,361	9	4,572,023
	10a	Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D*	10a 607,023,325			
	b	Less accumulated depreciation	10b 351,887,183	250,105,486	10c	255,136,142
	11	Investments—publicly traded securities		254,231,661	11	217,255,007
	12	Investments—other securities See Part IV, line 11			12	
	13	Investments—program-related See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11		30,577,088	15	130,547,661
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		600,542,207	16	671,907,482
Liabilities	17	Accounts payable and accrued expenses		43,057,210	17	37,815,944
	18	Grants payable			18	
	19	Deferred revenue			19	
	20	Tax-exempt bond liabilities		236,338,304	20	244,018,219
	21	Escrow or custodial account liability *Complete Part IV of Schedule D*			21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons *Complete Part II of Schedule L*			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities Complete Part X of Schedule D		49,555,928	25	60,248,871
	26	**Total liabilities.** Add lines 17 through 25		328,951,442	26	342,083,034
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		270,772,162	27	329,274,808
	28	Temporarily restricted net assets		818,603	28	549,640
	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		271,590,765	33	329,824,448
	34	Total liabilities and net assets/fund balances		600,542,207	34	671,907,482

Part XI Financial Statements and Reporting

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☑ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
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 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? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	Yes	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both ☐ Separate basis ☑ Consolidated basis ☐ Both consolidated and separated basis			
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? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

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SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

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

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
WAUKESHA MEMORIAL HOSPITAL INC

Employer identification number
39-0910727

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1 ☐ A church, convention of churches, or association of churches **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).**

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).**

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

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

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

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

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

	Yes	No
(i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization? **11g(i)**		
(ii) a family member of a person described in (i) above? **11g(ii)**		
(iii) a 35% controlled entity of a person described in (i) or (ii) above? **11g(iii)**		

h Provide the following information about the supported organization(s)

(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? Yes	(iv) No	(v) Did you notify the organization in col (i) of your support? Yes	(v) No	(vi) Is the organization in col (i) organized in the U S ? Yes	(vi) No	(vii) Amount of support?
Total									

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

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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 lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public Support.** Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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 (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
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** ▶☐

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2009 (line 6 column (f) divided by line 11 column (f)) **14**

15 Public Support Percentage for 2008 Schedule A, Part II, line 14 **15**

16a **33 1/3% support test—2009.** 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% support test—2008.** 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—2009.** 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—2008.** 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 a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions ▶☐

Part III Support Schedule for Organizations Described in IRC 509(a)(2)

(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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 through 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 $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public Support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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 June 30, 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** ▶

Section C. Computation of Public Support Percentage

15	Public Support Percentage for 2009 (line 8 column (f) divided by line 13 column (f))	15
16	Public support percentage from 2008 Schedule A, Part III, line 15	16

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2009** (line 10c column (f) divided by line 13 column (f))	17
18	Investment income percentage from **2008** Schedule A, Part III, line 17	18

19a **33 1/3% support tests—2009.** 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% support tests—2008.** 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.** Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. See instructions

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SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
WAUKESHA MEMORIAL HOSPITAL INC

Employer identification number
39-0910727

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring 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 a certified historic structure
☐ Preservation of open space

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

		Held at the End of the Year
a	Total number of conservation easements	2a
b	Total acreage restricted by conservation easements	2b
c	Number of conservation easements on a certified historic structure included in (a)	2c
d	Number of conservation easements included in (c) acquired after 8/17/06	2d

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? ☐ Yes ☐ No

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

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

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

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

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

(ii) Assets included in Form 990, Part X ▶ $ _____

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

a Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

b Assets included in Form 990, Part X ▶ $ _____

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

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

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

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

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

Part IV 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 the arrangement in Part XIV and complete the following table

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

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

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

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

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance	5,498,739	5,293,708			
b Contributions	1,045,116	236,781			
c Investment earnings or losses	-1,820	-31,750			
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	6,542,035	5,498,739			

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

- a Board designated or quasi-endowment ▶
- b Permanent endowment ▶ **100.000 %**
- c Term endowment ▶

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

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

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) Accumulated depreciation	(d) Book value
1a Land		15,574,920		15,574,920
b Buildings		268,599,240	116,000,045	152,599,195
c Leasehold improvements		2,600,299	2,286,905	313,394
d Equipment		306,196,155	233,600,233	72,595,922
e Other		14,052,711		14,052,711
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				255,136,142

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

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

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

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. *(Column (b) should equal Form 990, Part X, col (B) line 13)* ▶		

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

(a) Description	(b) Book value
DEFERRED FINANCING	2,256,684
DEBT SERVICE RESERVE FUND	10,120,510
ACCRUED INTEREST RECEIVABLE	418,690
DUE FROM AFFILIATES	11,897,073
INVESTMENT IN OAWASC	2,664,269
OTHER ASSETS	2,970,890
DEPRECIATION RESERVE	93,517,746
ASSETS LIMITED TO USE	6,701,799
Total. *(Column (b) should equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	130,547,661

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

1 (a) Description of Liability	(b) Amount
Federal Income Taxes	
ACCRUED POSTRETIREMENT MEDICAL	511,910
FAIR VALUE-INTEREST RATE SWAP	21,476,884
ASSET RETIREMENT OBLIGATION	644,251
ACCUMULATED MIN PENSION LIABILITY	31,719,688
CURRENT PORTION OF LONG-TERM DEBT	5,896,138
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	60,248,871

2. Fin 48 Footnote 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	460,579,054
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	418,879,376
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	41,699,678
4	Net unrealized gains (losses) on investments	4	13,022,394
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	4,486,065
8	Other (Describe in Part XIV)	8	-974,454
9	Total adjustments (net) Add lines 4 - 8	9	16,534,005
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	58,233,683

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	
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	
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	

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

1	Total expenses and losses per audited financial statements			1	
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	Other losses	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	
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	

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, 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 Also complete this part to provide any additional information

