



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



|                                                                               |                                                                                                                                                                                                                                                                                                        |                                  |
|-------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|
| Form <b>990</b><br><br>Department of the Treasury<br>Internal Revenue Service | <b>Return of Organization Exempt From Income Tax</b><br><br><b>Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)</b><br><br>The organization may have to use a copy of this return to satisfy state reporting requirements | OMB No 1545-0047                 |
|                                                                               |                                                                                                                                                                                                                                                                                                        | <b>2010</b>                      |
|                                                                               |                                                                                                                                                                                                                                                                                                        | <b>Open to Public Inspection</b> |

|                                                                                                                                                                                                                                                                                              |                                                                                                          |                                                                                                                                                |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>A For the 2010 calendar year, or tax year beginning 01-01-2010 and ending 12-31-2010</b>                                                                                                                                                                                                  |                                                                                                          |                                                                                                                                                |
| <b>B</b> Check if applicable<br><input type="checkbox"/> Address change<br><input type="checkbox"/> Name change<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Terminated<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Application pending | <b>C</b> Name of organization<br>Rockford Health Physicians                                              | <b>D Employer identification number</b><br><br>36-3907436                                                                                      |
|                                                                                                                                                                                                                                                                                              | Doing Business As                                                                                        | <b>E Telephone number</b><br><br>(815) 971-5000                                                                                                |
|                                                                                                                                                                                                                                                                                              | Number and street (or P O box if mail is not delivered to street address)<br>2300 N Rockton Ave          | Room/suite                                                                                                                                     |
|                                                                                                                                                                                                                                                                                              | City or town, state or country, and ZIP + 4<br>Rockford, IL 61103                                        |                                                                                                                                                |
|                                                                                                                                                                                                                                                                                              | <b>F</b> Name and address of principal officer<br>Gary Kaatz<br>2400 N Rockton Ave<br>Rockford, IL 61103 |                                                                                                                                                |
|                                                                                                                                                                                                                                                                                              |                                                                                                          | <b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                         |
|                                                                                                                                                                                                                                                                                              |                                                                                                          | <b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No<br>If "No," attach a list (see instructions) |
|                                                                                                                                                                                                                                                                                              |                                                                                                          | <b>H(c)</b> Group exemption number ▶                                                                                                           |
| <b>I</b> Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) ◀ (insert no ) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527                                                                                              |                                                                                                          |                                                                                                                                                |
| <b>J Website:</b> ▶ WWW.RHSNET.ORG                                                                                                                                                                                                                                                           |                                                                                                          |                                                                                                                                                |
| <b>K</b> Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶                                                                                                           |                                                                                                          | <b>L</b> Year of formation 1993                                                                                                                |
|                                                                                                                                                                                                                                                                                              |                                                                                                          | <b>M</b> State of legal domicile IL                                                                                                            |

|               |                |
|---------------|----------------|
| <b>Part I</b> | <b>Summary</b> |
|---------------|----------------|

|                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                  |                     |
|------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|---------------------|
| Activities & Governance                                                                  | <b>1</b> Briefly describe the organization’s mission or most significant activities<br>To improve and protect the health and welfare of the community we have 179 providers skilled at 30 specialites Our physicians also staff the Level I Trauma Center, as well as the Brain & Spine Center, and the area's only Level III Regional Perinatal Center including a 44-bed Neonatal Intensive Care Unit We have both adult and pediatric critical care Intensivists along with our adult & pediatric Hospitalists to care for all in-house patients To improve and protect the health and welfare of the community we have 179 providers skilled at 30 specialites Our physicians also staff the Level I Trauma Center, as well as the Brain Spine Center, and the areas only Level III Regional Perinatal Center including a 44-bed Neonatal Intensive Care Unit We have both adult and pediatric critical care Intensivists along with our adult pediatric Hospitalists to care for all in-house patients |                                  |                     |
|                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                  |                     |
|                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                  |                     |
|                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                  |                     |
|                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                  |                     |
|                                                                                          | <b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                  |                     |
|                                                                                          | <b>3</b> Number of voting members of the governing body (Part VI, line 1a) . . . . .                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <b>3</b>                         | 15                  |
|                                                                                          | <b>4</b> Number of independent voting members of the governing body (Part VI, line 1b) . . . . .                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>4</b>                         | 8                   |
|                                                                                          | <b>5</b> Total number of individuals employed in calendar year 2010 (Part V, line 2a) . . . . .                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>5</b>                         | 746                 |
|                                                                                          | <b>6</b> Total number of volunteers (estimate if necessary) . . . . .                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>6</b>                         | 12                  |
| <b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12 . . . . . | <b>7a</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 0                                |                     |
| <b>b</b> Net unrelated business taxable income from Form 990-T, line 34 . . . . .        | <b>7b</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                  |                     |
| Revenue                                                                                  | <b>8</b> Contributions and grants (Part VIII, line 1h) . . . . .                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>Prior Year</b>                | <b>Current Year</b> |
|                                                                                          | <b>9</b> Program service revenue (Part VIII, line 2g) . . . . .                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 31,800                           | 35,954              |
|                                                                                          | <b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d ) . . . . .                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 77,995,168                       | 81,150,885          |
|                                                                                          | <b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 26,052                           | 22,667              |
|                                                                                          | <b>12</b> Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) . . . . .                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 294,145                          | 622,692             |
|                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 78,347,165                       | 81,832,198          |
| Expenses                                                                                 | <b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1–3 ) . . . . .                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                  | 0                   |
|                                                                                          | <b>14</b> Benefits paid to or for members (Part IX, column (A), line 4) . . . . .                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                  | 0                   |
|                                                                                          | <b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 82,001,622                       | 84,105,815          |
|                                                                                          | <b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e) . . . . .                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                  | 0                   |
|                                                                                          | <b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ <sup>0</sup>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                  |                     |
|                                                                                          | <b>17</b> Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f) . . . . .                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 39,974,779                       | 38,398,767          |
|                                                                                          | <b>18</b> Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 121,976,401                      | 122,504,582         |
|                                                                                          | <b>19</b> Revenue less expenses Subtract line 18 from line 12 . . . . .                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | -43,629,236                      | -40,672,384         |
| Net Assets or Fund Balances                                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>Beginning of Current Year</b> | <b>End of Year</b>  |
|                                                                                          | <b>20</b> Total assets (Part X, line 16) . . . . .                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 55,021,629                       | 57,821,261          |
|                                                                                          | <b>21</b> Total liabilities (Part X, line 26) . . . . .                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 79,248,955                       | 78,177,386          |
|                                                                                          | <b>22</b> Net assets or fund balances Subtract line 21 from line 20 . . . . .                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | -24,227,326                      | -20,356,125         |