Identifier	Return Reference	Explanation
Part V, Line 4	Description of Intended Use of Endowment Funds	TO SUPPORT WAUKESHA MEMORIAL HOSPITAL IN ITS CHARITABLE MISSION
Part X	Description of Uncertain Tax Positions Under FIN 48	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 CARRYFORWARDS 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 BENEFITS 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, AND 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
Part XI, Line 8 - Other Adjustments		CHANGE IN FAIR VALUE OF INTEREST RATE SWAPS - 6395102 CHANGE IN MINIMUM PENSION LIABILITY 6320743 RECLASS OF EQUITY TRANSACTIONS TO INCOME STMT -900095

Additional Data

Software ID:
Software Version:
EIN: 39-0910727
Name: WAUKESHA MEMORIAL HOSPITAL INC

Form 990, Schedule D, Part IX, - Other Assets

(a) Description	**(b)** Book value
DEFERRED FINANCING	2,256,684
DEBT SERVICE RESERVE FUND	10,120,510
ACCRUED INTEREST RECEIVABLE	418,690
DUE FROM AFFILIATES	11,897,073
INVESTMENT IN OAW ASC	2,664,269
OTHER ASSETS	2,970,890
DEPRECIATION RESERVE	93,517,746
ASSETS LIMITED TO USE	6,701,799

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SCHEDULE H (Form 990)

Department of the Treasury
Internal Revenue Service

Hospitals

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 20.
▶ Attach to Form 990.
▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
WAUKESHA MEMORIAL HOSPITAL INC

Employer identification number
39-0910727

Part I Charity Care and Certain Other Community Benefits at Cost

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

7 Charity Care and Certain Other Community Benefits at Cost

Charity Care and Means-Tested Government Programs	(a) Number of activities or programs (optional)	(b) Persons served (optional)	(c) Total community benefit expense	(d) Direct offsetting revenue	(e) Net community benefit expense	(f) Percent of total expense
a Charity care at cost (from Worksheets 1 and 2)			4,190,279		4,190,279	1 270 %
b Unreimbursed Medicaid (from Worksheet 3, column a)			41,002,841	20,661,111	20,341,730	6 170 %
c Unreimbursed costs—other means-tested government programs (from Worksheet 3, column b)						
d **Total** Charity Care and Means-Tested Government Programs			45,193,120	20,661,111	24,532,009	7 440 %
Other Benefits						
e Community health improvement services and community benefit operations (from (Worksheet 4)	78	166,684	3,339,170	23,945	3,315,225	1 010 %
f Health professions education (from Worksheet 5)	30	5,431	2,186,902	4,800	2,182,102	0 660 %
g Subsidized health services (from Worksheet 6)	2		1,954,062	1,689,430	264,632	0 080 %
h Research (from Worksheet 7)	2		488,153		488,153	0 150 %
i Cash and in-kind contributions to community groups (from Worksheet 8)	67	3,047	1,491,992	2,000	1,489,992	0 450 %
j **Total** Other Benefits	179	175,162	9,460,279	1,720,175	7,740,104	2 350 %
k **Total.** Add lines 7d and 7j	179	175,162	54,653,399	22,381,286	32,272,113	9 790 %

Part II Community Building Activities Complete this table if the organization conducted any community building activities.

		(a) Number of activities or programs (optional)	(b) Persons served (optional)	(c) Total community building expense	(d) Direct offsetting revenue	(e) Net community building expense	(f) Percent of total expense
1	Physical improvements and housing	2		20,000		20,000	0 010 %
2	Economic development						
3	Community support						
4	Environmental improvements						
5	Leadership development and training for community members						
6	Coalition building	2		50,661		50,661	0 010 %
7	Community health improvement advocacy	1		1,560		1,560	0 %
8	Workforce development	1		5,697		5,697	0 %
9	Other						
10	**Total**	6		77,918		77,918	0 020 %

Part III Bad Debt, Medicare, & Collection Practices

Section A. Bad Debt Expense

				Yes	No
1	Does the organization report bad debt expense in accordance with Heathcare Financial Management Association Statement No 15?	1	Yes		
2	Enter the amount of the organization's bad debt expense (at cost)	2	7,827,221		
3	Enter the estimated amount of the organization's bad debt expense (at cost) attributable to patients eligible under the organization's charity care policy	3	2,348,166		
4	Provide in Part VI the text of the footnote to the organization's financial statements that describes bad debt expense In addition, describe the costing methodology used in determining the amounts reported on lines 2 and 3, and rationale for including other bad debt amounts in community benefit				

Section B. Medicare

5	Enter total revenue received from Medicare (including DSH and IME)	5	93,855,001		
6	Enter Medicare allowable costs of care relating to payments on line 5	6	148,060,265		
7	Subtract line 6 from line 5 This is the surplus or (shortfall)	7	-54,205,264		
8	Describe in Part VI the extent to which any shortfall reported in line 7 should be treated as community benefit Also describe in Part VI the costing methodology or source used to determine the amount reported on line 6 Check the box that describes the method used				

☐ Cost accounting system ☑ Cost to charge ratio ☐ Other

Section C. Collection Practices

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

Part IV Management Companies and Joint Ventures

	(a) Name of entity	(b) Description of primary activity of entity	(c) Organization's profit % or stock ownership %	(d) Officers, directors, trustees, or key employees' profit % or stock ownership%	(e) Physicians' profit % or stock ownership %
1	PROHEALTH ALIGNED LLC	SURGICAL SERVICES	51 000 %	0 %	49 000 %
2	ORTHOPEDIC SURGERY CENTER LLC	ORTHOPEDIC SURGICAL SERVICES	30 000 %	0 %	70 000 %
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
13					
14					

Part V Facility Information

Name and address	Licensed hospital	General medical & surgical	Children's hospital	Teaching hospital	Critical access hospital	Research facility	ER-24 hours	ER-other	Other (Describe)
WAUKESHA MEMORIAL HOSPITAL INC 725 AMERICAN AVENUE WAUKESHA, WI 53188	X	X		X			X		
REHABILITATION HOSPITAL OF WI LLC 1625 COLDWATER CREEK DR WAUKESHA, WI 53188	X								INPATIENT REHABILITATION

Part VI Supplemental Information

Complete this part to provide the following information

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

See additional data

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

See additional data

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

See additional data

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

See additional data

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

See additional data

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

Part VI, Line 6 Because of the relatively rural nature of our service area, our community benefit program makes a conscious effort to reach out and find disadvantaged, underserved populations These target populations include non-English speaking, uninsured or underinsured, isolated and frail elderly, homeless, and mentally disabled We include community members on our government board and Community Benefit Steering Committee We also make extensive use of community partner agencies in planning, design and operation of community benefit programs

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

See additional data

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

WI

Additional Data

Software ID:
Software Version:
EIN: 39-0910727
Name: WAUKESHA MEMORIAL HOSPITAL INC

Form 990 Schedule H, Part VI - Supplemental Information, Line 1

Part I, Line 3c N/A

Form 990 Schedule H, Part VI - Supplemental Information, Line 1

Part I, Line 6a PROHEALTH CARE, INC

Form 990 Schedule H, Part VI - Supplemental Information, Line 1

Part I, Line 7 The cost-to-charge ratio was used to calculate amounts This was calculated by using Worksheet 2 of the Schedule H Instructions

Form 990 Schedule H, Part VI - Supplemental Information, Line 1

Part I, Line 7g N/A

Form 990 Schedule H, Part VI - Supplemental Information, Line 1

Part I, Line 7f $18,304,695 of Bad Debt Expenses was included on Form 990, Part, IX, Line 25 but subtracted for purposes of calculating the percentage

Form 990 Schedule H, Part VI - Supplemental Information, Line 1

Part III, Line 4 BAD DEBT EXPENSE FOOTNOTE An allowance for uncollectible accounts is established on an aggregate basis by using historical write-off rate factors applied to unpaid accounts based on aging Loss rate factors are based on historical loss experience and are adjusted for economic conditions and other trends affecting the Hospital's ability to collect outstanding amounts Uncollectible amounts are written off against the allowance for doubtful accounts in the period they are determined to be uncollectible The bad debt cost was reviewed by the hospital's revenue cycle team and the amount of bad debt estimated to be attributable to patients who would have qualified under our charity care program is 30% of total bad debts

Form 990 Schedule H, Part VI - Supplemental Information, Line 1

Part III, Line 8 The shortfall on Line 7 should not be treated as community benefit Costing methodology used is the cost to charge ratio as reported on the Medicare cost report

Form 990 Schedule H, Part VI - Supplemental Information, Line 2

Part VI, Line 2 Community Needs are identified based upon a review of state, county, and community health assessments This includes such documents as The State Health Plan , The County Health Report Card, The Waukesha Community Health Survey, The Health Community 2010 Data Package and various other needs assessments, such as the United Way/University of Wisconsin Survey of Waukesha County To Compliment all of these data sources, we also periodically perform a service gap analysis with our 20+ employed parish and community outreach nurses as well as local non-profit agencies with whom we partner We then analyze the data, Identify the pressing needs, and proactively plan and implement community benefit initiatives to help address these identified steps

Form 990 Schedule H, Part VI - Supplemental Information, Line 3

Part VI, Line 3 1 Social workers provide an explanation as to eligiblity under government programs upon admission into the hospital 2 If a patient is self pay, the first letter they receive from us conveys the availability of community care and our prompt pay discount policy The letter is sent within a week of service of Op service or impatient discharge and provides our contact information For those patients without insurance and patients with balances after insurance receive two additional letters, each of which includes information and contact number for community care 3 Prior to an account going to collection, if we haven't had any contact from the patient on a balance over $10,000, and attempt to contact via telephone is made 4 If someone has been found eligible for some level of Community Care, the eligibility period is six months so any subsequent accounts during that timeframe would be discounted at whatever level of community care is eligible 5 There are some patients, where between the hospital social work area and/or our own investigation, we are able to determine that a patient has nothing (lives at Salvation Army housing, halfway house, their car, deceased with no family members or estate etc) we will do a presumptive application and grant Community Care based on the information we were able to find 6 We do not automatically give community care just because we feel they may qualify We need to have completed paperwork substaining their income and assets If they have a viable address we send at least two letters asking them to contact us, if they have a high balance account, we also try to contact them via telephone

Form 990 Schedule H, Part VI - Supplemental Information, Line 4

Part VI, Line 4 ProHealth Care serves about 285,000 people each year in Waukesha County and portions of the surrounding Jefferson, Walworth, Racine and Dodge Counties ProHealth Care functions in a crowded health care marketplace with six other providers and currently holds 44 1% market share in Waukesha County In every federal population census, Waukesha County has recorded an increase in population Since 1960, the population of the county has more than doubled, and the U S Census predicts moderate population growth (3%) over the next five years Waukesha County has an aging population with the rate of retirement likely to surpass the rate of entry into the workforce between 2015 and 2020 The racial makeup of the Waukesha County community is as follows White 94 6%, Hispanic or Latino 3 7%, Asian 2 6%, Black 1 5%, Other 3% Median household income is $75,754 with 4 1% of people living below the poverty level Waukesha County has the second highest median home price in the state with 19% of households paying more than 30 percent of their gross monthly income on housing The presence of some very upscale communities in Waukesha County often gives a mistaken impression Often overlooked is a growing population of low income, non-English speaking, vulnerable and marginalized citizens who face enormous odds in accessing health care The Waukesha County Medicaid population has nearly tripled in 10 years, from about 9,451 people in 2000 to more than 29,395 in 2010 The Hispanic population has seen a 42% increase in the past 8 years Forty different languages are spoken by students in the Waukesha Public Schools The five area homeless shelters reached capacity early in 2009, requiring an additional emergency shelter be added Downtown Waukesha was declared a "medically underserved" area and a "health-professional shortage area" by the federal government in 2008 As an underserved area, medical options for individuals, particularly those without health insurance or with public insurance, are severely limited since private service providers often refuse to care for these individuals