|                |                        |
|----------------|------------------------|
| <b>Part II</b> | <b>Signature Block</b> |
|----------------|------------------------|

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.

|                               |                                                                    |                                       |                 |                                                 |                           |
|-------------------------------|--------------------------------------------------------------------|---------------------------------------|-----------------|-------------------------------------------------|---------------------------|
| <b>Sign Here</b>              | Signature of officer                                               |                                       | 2011-10-20      |                                                 |                           |
|                               |                                                                    |                                       | Date            |                                                 |                           |
| <b>Paid Preparer Use Only</b> | Print/Type preparer's name Matthew Petroski                        | Preparer's signature Matthew Petroski | Date 2011-10-20 | Check if self-employed <input type="checkbox"/> | PTIN                      |
|                               | Firm's name ▶ PriceWaterhouseCoopers LLP                           |                                       |                 |                                                 | Firm's EIN ▶              |
|                               | Firm's address ▶ 2001 Market St Ste 1700<br>Philadelphia, PA 19103 |                                       |                 |                                                 | Phone no ▶ (267) 330-3000 |

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

Part III

Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

1

Briefly describe the organization's mission

The goal of Rockford Health Physicians RHPH is to improve and protect the health and welfare of the community in accordance with our mission Superior Care Everyday For all our patients We will fulfill our committment through performance excellence, innovation, and lifelong learning

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 \$ 93,440,661 including grants of \$ ) (Revenue \$ 68,526,157 )

Physician primary and specialty care services were provided to the community on an outpatient basis Physician services were also provided for hospital inpatients, adult pediatric intensive care, inpatient and outpatient surgical services, and support to inpatients for anesthesia, high risk pregnancies, neonatology trauma services These services were available at 9 locations throughout the region including 4 Convenient Care locations that provide for non-life threatening emergencies after regular hours Physicians are available oncall 24-7 for the Level I Trauma Center There were 401,816 office visits in 2010

4b

(Code ) (Expenses \$ 4,187,893 including grants of \$ ) (Revenue \$ 11,974,686 )

Ancillary Medical Services were performed to allow physicians to provide the proper care to achieve the best outcome for each patient There were 315,264 ancillary procedures performed during 2010 RHPH provided 279,997 tests and procedures in clincial areas such as laboratory and radiology including CT scans and mammography Other support services included pulmonary function testing, bone scans, and physical therapy

4c

(Code ) (Expenses \$ 404,456 including grants of \$ ) (Revenue \$ 650,042 )

The Clinical Research Department participates with various studies to provide additional benefits to our patients one tracks the survivors of breast cancer another pharmaceutical study evaluates the effects of a drug that treats osteo/rheumatoid arthritis and another studies gout RHPH participates in a Physician Quality Report Incentive program through Medicare to measure data for quality evaluation RHPH is also committed to providing services for Maternal and Child care as well as families through Illinois Health Connect, a means-tested program that helps kids and families get health care and stay healthy by choosing a medical home RHPH also partners with neighboring schools to provide physicals and screenings Staff and physicians participated in various health fairs and hosted educational forums in the communities to bring residents an awareness of a variety of health/wellness related topics - such as heart disease and prevention, healthy eating, childrens health concerns, and aging issues

4d

Other program services (Describe in Schedule O )

(Expenses \$ including grants of \$ ) (Revenue \$ )

4e

Total program service expenses \$ 98,033,010

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 (see instruction)?                                                                                                                                       | 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 <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II . . . . .                                                                                                             | 4       | No |
| 5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? 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      | No |
| 11 If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable                                                                                                                                                                           |         |    |
| a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.                                                                                                     | 11a Yes |    |
| b 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.                                                                                                                    | 11b     | No |
| c 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.                                                                                                                    | 11c     | No |
| d 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.                                                  | 11d Yes |    |
| e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.                                                                                                                                                                                                    | 11e     | No |
| f 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 (ASC 740)? If "Yes," complete Schedule D, Part X.                                                                           | 11f     | No |
| 12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII                                                                              | 12a Yes |    |
| b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional  | 12b 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, Parts I and IV . . . . .                                                                                 | 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, Parts II and IV . . . . .                                                                                                   | 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, Parts III and IV . . . . .                                                                                                       | 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 (see instructions)                                                                                                           | 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 |
| 20a Did the organization operate one or more hospitals? If "Yes," complete Schedule H . . . . .                                                                                                                                                                                                                             | 20a     | No |
| b If "Yes" to line 20a, did the organization attach its audited financial statement to this return? <b>Note.</b> Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)                                                                                        | 20b     |    |

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? <i>If "Yes," complete Schedule I, Parts I and II</i> . . . . .                                                      | 21  |     | No |
| 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? <i>If "Yes," complete Schedule I, Parts I and III</i> . . . . .                                                                       | 22  |     | No |
| 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? <i>If "Yes," complete Schedule J</i> . . . . .            | 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? <i>If "Yes," answer lines 24b-24d and complete Schedule K. If "No," go to line 25</i> . . . . . | 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 | <b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</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? <i>If "Yes," complete Schedule L, Part I</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? <i>If "Yes," complete Schedule L, Part II</i> . . . . .                                | 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? <i>If "Yes," complete Schedule L, Part III</i> . . . . .        | 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? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .                                                                                                                                                               | 28a |     | No |
| b   | A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .                                                                                                                                            | 28b |     | No |
| c   | An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .                                                | 28c |     | No |
| 29  | Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> . . . . .                                                                                                                                                              | 29  |     | No |
| 30  | Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> . . . . .                                                                                              | 30  |     | No |
| 31  | Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> . . . . .                                                                                                                                                    | 31  |     | No |
| 32  | Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> . . . . .                                                                                                                                  | 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? <i>If "Yes," complete Schedule R, Part I</i> . . . . .                                                                                  | 33  |     | No |
| 34  | Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i> . . . . .                                                                                                                                     | 34  | Yes |    |
| 35  | Is any related organization a controlled entity within the meaning of section 512(b)(13)? . . . . .                                                                                                                                                                                    | 35  | Yes |    |
| a   | Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No       |     |     |    |
| 36  | <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .                                                                                       | 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? <i>If "Yes," complete Schedule R, Part VI</i> . . . . .                                         | 37  |     | No |
| 38  | Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O . . . . .                                                                                           | 38  |     | No |

| Part V Statements Regarding Other IRS Filings and Tax Compliance                                                                                                                                                                                                        |                                                                                                                                                                                                                                            |     |     |    |    |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|----|----|
| Check if Schedule O contains a response to any question in this Part V <input type="checkbox"/>                                                                                                                                                                         |                                                                                                                                                                                                                                            |     |     |    |    |
|                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                            |     | Yes | No |    |
| 1a                                                                                                                                                                                                                                                                      | Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.                                                                                                                                                              | 1a  | 57  |    |    |
| 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  | 746 |    |    |
| b                                                                                                                                                                                                                                                                       | If at least one is reported on line 2a, did the organization file all required federal employment tax returns?                                                                                                                             | 2b  | Yes |    |    |
| Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).                                                                                                                                                              |                                                                                                                                                                                                                                            |     |     |    |    |
| 3a                                                                                                                                                                                                                                                                      | Did the organization have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                              | 3a  |     |    | No |
| b                                                                                                                                                                                                                                                                       | If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.                                                                                                                                          | 3b  |     |    |    |
| 4a                                                                                                                                                                                                                                                                      | At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? | 4a  |     |    | No |
| b                                                                                                                                                                                                                                                                       | If "Yes," enter the name of the foreign country:<br>See instructions for 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?                                                                                                                                                                          | 5c  |     |    | No |
| 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 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                                                                                                                                                                                                                                                                       | If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?                                                                                                           | 7g  |     |    |    |
| h                                                                                                                                                                                                                                                                       | If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?                                                                                                         | 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?                                                                                                                                                          |                                                                                                                                                                                                                                            |     |     |    |    |
| b                                                                                                                                                                                                                                                                       | If "Yes," enter the amount of tax-exempt interest received or accrued during the year.                                                                                                                                                     | 12b |     |    |    |
| 13 Section 501(c)(29) qualified nonprofit health insurance issuers.                                                                                                                                                                                                     |                                                                                                                                                                                                                                            |     |     |    |    |
| a                                                                                                                                                                                                                                                                       | Is the organization licensed to issue qualified health plans in more than one state?<br>Note. See the instructions for additional information the organization must report on Schedule O.                                                  | 13a |     |    |    |
| b                                                                                                                                                                                                                                                                       | Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.                                                                                 | 13b |     |    |    |
| c                                                                                                                                                                                                                                                                       | Enter the amount of reserves on hand.                                                                                                                                                                                                      | 13c |     |    |    |
| 14a Did the organization receive any payments for indoor tanning services during the tax year?                                                                                                                                                                          |                                                                                                                                                                                                                                            |     |     |    |    |
| 14a                                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                            |     |     |    |    |
| b                                                                                                                                                                                                                                                                       | If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.                                                                                                                                 | 14b |     |    | No |

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.  
Check if Schedule O contains a response to any question in this Part VI

| Section A. Governing Body and Management |                                                                                                                                                                                                                     |    | Yes | No |
|------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|----|
| 1a                                       | Enter the number of voting members of the governing body at the end of the tax year                                                                                                                                 | 15 |     |    |
| b                                        | Enter the number of voting members included in line 1a, above, who are independent                                                                                                                                  | 8  |     |    |
| 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 governing documents since the prior Form 990 was filed?                                                                                                    | 4  |     | No |
| 5                                        | Did the organization become aware during the year of a significant diversion of the organization's assets?                                                                                                          | 5  |     | No |
| 6                                        | Does the organization have members or stockholders?                                                                                                                                                                 | 6  | Yes |    |
| 7a                                       | Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?                                                                                         | 7a | Yes |    |
| b                                        | Are any decisions of the governing body subject to approval by members, stockholders, or other persons?                                                                                                             | 7b | Yes |    |
| 8                                        | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following                                                                                    |    |     |    |
| a                                        | The governing body?                                                                                                                                                                                                 | 8a | Yes |    |
| b                                        | Each committee with authority to act on behalf of the governing body?                                                                                                                                               | 8b | Yes |    |
| 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 |     |    |
| 11a                                                                                                                 | Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?                                                                                                                                                                             | 11a | Yes |    |
| b                                                                                                                   | Describe in Schedule O the process, if any, used by the organization to review this 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 15a or 15b, 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 filedIL                                                                                                                                                                                                                                                                                       |
| 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.<br><input type="checkbox"/> Own website <input checked="" type="checkbox"/> Another's website <input checked="" type="checkbox"/> 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.<br>David Vola, Controllor<br>2400 N Rockton Avenue<br>Rockford, IL 61103<br>(815) 971-5000                                                                                                                                           |

Part VII

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

Check if Schedule O contains a response to any question in this Part VII

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.