Form 990 Schedule H, Part VI - Supplemental Information, Line 5

Part VI, Line 5 Waukesha Memorial Hospital has partnerships with various organizations throughout the communities we serve One example is the partnerships we have with the local Chambers of Commerce within our service area by providing leadership and health related outreach towards strengthening community development Another example is our long standing relationship with the United Way of Waukesha County United Way partners with many health and human services organizations in which WMH partners with Every year WMH participates and provides leadership in the United Way Fund Raising Campaign Without the funds that United Way provides many of these organizations couldn't afford to continue services to the vulnerable and indigent populations and that would create a shortage of access

Form 990 Schedule H, Part VI - Supplemental Information, Line 7

Part VI, Line 7 Our hospital is a member of the ProHealth Care health system which serves as our parent company While community benefit responsibilities reside with our hospital board, the parent company plays a key role in coordinating community needs assessments, community benefit program planning, and evaluation A DESCRIPTION OF EACH AFFILIATES ROLE IN PROMOTING HEALTH WITHIN THE COMMUNITIES SERVED IS AS FOLLOWS PROHEALTH CARE, INC - HELPS TO MANAGE THE HOSPITALS TO ENSURE THEY CAN PROMOTE HEALTH AND WELLNESS WITHIN THE COMMUNITY NATIONAL REGENCY OF NEW BERLIN, INC - OWNS AND OPERATES SENIOR LIVING CENTERS AS A MEANS TO PROMOTE HEALTH WITHIN THE COMMUNITY PROHEALTH HOME CARE, INC - PROVIDES HOSPICE AND HOME HEALTH CARE SERVICES AS A MEANS TO PROMOTE HEALTH WITHIN THE COMMUNITY WAUKESHA MEMORIAL HOSPITAL FOUNDATION, INC - SUPPORTS THE CHARITABLE MISSION OF WAUKESHA MEMORIAL HOSPITAL SO THAT IT MAY PROVIDE HEALTH SERVICES WITHIN THE COMMUNITY OCONOMOWOC MEMORIAL HOSPITAL, INC - SUPPORTS THE CHARITABLE MISSION OF OCONOMOWOC MEMORIAL HOSPITAL SO THAT IT MAY PROVIDE HEALTH SERVICES WITHIN THE COMMUNITY OCONOMOWOC MEMORIAL HOSPITAL, INC - PROVIDES CARE AND SERVICES TO ALL PATIENTS REGARDLESS OF INSURANCE OR ABILITY TO PAY OCONOMOWOC MEMORIAL HOSPITAL ALSO USES ITS RESOURCES TO ADDRESS VARIOUS COMMUNITY NEEDS OCONOMOWOC MEMORIAL HOSPITAL PROVIDED APPROXIMATELY 11,700 DAYS OF INPATIENT CARE AND APPROXIMATELY 83,400 OUTPATIENT VISITS DURING THE FISCAL YEAR ENDED SEPTEMBER 30, 2010

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Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments and Individuals in the United States

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

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
WAUKESHA MEMORIAL HOSPITAL INC

Employer identification number
39-0910727

Part I General Information on Grants and Assistance

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

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

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed . . . ▶ ☐

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
PROHEALTH CARE INCN17 W24100 RIVERWOOD DR STE 200 WAUKESHA, WI 531881131	391486873	501(C)(3)	15,863,500		FMV	N/A	TO ASSIST WAUKESHA MEMORIAL HOSPITAL IN ITS CHARITABLE MISSION

2 Enter total number of section 501(c)(3) and government organizations . . . ▶ 1

3 Enter total number of other organizations . . . ▶

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
SCHOLARSHIP	21	23,000		FMV	N/A
See Additional Data Table					

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

Identifier	Return Reference	Explanation
Procedure for Monitoring Grants in the U S	Part I, Line 2	Schedule I, Part I, Line 2 SCHOLARSHIPS CHECKS ARE PAID BY SCHOLARSHIP AMERICA SCHOLARSHIP AMERICA MAKES THE CHECKS PAYABLE TO THE INSTITUTION ATTENDED BY THE STUDENT

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
WAUKESHA MEMORIAL HOSPITAL INC

Employer identification number
39-0910727

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items ☐ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax idemnification and gross-up payments ☑ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)			
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement orprovision of all the expenses described above? If "No," complete Part III to explain	**1b**	Yes	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	**2**	Yes	
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply ☑ Compensation committee ☐ Written employment contract ☑ Independent compensation consultant ☑ Compensation survey or study ☐ Form 990 of other organizations ☑ Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization			
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			
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	**5a**		No
b	Any related organization?	**5b**		No
	If "Yes," to line 5a or 5b, describe in Part III			
6	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a	The organization?	**6a**		No
b	Any related organization?	**6b**		No
	If "Yes," to line 6a or 6b, describe in Part III			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	**7**		No
8	Were any amounts reported in Form 990, Part VII, paid or accured pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	**8**		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	**9**		