- 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, if any. 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, and 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 neither the organization nor any related organization compensated any current officer, director, or trustee

| (A)<br>Name and Title               | (B)<br>Average hours per week (describe hours for related organizations in Schedule O) | (C)<br>Position (check all that apply) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|-------------------------------------|----------------------------------------------------------------------------------------|----------------------------------------|-----------------------|---------|--------------|------------------------------|--------|----------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
|                                     |                                                                                        | Individual trustee or director         | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former |                                                                      |                                                                           |                                                                                               |
| (1) Duane RBach<br>Treas            | 10                                                                                     | X                                      |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| (2) Jack JBecherer<br>Director      | 60                                                                                     | X                                      |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| (3) James WBreckenridge<br>Director | 47 00                                                                                  | X                                      |                       |         |              |                              |        | 478,500                                                              | 0                                                                         | 103,356                                                                                       |
| (4) Thomas DBudd<br>Director        | 30                                                                                     | X                                      |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| (5) John WChadwick<br>Director      | 30                                                                                     | X                                      |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| (6) Eleanor FDoar<br>Vice Chair     | 10                                                                                     | X                                      |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| (7) John TDorsey<br>Director        | 60 00                                                                                  | X                                      |                       |         |              |                              |        | 273,716                                                              | 0                                                                         | 49,864                                                                                        |
| (8) Pamela SFox<br>Director         | 10                                                                                     | X                                      |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| (9) Jos LGonzalez<br>Director       | 52 20                                                                                  | X                                      |                       |         |              |                              |        | 374,511                                                              | 0                                                                         | 68,096                                                                                        |
| (10) Alphonso NGoode<br>Director    | 1 00                                                                                   | X                                      |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| (11) Paul AGreen<br>Chairman        | 10                                                                                     | X                                      |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| (12) Gary EKaatz<br>President       | 1 00                                                                                   | X                                      |                       | X       |              |                              |        | 0                                                                    | 969,051                                                                   | 150,705                                                                                       |
| (13) Dennis TUehara<br>Director     | 29 00                                                                                  | X                                      |                       |         |              |                              |        | 412,499                                                              | 0                                                                         | 70,487                                                                                        |
| (14) Connie MVitali<br>Director     | 10                                                                                     | X                                      |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| (15) Curtis DWorden<br>Director     | 30                                                                                     | X                                      |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| (16) Henry MSeybold<br>Treasurer    | 1 00                                                                                   |                                        |                       | X       |              |                              |        | 0                                                                    | 439,583                                                                   | 59,187                                                                                        |

Part VII

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

| (A)<br>Name and Title                                          | (B)<br>Average hours per week (describe hours for related organizations in Schedule O) | (C)<br>Position (check all that apply) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|----------------------------------------------------------------|----------------------------------------------------------------------------------------|----------------------------------------|-----------------------|---------|--------------|------------------------------|--------|----------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
|                                                                |                                                                                        | Individual trustee or director         | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former |                                                                      |                                                                           |                                                                                               |
| (17) Julie APeterson<br>Secretary                              | 2 00                                                                                   |                                        |                       | X       |              |                              |        | 0                                                                    | 71,646                                                                    | 27,194                                                                                        |
| (18) Kevin Ruggles<br>Chief Phy Exec                           | 10                                                                                     |                                        |                       | X       |              |                              |        | 603,200                                                              | 0                                                                         | 103,178                                                                                       |
| (19) John Rhoades<br>COO                                       | 40 00                                                                                  |                                        |                       | X       |              |                              |        | 326,686                                                              | 0                                                                         | 191,703                                                                                       |
| (20) James Sturm<br>Physician                                  | 40 00                                                                                  |                                        |                       |         |              | X                            |        | 1,059,934                                                            | 0                                                                         | 391,943                                                                                       |
| (21) Allan Gocio<br>Physician                                  | 40 00                                                                                  |                                        |                       |         |              | X                            |        | 624,284                                                              | 0                                                                         | 22,092                                                                                        |
| (22) Scott Weintraub<br>Physician                              | 40 00                                                                                  |                                        |                       |         |              | X                            |        | 595,977                                                              | 0                                                                         | 147,216                                                                                       |
| (23) Arthur Rettig<br>Physician                                | 40 00                                                                                  |                                        |                       |         |              | X                            |        | 777,762                                                              | 0                                                                         | 50,958                                                                                        |
| (24) Paula Melone<br>Physician                                 | 40 00                                                                                  |                                        |                       |         |              | X                            |        | 632,841                                                              | 0                                                                         | 22,961                                                                                        |
| (25) Dennis Oltz<br>VP Finance                                 | 40 00                                                                                  |                                        |                       |         |              |                              | X      | 196,419                                                              | 0                                                                         | 36,164                                                                                        |
|                                                                |                                                                                        |                                        |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
|                                                                |                                                                                        |                                        |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
|                                                                |                                                                                        |                                        |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| <b>1b Sub-Total</b>                                            |                                                                                        |                                        |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| <b>c Total from continuation sheets to Part VII, Section A</b> |                                                                                        |                                        |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| <b>d Total (add lines 1b and 1c)</b>                           |                                                                                        |                                        |                       |         |              |                              |        | 6,356,329                                                            | 1,480,280                                                                 | 1,495,104                                                                                     |