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) Retirement and other 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 reportable compensation				
JANE NEUMANN MD	(i)	40,000	0	0	0	0	40,000	0
	(ii)	143,791	0	2,409	11,931	5,847	163,978	0
EDWARD OLSON	(i)	458,630	0	30,602	115,480	25,653	630,365	0
	(ii)	0	0	0	0	0	0	0
NANINE NELSON	(i)	0	0	0	0	0	0	0
	(ii)	300,629	0	14,132	19,511	21,919	356,191	0
REXFORD W TITUS III	(i)	0	0	0	0	0	0	0
	(ii)	801,720	0	9,187	304,669	27,263	1,142,839	0
ROBERT W MLYNAREK	(i)	0	0	0	0	0	0	0
	(ii)	383,208	0	21,671	23,517	16,492	444,888	0
KATHIE STROMBOM	(i)	174,286	0	36,342	3,324	9,561	223,513	0
	(ii)	0	0	0	0	0	0	0
DR JAMES GARDNER MD	(i)	318,965	0	17,180	20,285	23,121	379,551	0
	(ii)	0	0	0	0	0	0	0
CATHY RAPP	(i)	174,086	0	6,175	20,560	921	201,742	0
	(ii)	0	0	0	0	0	0	0
KENNETH PRICE	(i)	233,704	0	7,358	15,857	19,870	276,789	0
	(ii)	0	0	0	0	0	0	0
ERIC G HENDEE	(i)	190,512	0	284	13,391	21,978	226,165	0
	(ii)	0	0	0	0	0	0	0
JOSEPH T BOTTICELLI	(i)	168,706	0	2,271	4,227	15,663	190,867	0
	(ii)	0	0	0	0	0	0	0
FREDERICK L SYRJANEN	(i)	150,319	0	10,369	10,319	7,853	178,860	0
	(ii)	0	0	0	0	0	0	0
BARBARA J MATHISON	(i)	152,059	0	7,261	10,497	15,736	185,553	0
	(ii)	0	0	0	0	0	0	0
MARY JANE REICHART	(i)	147,325	0	6,110	10,095	21,073	184,603	0
	(ii)	0	0	0	0	0	0	0

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
	Part I, Line 1a	COUNTRY CLUB MEMBERSHIPS MEMBERSHIPS USED EXCLUSIVELY FOR BUSINESS PURPOSES EDWARD OLSON - BENEFIT WAS NOT INCLUDED IN TAXABLE INCOME AS IT WAS FOR BUSINESS USE ONLY
	Part I, Line 4a	NAME PLAN REXFORD W TITUS III - SERP PLAN PARTICIPANT ROBERT MLYNAREK - SERP PLAN PARTICIPANT EDWARD OLSON - SERP PLAN PARTICIPANT
Supplemental Information	Part III	SCHEDULE J, PART I THIS ENTITY RELIED ON A RELATED ORGANIZATION THAT USED THE FOLLOWING METHODS TO ESTABLISH COMPENSATION FOR OFFICERS AND DIRECTORS 1 COMPENSATION COMMITTEE 2 COMPENSATION STUDY 3 APPROVAL OF THE BOARD ANNUALLY APPROVING COMPENSATION AMOUNTS 4 INDEPENDENT COMPENSATION CONSULTANT 5 WRITTEN EMPLOYMENT CONTRACT

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Schedule K (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax Exempt Bonds

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Schedule O (Form 990).**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
WAUKESHA MEMORIAL HOSPITAL INC

Employer identification number
39-0910727

Part I Bond Issues

	(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date Issued	(e) Issue Price	(f) Description of Purpose	(g) Defeased Yes	(g) Defeased No	(h) On Behalf of Issuer Yes	(h) On Behalf of Issuer No
A	WISCONSIN HEATH & EDUCATIONAL FACILITIES AUTHORITY	39-1337855	97710BDJ8	08-14-2008	107,960,000	SEE SCH O		X		X
B	WISCONSIN HEATH & EDUCATIONAL FACILITIES AUTHORITY	39-1337855	97710BGZ9	04-30-2009	66,126,415	SEE SCH O		X		X

Part II Proceeds

		A	B	C	D	E
1	Total proceeds of issue	1,525,046	59,515,749			
2	Gross proceeds in reserve funds	6,620,739	6,612,642			
3	Proceeds in refunding or defeasance escrows					
4	Other unspent proceeds	4,859,405	4,859,405			
5	Issuance costs from proceeds	1,525,046	860,774			
6	Working capital expenditures from proceeds					
7	Capital expenditures from proceeds	53,795,571	53,795,571			
8	Year of substantial completion	2007	2010			

		A Yes	A No	B Yes	B No	C Yes	C No	D Yes	D No	E Yes	E No
9	Were the bonds issued as part of a current refunding issue?	X			X						
10	Were the bonds issued as part of an advance refunding issue?		X		X						
11	Has the final allocation of proceeds been made?	X			X						
12	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X							

Part III Private Business Use

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

Part III Private Business Use *(Continued)*

		A		B		C		D		E	
		Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts with respect to the financed property which may result in private business use?	X		X							
3b	Are there any research agreements with respect to the financed property which may result in private business use?		X		X						
3c	Does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts or research agreements relating to the financed property?	X		X							
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶		0 %		0 %						
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶		0 %		0 %						
6	Total of lines 4 and 5		0 %		0 %						
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X		X							

Part IV Arbitrage

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

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Schedule L (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V lines 38a or 40b.**

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

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
WAUKESHA MEMORIAL HOSPITAL INC

Employer identification number
39-0910727

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

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

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

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

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

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

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

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

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

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues? Yes	No
R R INSURANCE	KENNETH RIESCH, DIRECTOR, IS THE PRESIDENT/OWNER OF R&R INSURANCE	442,454	R & R INSURANCE PROVIDES INSURANCE SERVICES TO WAUKESHA MEMORIAL HOSPITAL, INC		No

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SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
WAUKESHA MEMORIAL HOSPITAL INC

Employer identification number
39-0910727

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 6		PROHEALTH CARE, INC IS THE SOLE CORPORATE MEMBER

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 7b		PROHEALTH CARE INC HOLDS CERTAIN RESERVED POWERS OVER THE (NON-STOCK) CORPORATION, INCLUDING APPROVAL OF STRATEGIC PLANNING, ANNUAL OPERATING AND CAPITAL BUDGETS, BORROWING, TRANSFER, LEASE, PLEDGE OR SALE OF ASSETS

Identifier	Return Reference	Explanation
Form 990, Part VI, Section B, line 11		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, THEN THE BOARD OF DIRECTORS WAS PROVIDED A COPY OF THE RETURN AS FILED BY THE ORGANIZATION

Identifier	Return Reference	Explanation
Form 990, Part VI, Section B, line 12c		ALL OFFICERS, VICE-PRESIDENTS, MANAGERS AND ABOVE, AS WELL AS BOARD MEMBERS ARE REQUIRED TO ANNUALLY COMPLETE A CONFLICT OF INTEREST FORM ALL REPORTED POTENTIAL CONFLICTS OF INTEREST ARE TRACKED IN THE CORPORATE COMPLIANCE DEPARTMENT THEY ARE REVIEWED AND ANY PERSON IDENTIFIED AS HAVING A POTENTIAL CONFLICT IS GIVEN DIRECTION AS TO WHAT STEPS SHOULD BE TAKEN TO MITIGATE THE CONCERN ALL EMPLOYEES ARE EDUCATED ANNUALLY THE STEPS TAKEN WHEN A CONFLICT ARISES ARE AS FOLLOWS FOR THE BOARD OF DIRECTORS, THE RESTRICTION IS NOT BEING ALLOWED TO PARTICIPATE IN DISCUSSION OR VOTING RELATED TO ANY DECISION WHERE THE BOARD MEMBER HAS BEEN DETERMINED TO HAVE A CONFLICT OF INTEREST FOR LEADERS, RESEARCHERS, AND EMPLOYEES, RECOMMENDATIONS ARE MADE FROM COMPLIANCE MANAGER TO LEADERSHIP AND/OR HUMAN RESOURCES RESTRICTIONS CAN RANGE FROM ANY OF THE FOLLOWING, DISCLOSING POTENTIAL CONFLICTS OF INTEREST TO PATIENTS, NOT BEING ABLE TO BE INVOLVED IN DISCUSSION OR DECISION MAKING ON SPECIFIC TOPICS, AND TO NOT BEING ABLE TO WORK AT PHC IN SPECIFIC ROLE WHERE REPORTED CONFLICT EXISTS IF THE RECOMMENDATION IS CHALLENGED, THE CASE IS ESCALATED TO CONFLICT OF INTEREST COMMITTEE

Identifier	Return Reference	Explanation
Form 990, Part VI, Section B, line 15		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'S 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 THIS PROCESS WAS LAST DONE IN 2010

Identifier	Return Reference	Explanation
Form 990, Part VI, Section C, line 19		FINANCIAL STATEMENTS, GOVERNING DOCUMENTS & CONFLICT OF INTEREST POLICY ARE AVAILABLE UPON REQUEST

Identifier	Return Reference	Explanation
		FORM 990 PART VII THE FOLLOWING OFFICERS AND DIRECTORS HAVE WORKED FOR RELATED ORGANIZATIONS THESE INDIVIDUALS ARE AS FOLLOWS OFFICERS/DIRECTORS AVG HRS / WEEK EMPLOYED BY RELATED ENTITY ---------- JANE NEUMANN, MD GREATER THAN 40 00 PROHEALTH CARE, INC NANINE NELSON GREATER THAN 40 00 PROHEALTH CARE, INC REXFORD W TITUS, III GREATER THAN 40 00 PROHEALTH CARE, INC ROBERT W MLYNAREK GREATER THAN 40 00 PROHEALTH CARE, INC

Identifier	Return Reference	Explanation
FORM 990, PART XI, LINE 2C		THE AUDIT PROCESS HAS NOT CHANGED FROM THE PREVIOUS YEAR

Identifier	Return Reference	Explanation
		SCHEDULE K, PART I, A - COL (c) CUSIP # The CUSIP # of 97710BDH2 on Form 8038 was not the number on the bond of the latest maturity The number for the latest maturity is correctly reported on Schedule K SCHEDULE K, PART I, A - COL (e) ISSUE PRICE The total issue price on Form 8038 is $122,535,000 The amount reported on Schedule K is only the amount of the issue benefiting the reporting organization SCHEDULE K, PART I, A - COL (f) DESCRIPTION OF PURPOSE Current refund bonds issued on 4/25/01 and current refund bonds issued on 6/09/04 SCHEDULE K, PART I, B - COL (c) CUSIP # The CUSIP # of 97710BGW6 on Form 8038 was not the number on the bond of the latest maturity The number for the latest maturity is correctly reported on Schedule K SCHEDULE K, PART I, B - COL (e) ISSUE PRICE The total issue price on Form 8038 is $134,951,867 50 The amount reported on Schedule K is only the amount of the issue benefiting the reporting organization SCHEDULE K, PART I, B - COL (f) DESCRIPTION OF PURPOSE Construction and equipping of an addition and renovations to existing hospital facility and construction of a parking structure SCHEDULE K, PART II, A - LINE 1 Total Proceeds of Issue sale proceeds of issue in amount of $108,443,475 00 allocable to reporting organization plus zero investment proceeds less sale proceeds deposited in refunding escrows allocable to reporting organization in the amount of $106,918,428 56 SCHEDULE K, PART II, A - LINE 3 Proceeds in Refunding Escrows Proceeds in the amount of $106,918,428 56 allocable to reporting organization deposited in refunding escrows on 8/14/08, balance on 9/30/10 is zero SCHEDULE K, PART II, A - LINE 5 Issuance Costs from Proceeds $865,989 17 of proceeds allocable to reporting organization used for issuance costs, $659,057 27 used for credit enhancement SCHEDULE K, PART II, A - LINE 8 Year of Substantial Completion Year of substantial completion of projects financed with refunded prior bonds issued 4/25/01 was 2003 and year of substantial completion of projects financed with refunded prior bonds issued 6/09/04 was 2007 SCHEDULE K, PART II, B - LINE 1 Total Proceeds of Issue sale proceeds of issue in amount of $66,126,415 08 allocable to reporting organization plus $1,975 67 of investment proceeds allocable to reporting organization less sale proceeds in the amount of $6,612,641 51 deposited in reasonably required reserve fund allocable to reporting organization

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SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
WAUKESHA MEMORIAL HOSPITAL INC