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization14

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

Section B. Independent Contractors

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

| (A)<br>Name and business address                                                                                                                                     | (B)<br>Description of services | (C)<br>Compensation |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|---------------------|
| Bratislav Velimirovic<br>1031 W Newport Ave 3<br>Chicago, IL 60657                                                                                                   | Healthcare Services            | 1,099,855           |
| Athena Health<br>PO Box 7247-6482<br>Philadelphia, PA 19170                                                                                                          | Billing Services               | 4,060,311           |
| Rock Valley Industries<br>5549 International Drive<br>Rockford, IL 61109                                                                                             | Janitorial Services            | 619,418             |
| Integrity Rehab Group In<br>1945 Scottsville Rd B-2 PMB356<br>Bowling Green, KY 42104                                                                                | Healthcare Services            | 623,415             |
| CompHealth<br>PO Box 972651<br>Dallas, TX 753972651                                                                                                                  | Healthcare Services            | 754,479             |
| 2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization20 |                                |                     |

Part VIII

Statement of Revenue

|                                                           |                                                                    |                                                                                                                                            |                                                                                          | (A)<br>Total revenue | (B)<br>Related<br>or<br>exempt<br>function<br>revenue | (C)<br>Unrelated<br>business<br>revenue | (D)<br>Revenue<br>excluded<br>from<br>tax<br>under<br>sections<br><br>512,<br>513, or<br>514 |               |
|-----------------------------------------------------------|--------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|----------------------|-------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------------------------|---------------|
| Contributions, gifts, grants<br>and other similar amounts | 1a                                                                 | Federated campaigns . . .                                                                                                                  | 1a                                                                                       |                      | 35,954                                                |                                         |                                                                                              |               |
|                                                           | b                                                                  | Membership dues . . . . .                                                                                                                  | 1b                                                                                       |                      |                                                       |                                         |                                                                                              |               |
|                                                           | c                                                                  | Fundraising events . . . . .                                                                                                               | 1c                                                                                       |                      |                                                       |                                         |                                                                                              |               |
|                                                           | d                                                                  | Related organizations . . . . .                                                                                                            | 1d                                                                                       | 26,898               |                                                       |                                         |                                                                                              |               |
|                                                           | e                                                                  | Government grants (contributions)                                                                                                          | 1e                                                                                       |                      |                                                       |                                         |                                                                                              |               |
|                                                           | f                                                                  | All other contributions, gifts, grants, and<br>similar amounts not included above                                                          | 1f                                                                                       | 9,056                |                                                       |                                         |                                                                                              |               |
|                                                           | g                                                                  | Noncash contributions included in lines 1a-1f \$                                                                                           |                                                                                          |                      |                                                       |                                         |                                                                                              |               |
|                                                           | h                                                                  | Total. Add lines 1a-1f . . . . .                                                                                                           |                                                                                          |                      |                                                       |                                         |                                                                                              |               |
|                                                           | Program Service Revenue                                            | 2a                                                                                                                                         |                                                                                          |                      |                                                       |                                         |                                                                                              | Business Code |
|                                                           |                                                                    | Physician Medical Services                                                                                                                 | 621110                                                                                   | 43,347,401           | 43,347,401                                            |                                         |                                                                                              |               |
| b                                                         |                                                                    | Ancillary Medical Services                                                                                                                 | 621400                                                                                   | 7,574,794            | 7,574,794                                             |                                         |                                                                                              |               |
| c                                                         |                                                                    | Medicare/Medicaid                                                                                                                          | 900099                                                                                   | 29,578,648           | 29,578,648                                            |                                         |                                                                                              |               |
| d                                                         |                                                                    | Clinical Research                                                                                                                          | 900099                                                                                   | 112,892              | 112,892                                               |                                         |                                                                                              |               |
| e                                                         |                                                                    | Health Connect, PQRI and MCH                                                                                                               | 621400                                                                                   | 537,150              | 537,150                                               |                                         |                                                                                              |               |
| f                                                         |                                                                    | All other program service revenue                                                                                                          |                                                                                          |                      |                                                       |                                         |                                                                                              |               |
| g                                                         |                                                                    | Total. Add lines 2a-2f . . . . .                                                                                                           |                                                                                          |                      |                                                       |                                         |                                                                                              |               |
| Other Revenue                                             |                                                                    | 3                                                                                                                                          | Investment income (including dividends, interest<br>and other similar amounts) . . . . . |                      |                                                       | 23,525                                  |                                                                                              | 23,525        |
|                                                           | 4                                                                  | Income from investment of tax-exempt bond proceeds . . .                                                                                   |                                                                                          |                      |                                                       |                                         |                                                                                              |               |
|                                                           | 5                                                                  | Royalties . . . . .                                                                                                                        |                                                                                          |                      |                                                       |                                         |                                                                                              |               |
|                                                           | 6a                                                                 | Gross Rents                                                                                                                                | (i) Real                                                                                 | (ii) Personal        | 225,512                                               |                                         | 225,512                                                                                      |               |
|                                                           |                                                                    |                                                                                                                                            | 539,449                                                                                  |                      |                                                       |                                         |                                                                                              |               |
|                                                           |                                                                    | b                                                                                                                                          | Less rental expenses                                                                     |                      |                                                       |                                         |                                                                                              |               |
|                                                           |                                                                    | c                                                                                                                                          | Rental income or (loss)                                                                  |                      |                                                       |                                         |                                                                                              |               |
|                                                           | d                                                                  | Net rental income or (loss) . . . . .                                                                                                      |                                                                                          |                      |                                                       |                                         |                                                                                              |               |
|                                                           | 7a                                                                 | Gross amount from sales of<br>assets other than inventory                                                                                  | (i) Securities                                                                           | (ii) Other           | -858                                                  |                                         | -858                                                                                         |               |
|                                                           |                                                                    |                                                                                                                                            | 30                                                                                       |                      |                                                       |                                         |                                                                                              |               |
|                                                           |                                                                    | b                                                                                                                                          | Less cost or other basis and<br>sales expenses                                           |                      |                                                       |                                         |                                                                                              |               |
|                                                           |                                                                    | c                                                                                                                                          | Gain or (loss)                                                                           |                      |                                                       |                                         |                                                                                              |               |
|                                                           | d                                                                  | Net gain or (loss) . . . . .                                                                                                               |                                                                                          |                      |                                                       |                                         |                                                                                              |               |
|                                                           | 8a                                                                 | Gross income from fundraising events<br>(not including \$ _____<br>of contributions reported on line 1c)<br>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<br>returns and allowances . . . . . | a                                                                                                                                          |                                                                                          |                      |                                                       |                                         |                                                                                              |               |
|                                                           |                                                                    |                                                                                                                                            |                                                                                          |                      |                                                       |                                         |                                                                                              |               |
|                                                           | b                                                                  | Less cost of goods sold . . . . .                                                                                                          | b                                                                                        |                      |                                                       |                                         |                                                                                              |               |
| c                                                         | Net income or (loss) from sales of inventory . . .                 |                                                                                                                                            |                                                                                          |                      |                                                       |                                         |                                                                                              |               |
| Miscellaneous Revenue                                     |                                                                    |                                                                                                                                            |                                                                                          | Business Code        | 397,180                                               |                                         |                                                                                              |               |
| 11a                                                       | Partnership Income                                                 | 621300                                                                                                                                     | 31,873                                                                                   | 31,873               |                                                       |                                         |                                                                                              |               |
|                                                           | b                                                                  | Purchase Discounts                                                                                                                         | 900099                                                                                   | 9,963                |                                                       |                                         |                                                                                              | 9,963         |
|                                                           | c                                                                  | Support Services                                                                                                                           | 561499                                                                                   | 60,662               |                                                       |                                         |                                                                                              | 60,662        |
|                                                           | d                                                                  | All other revenue . . . . .                                                                                                                |                                                                                          | 294,682              |                                                       |                                         |                                                                                              | 294,682       |
|                                                           | e                                                                  | Total. Add lines 11a-11d . . . . .                                                                                                         |                                                                                          |                      |                                                       |                                         |                                                                                              |               |
| 12                                                        | Total revenue. See Instructions . . . . .                          |                                                                                                                                            |                                                                                          | 81,832,198           | 81,150,885                                            | 645,359                                 |                                                                                              |               |

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)<br>Total expenses | (B)<br>Program service expenses | (C)<br>Management and general expenses | (D)<br>Fundraising expenses |
|--------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|---------------------------------|----------------------------------------|-----------------------------|
| 1                                                                              | Grants and other assistance to governments and organizations in the U S See Part IV, line 21                                                                                                                                                     | 0                     |                                 |                                        |                             |
| 2                                                                              | Grants and other assistance to individuals in the U S See Part IV, line 22                                                                                                                                                                       | 0                     |                                 |                                        |                             |
| 3                                                                              | Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16                                                                                                                          | 0                     |                                 |                                        |                             |
| 4                                                                              | Benefits paid to or for members                                                                                                                                                                                                                  | 0                     |                                 |                                        |                             |
| 5                                                                              | Compensation of current officers, directors, trustees, and key employees . . . . .                                                                                                                                                               | 3,288,380             | 2,537,408                       | 750,972                                |                             |
| 6                                                                              | Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . . .                                                                                          | 0                     |                                 |                                        |                             |
| 7                                                                              | Other salaries and wages                                                                                                                                                                                                                         | 67,116,944            | 61,388,889                      | 5,728,055                              |                             |
| 8                                                                              | Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . . . .                                                                                                                                          | 3,019,817             | 2,777,357                       | 242,460                                |                             |
| 9                                                                              | Other employee benefits . . . . .                                                                                                                                                                                                                | 7,490,605             | 6,343,554                       | 1,147,051                              |                             |
| 10                                                                             | Payroll taxes . . . . .                                                                                                                                                                                                                          | 3,190,069             | 2,878,384                       | 311,685                                |                             |
| a                                                                              | Fees for services (non-employees)                                                                                                                                                                                                                |                       |                                 |                                        |                             |
|                                                                                | Management . . . . .                                                                                                                                                                                                                             | 1,750,140             |                                 | 1,750,140                              |                             |
| b                                                                              | Legal . . . . .                                                                                                                                                                                                                                  | 351,674               |                                 | 351,674                                |                             |
| c                                                                              | Accounting . . . . .                                                                                                                                                                                                                             | 69,321                |                                 | 69,321                                 |                             |
| d                                                                              | Lobbying . . . . .                                                                                                                                                                                                                               | 0                     |                                 |                                        |                             |
| e                                                                              | Professional fundraising services See Part IV, line 17 . . . . .                                                                                                                                                                                 |                       |                                 |                                        |                             |
| f                                                                              | Investment management fees . . . . .                                                                                                                                                                                                             | 0                     |                                 |                                        |                             |
| g                                                                              | Other . . . . .                                                                                                                                                                                                                                  | 4,770,916             | 4,149,742                       | 621,174                                |                             |
| 12                                                                             | Advertising and promotion . . . . .                                                                                                                                                                                                              | 746,396               | 100                             | 746,296                                |                             |
| 13                                                                             | Office expenses . . . . .                                                                                                                                                                                                                        | 2,603,353             | 1,574,080                       | 1,029,273                              |                             |
| 14                                                                             | Information technology . . . . .                                                                                                                                                                                                                 | 1,220,139             | 910,102                         | 310,037                                |                             |
| 15                                                                             | Royalties . . . . .                                                                                                                                                                                                                              | 0                     |                                 |                                        |                             |
| 16                                                                             | Occupancy . . . . .                                                                                                                                                                                                                              | 5,412,768             | 432,767                         | 4,980,001                              |                             |
| 17                                                                             | Travel . . . . .                                                                                                                                                                                                                                 | 60,210                | 35,640                          | 24,570                                 |                             |
| 18                                                                             | Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .                                                                                                                                         | 0                     |                                 |                                        |                             |
| 19                                                                             | Conferences, conventions, and meetings . . . . .                                                                                                                                                                                                 | 94,358                | 45,704                          | 48,654                                 |                             |
| 20                                                                             | Interest . . . . .                                                                                                                                                                                                                               | 974,908               |                                 | 974,908                                |                             |
| 21                                                                             | Payments to affiliates . . . . .                                                                                                                                                                                                                 | 0                     |                                 |                                        |                             |
| 22                                                                             | Depreciation, depletion, and amortization . . . . .                                                                                                                                                                                              | 3,640,867             | 626,459                         | 3,014,408                              |                             |
| 23                                                                             | Insurance . . . . .                                                                                                                                                                                                                              | 2,228,670             | 1,913,191                       | 315,479                                |                             |
| 24                                                                             | Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O )                                                  |                       |                                 |                                        |                             |
| a                                                                              | Bad Debt                                                                                                                                                                                                                                         | 4,491,610             | 4,491,610                       |                                        |                             |
| b                                                                              | Drugs and Medical Supplies                                                                                                                                                                                                                       | 4,432,520             | 4,431,700                       | 820                                    |                             |
| c                                                                              | Other Purchased Services                                                                                                                                                                                                                         | 4,314,045             | 2,901,113                       | 1,412,932                              |                             |
| d                                                                              |                                                                                                                                                                                                                                                  |                       |                                 |                                        |                             |
| e                                                                              |                                                                                                                                                                                                                                                  |                       |                                 |                                        |                             |
| f                                                                              | All other expenses                                                                                                                                                                                                                               | 1,236,872             | 595,210                         | 641,662                                |                             |
| 25                                                                             | Total functional expenses. Add lines 1 through 24f                                                                                                                                                                                               | 122,504,582           | 98,033,010                      | 24,471,572                             | 0                           |
| 26                                                                             | Joint costs. Check here <input checked="" type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation |                       |                                 |                                        |                             |