Employer identification number
39-0910727

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

(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 (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity
OCONOMOWOC MEMORIAL HOSPITAL INC 791 SUMMIT AVENUE OCONOMOWOC, WI 53066 39-0794174	HOSPITAL	WI	501(c)(3)	Line 3	PROHEALTH CARE INC
WAUKESHA MEMORIAL HOSPITAL FOUNDATION INC 725 AMERICAN AVENUE WAUKESHA, WI 53188 39-1314542	FUNDRAISING	WI	501(c)(3)	Line 11a, I	WAUKESHA MEMORIAL HOSPITAL INC
PROHEALTH HOME CARE INC N17 W24100 RIVERWOOD DR SUITE 200 WAUKESHA, WI 53188 20-0067392	HEALTHCARE	WI	501(c)(3)	Line 3	PROHEALTH CARE INC
NATIONAL REGENCY OF NEW BERLIN INC N17 W24100 RIVERWOOD DR SUITE 200 WAUKESHA, WI 53188 39-1077992	HEALTHCARE	WI	501(c)(3)	Line 11c, III-FI	PROHEALTH CARE INC
PROHEALTH CARE INC N17 W24100 RIVERWOOD DR SUITE 200 WAUKESHA, WI 53188 39-1786873	MANAGEMENT	WI	501(c)(3)	Line 11c, III-FI	N/A
OCONOMOWOC MEMORIAL HOSPITAL FOUNDATION INC 791 SUMMIT AVENUE OCONOMOWOC, WI 53066 39-1271647	FUNDRAISING	WI	501(c)(3)	Line 7	OCONOMOWOC MEMORIAL HOSPITAL INC

Part III **Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(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, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations? Yes	(h) No	(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No
PROHEALTH ALIGNED LLC (DBA MSC) 1111 DELAFIELD STREET STE 100 WAUKESHA, WI53188 26-3324572	SURGERY CENTER	WI	WAUKESHA MEMORIAL HOSPITAL INC	RELATED	2,723,206	3,848,785		No		Yes	

Part IV **Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(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	N/A	C			
EMPATHIA PACIFIC INC 31416 AGOURA RD STE 180 WESTLAKE VILLAGE, CA91361 95-3070501	HEALTHCARE	CA	N/A	C			
MEDICAL ASSOCIATES INC N17 W24100 RIVERWOOD DRIVE SUITE 20 WAUKESHA, WI53188 39-1083015	HEALTHCARE	WI	N/A	C			
NATIONAL AVENUE DEVELOPMENT CORPORATION N17 W24100 RIVERWOOD DRIVE SUITE 20 WAUKESHA, WI53188 39-1417226	HEALTHCARE	WI	N/A	C			
WAUKESHA HEALTH CARE INC N17 W24100 RIVERWOOD DRIVE SUITE 20 WAUKESHA, WI53188 39-1773598	HEALTHCARE	WI	N/A	C			
EMPATHIA INC N17 W24100 RIVERWOOD DRIVE SUITE 20 WAUKESHA, WI53188 39-1567366	HEALTHCARE	WI	N/A	C			

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, or 36.)

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

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

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved
(1) See Additional Data Table		
(2)		
(3)		
(4)		
(5)		
(6)		

Part VI **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations?		(e) Share of end-of-year assets	(f) Disproprtionate allocations?		(g) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?	
			Yes	No		Yes	No		Yes	No

Additional Data

Return to Form

Software ID:
Software Version:
EIN: 39-0910727
Name: WAUKESHA MEMORIAL HOSPITAL INC

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

(a) Name, address, and EIN of related organization	(b) Primary Activity	(c) Legal Domicile (State or Foreign Country)	(d) Exempt Code section	(e) Public charity status (if 501(c)(3))	(f) Direct Controlling Entity
OCONOMOWOC MEMORIAL HOSPITAL INC 791 SUMMIT AVENUE OCONOMOWOC, WI53066 39-0794174	HOSPITAL	WI	501(c)(3)	Line 3	PROHEALTH CARE INC
WAUKESHA MEMORIAL HOSPITAL FOUNDATION INC 725 AMERICAN AVENUE WAUKESHA, WI53188 39-1314542	FUNDRAISING	WI	501(c)(3)	Line 11a, I	WAUKESHA MEMORIAL HOSPITAL INC
PROHEALTH HOME CARE INC N17 W24100 RIVERWOOD DR SUITE 200 WAUKESHA, WI53188 20-0067392	HEALTHCARE	WI	501(c)(3)	Line 3	PROHEALTH CARE INC
NATIONAL REGENCY OF NEW BERLIN INC N17 W24100 RIVERWOOD DR SUITE 200 WAUKESHA, WI53188 39-1077992	HEALTHCARE	WI	501(c)(3)	Line 11c, III-FI	PROHEALTH CARE INC
PROHEALTH CARE INC N17 W24100 RIVERWOOD DR SUITE 200 WAUKESHA, WI53188 39-1786873	MANAGEMENT	WI	501(c)(3)	Line 11c, III-FI	N/A
OCONOMOWOC MEMORIAL HOSPITAL FOUNDATION INC 791 SUMMIT AVENUE OCONOMOWOC, WI53066 39-1271647	FUNDRAISING	WI	501(c)(3)	Line 7	OCONOMOWOC MEMORIAL HOSPITAL INC

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

	(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount Involved ($)
(1)	WAUKESHA MEMORIAL HOSPITAL FOUNDATION INC	C	1,577,015
(1)	WAUKESHA HEALTH SYSTEM INC	J	84,000
(2)	WAUKESHA HEALTH CARE INC	J	427,132
(3)	MEDICAL ASSOCIATES INC	J	57,375
(4)	NATIONAL REGENCY OF NEW BERLIN INC	J	725,367
(5)	WAUKESHA HEALTH CARE INC	I	891,555
(6)	PROHEALTH CARE INC	L	54,048,033
(7)	OCONOMOWOC MEMORIAL HOSPITAL INC	O	1,487,442
(8)	PROHEALTH CARE INC	O	1,314,146
(9)	WAUKESHA HEALTH SYSTEM INC	O	450,616
(10)	WAUKESHA HEALTH CARE INC	O	3,930,699
(11)	MEDICAL ASSOCIATES INC	O	356,425
(12)	OCONOMOWOC MEMORIAL HOSPITAL INC	P	12,515,004
(13)	PROHEALTH CARE INC	P	17,599,885
(14)	WAUKESHA HEALTH SYSTEM INC	P	7,933,276
(15)	WAUKESHA HEALTH CARE INC	P	12,008,121
(16)	MEDICAL ASSOCIATES INC	P	8,708,629
(17)	PROHEALTH HOME CARE INC	P	1,473,898
(18)	EMPATHIA PACIFIC INC	P	1,722,147
(19)	NATIONAL REGENCY OF NEW BERLIN INC	P	412,700
(20)	PROHEALTH CARE INC	B	15,863,500

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Form **4562**

Department of the Treasury
Internal Revenue Service

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2009

Attachment Sequence No **67**

Name(s) shown on return	Business or activity to which this form relates	Identifying number
WAUKESHA MEMORIAL HOSPITAL INC	HOME INFUSION	39-0910727

Part I **Election To Expense Certain Property Under Section 179**

Note: *If you have any listed property, complete Part V before you complete Part I.*

1 Maximum amount See the instructions for a higher limit for certain businesses	1	250,000
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	800,000
4 Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost

7 Listed property Enter the amount from line 29	7	
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction Enter the **smaller** of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10	
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2010 Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property. Instead, use Part V.*

Part II **Special Depreciation Allowance and Other Depreciation (Do not** include listed property **)** (See instructions)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	

Part III **MACRS Depreciation (Do not** include listed property.**)** (See instructions.)

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2009	17	720
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B—Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV **Summary** (see instructions)

21 Listed property Enter amount from line 28	21	
22 **Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	720
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V **Listed Property** (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* ***only*** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A—Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles.***)**

24a Do you have evidence to support the business/investment use claimed? ☐ **Yes** ☐ **No** | **24b** If "Yes," is the evidence written? ☐ **Yes** ☐ **No**

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation/ deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						**25**		
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						**28**		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							**29**	

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
	Yes	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

	Yes	**No**
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles		

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2009 tax year (see instructions)					
43 Amortization of costs that began before your 2009 tax year				**43**	
44 Total. Add amounts in column (f) See the instructions for where to report				**44**	

Additional Data

Software ID:
Software Version:
EIN: 39-0910727
Name: WAUKESHA MEMORIAL HOSPITAL INC

Form 990, Part VII - Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(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			
BETTY ARNDT DIRECTOR (PARTIAL YEAR)	2 00	X						0	0	0
DIXON BENZ DIRECTOR	2 00	X						0	0	0
MARIE KINGSBURY DIRECTOR	2 00	X						0	0	0
JAMES GANNON TREASURER	2 00	X		X				0	0	0
E JOHN RAASCH DIRECTOR	2 00	X						0	0	0
DAVID SCHMITT MD DIRECTOR	2 00	X						24,000	0	0
DR DOUGLAS HASTAD DIRECTOR	2 00	X						0	0	0
RALPH RAMIREZ DIRECTOR	2 00	X						0	0	0
KENNETH RIESCH DIRECTOR	2 00	X						0	0	0
JANE NEUMANN MD DIRECTOR	2 00	X						40,000	146,200	17,778
EDWARD OLSON PRESIDENT	40 00	X		X				489,232	0	141,133
ARCHEBALD PEQUET MD SECRETARY	2 00	X		X				56,160	0	0
DAN DANGELO DDS VICE CHAIRMAN	2 00	X		X				0	0	0
THOMAS E DALUM CHAIRMAN	2 00	X		X				0	0	0
NANINE NELSON ASSISTANT TREASURER	2 00	X		X				0	314,761	41,430
SUSAN EDWARDS PRESIDENT/CEO(PART YR)	2 00			X				0	0	0
REXFORD W TITUS III PRESDIENT/CEO (PART YR)	2 00			X				0	810,907	331,932
ROBERT W MLYNAREK CHIEF FINANCIAL OFFICER	2 00			X				0	404,879	40,009
KATHIE STROMBOM EXECUTIVE VICE PRESIDENT	40 00				X			210,628	0	12,885
DR JAMES GARDNER MD VP - MEDICAL AFFAIRS	40 00				X			336,145	0	43,406
CATHY RAPP VP - CHIEF NURSING OFFICER	40 00				X			180,261	0	21,481
KENNETH PRICE VP - CHIEF OPERATING EX	40 00				X			241,062	0	35,727
ERIC G HENDEE CHIEF PHYSICIST	40 00					X		190,796	0	35,369
JOSEPH T BOTTICELLI DIRECTOR-PHARMACY	40 00					X		170,977	0	19,890
FREDERICK L SYRJANEN EXECUTIVE DIRECTOR	40 00					X		160,688	0	18,172

Form 990, Part VII - Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(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			
BARBARA J MATHISON EXECUTIVE DIRECTOR	40 00					X		159,320	0	26,233
MARY JANE REICHART EXECUTIVE DIRECTOR	40 00					X		153,435	0	31,168
ELAINE BANZHAF FORMER KEY EMPLOYEE	2 00						X	34,359	0	359

Form 990, Part IX - Statement of Functional Expenses - 24a - 24e Other Expenses

Do not include amounts reported on line 6b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
DRUGS & PHARMACEUTICALS	20,559,775	20,559,775		
BAD DEBTS	18,304,695	18,304,695		
MEDICAID PROVIDER TAXES	12,761,935	12,761,935		
MISCELLANEOUS	1,685,309	477,440	1,343,846	-135,977
EDUCATION & TRAINING	258,786	214,200	42,940	1,646