Part X

Balance Sheet

|                             |            |                                                                                                                                                                                                                                                                                                      |            |            | (A)               |            | (B)         |
|-----------------------------|------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------------|-------------------|------------|-------------|
|                             |            |                                                                                                                                                                                                                                                                                                      |            |            | Beginning of year |            | End of year |
| Assets                      | <b>1</b>   | Cash—non-interest-bearing . . . . .                                                                                                                                                                                                                                                                  |            |            | 14,265            | <b>1</b>   | 18,435      |
|                             | <b>2</b>   | Savings and temporary cash investments . . . . .                                                                                                                                                                                                                                                     |            |            | 2,577,702         | <b>2</b>   | 3,628,746   |
|                             | <b>3</b>   | Pledges and grants receivable, net . . . . .                                                                                                                                                                                                                                                         |            |            |                   | <b>3</b>   |             |
|                             | <b>4</b>   | Accounts receivable, net . . . . .                                                                                                                                                                                                                                                                   |            |            | 7,316,396         | <b>4</b>   | 7,134,367   |
|                             | <b>5</b>   | Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L . . . . .                                                                                                                                        |            |            |                   | <b>5</b>   |             |
|                             | <b>6</b>   | Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers, and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Schedule L . . . . . |            |            |                   | <b>6</b>   |             |
|                             | <b>7</b>   | Notes and loans receivable, net . . . . .                                                                                                                                                                                                                                                            |            |            |                   | <b>7</b>   |             |
|                             | <b>8</b>   | Inventories for sale or use . . . . .                                                                                                                                                                                                                                                                |            |            | 474,037           | <b>8</b>   | 628,180     |
|                             | <b>9</b>   | Prepaid expenses and deferred charges . . . . .                                                                                                                                                                                                                                                      |            |            | 1,121,536         | <b>9</b>   | 598,268     |
|                             | <b>10a</b> | Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D . . . . .                                                                                                                                                                                                        | <b>10a</b> | 83,118,517 |                   |            |             |
|                             | <b>b</b>   | Less: accumulated depreciation . . . . .                                                                                                                                                                                                                                                             | <b>10b</b> |            | 40,267,242        | <b>10c</b> | 41,911,635  |
|                             | <b>11</b>  | Investments—publicly traded securities . . . . .                                                                                                                                                                                                                                                     |            |            |                   | <b>11</b>  |             |
|                             | <b>12</b>  | Investments—other securities. See Part IV, line 11 . . . . .                                                                                                                                                                                                                                         |            |            |                   | <b>12</b>  |             |
|                             | <b>13</b>  | Investments—program-related. See Part IV, line 11 . . . . .                                                                                                                                                                                                                                          |            |            | 332,857           | <b>13</b>  | 325,043     |
|                             | <b>14</b>  | Intangible assets . . . . .                                                                                                                                                                                                                                                                          |            |            |                   | <b>14</b>  |             |
|                             | <b>15</b>  | Other assets. See Part IV, line 11 . . . . .                                                                                                                                                                                                                                                         |            |            | 2,917,594         | <b>15</b>  | 3,576,587   |
|                             | <b>16</b>  | <b>Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .                                                                                                                                                                                                                           |            |            | 55,021,629        | <b>16</b>  | 57,821,261  |
| Liabilities                 | <b>17</b>  | Accounts payable and accrued expenses . . . . .                                                                                                                                                                                                                                                      |            |            | 51,231,724        | <b>17</b>  | 50,160,155  |
|                             | <b>18</b>  | Grants payable . . . . .                                                                                                                                                                                                                                                                             |            |            |                   | <b>18</b>  |             |
|                             | <b>19</b>  | Deferred revenue . . . . .                                                                                                                                                                                                                                                                           |            |            |                   | <b>19</b>  |             |
|                             | <b>20</b>  | Tax-exempt bond liabilities . . . . .                                                                                                                                                                                                                                                                |            |            | 28,017,231        | <b>20</b>  | 28,017,231  |
|                             | <b>21</b>  | Escrow or custodial account liability. Complete Part IV of Schedule D . . . . .                                                                                                                                                                                                                      |            |            |                   | <b>21</b>  |             |
|                             | <b>22</b>  | Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L . . . . .                                                                                                                       |            |            |                   | <b>22</b>  |             |
|                             | <b>23</b>  | Secured mortgages and notes payable to unrelated third parties . . . . .                                                                                                                                                                                                                             |            |            |                   | <b>23</b>  |             |
|                             | <b>24</b>  | Unsecured notes and loans payable to unrelated third parties . . . . .                                                                                                                                                                                                                               |            |            |                   | <b>24</b>  |             |
|                             | <b>25</b>  | Other liabilities. Complete Part X of Schedule D . . . . .                                                                                                                                                                                                                                           |            |            |                   | <b>25</b>  |             |
|                             | <b>26</b>  | <b>Total liabilities.</b> Add lines 17 through 25 . . . . .                                                                                                                                                                                                                                          |            |            | 79,248,955        | <b>26</b>  | 78,177,386  |
| Net Assets or Fund Balances |            | <b>Organizations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>                                                                                                                                              |            |            |                   |            |             |
|                             | <b>27</b>  | Unrestricted net assets . . . . .                                                                                                                                                                                                                                                                    |            |            | -24,227,326       | <b>27</b>  | -20,356,125 |
|                             | <b>28</b>  | Temporarily restricted net assets . . . . .                                                                                                                                                                                                                                                          |            |            |                   | <b>28</b>  |             |
|                             | <b>29</b>  | Permanently restricted net assets . . . . .                                                                                                                                                                                                                                                          |            |            |                   | <b>29</b>  |             |
|                             |            | <b>Organizations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>                                                                                                                                                                       |            |            |                   |            |             |
|                             | <b>30</b>  | Capital stock or trust principal, or current funds . . . . .                                                                                                                                                                                                                                         |            |            |                   | <b>30</b>  |             |
|                             | <b>31</b>  | Paid-in or capital surplus, or land, building or equipment fund . . . . .                                                                                                                                                                                                                            |            |            |                   | <b>31</b>  |             |
|                             | <b>32</b>  | Retained earnings, endowment, accumulated income, or other funds . . . . .                                                                                                                                                                                                                           |            |            |                   | <b>32</b>  |             |
|                             | <b>33</b>  | <b>Total net assets or fund balances</b> . . . . .                                                                                                                                                                                                                                                   |            |            | -24,227,326       | <b>33</b>  | -20,356,125 |
|                             | <b>34</b>  | <b>Total liabilities and net assets/fund balances</b> . . . . .                                                                                                                                                                                                                                      |            |            | 55,021,629        | <b>34</b>  | 57,821,261  |

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

|   |                                                                                                               |   |             |
|---|---------------------------------------------------------------------------------------------------------------|---|-------------|
| 1 | Total revenue (must equal Part VIII, column (A), line 12)                                                     | 1 | 81,832,198  |
| 2 | Total expenses (must equal Part IX, column (A), line 25)                                                      | 2 | 122,504,582 |
| 3 | Revenue less expenses Subtract line 2 from line 1                                                             | 3 | -40,672,384 |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))                     | 4 | -24,227,326 |
| 5 | Other changes in net assets or fund balances (explain in Schedule O)                                          | 5 | 44,543,585  |
| 6 | Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B)) | 6 | -20,356,125 |

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

|    |                                                                                                                                                                                                                                                                                                                                                  | Yes | No |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1  | Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____<br>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?                                                                                                                                                                                                                                                  |     | No |
| b  | Were the organization's financial statements audited by an independent accountant?                                                                                                                                                                                                                                                               | 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?<br>If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O | 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 separate basis, consolidated basis, or both<br><input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> 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?                                                                                                                                                                                         |     | 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                                                                                                                             |     |    |

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

2010

Open to Public Inspection

Name of the organization  
Rockford Health Physicians

Employer identification number  
36-3907436

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 described in **section 170(b)(1)(A)(i).**

2

☐

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

3

☒

A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

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?  
(i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?  
(ii) a family member of a person described in (i) above?  
(iii) a 35% controlled entity of a person described in (i) or (ii) above?

h

☐

Provide the following information about the supported organization(s)

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

| (i)<br>Name of supported organization | (ii)<br>EIN | (iii)<br>Type of organization (described on lines 1- 9 above or IRC section (see instructions)) | (iv)<br>Is the organization in col (i) listed in your governing document? |    | (v)<br>Did you notify the organization in col (i) of your support? |    | (vi)<br>Is the organization in col (i) organized in the U S ? |    | (vii)<br>Amount of support |
|---------------------------------------|-------------|-------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------|----|--------------------------------------------------------------------|----|---------------------------------------------------------------|----|----------------------------|
|                                       |             |                                                                                                 | Yes                                                                       | No | Yes                                                                | No | Yes                                                           | No |                            |
|                                       |             |                                                                                                 |                                                                           |    |                                                                    |    |                                                               |    |                            |
|                                       |             |                                                                                                 |                                                                           |    |                                                                    |    |                                                               |    |                            |
|                                       |             |                                                                                                 |                                                                           |    |                                                                    |    |                                                               |    |                            |
|                                       |             |                                                                                                 |                                                                           |    |                                                                    |    |                                                               |    |                            |
|                                       |             |                                                                                                 |                                                                           |    |                                                                    |    |                                                               |    |                            |
|                                       |             |                                                                                                 |                                                                           |    |                                                                    |    |                                                               |    |                            |
| Total                                 |             |                                                                                                 |                                                                           |    |                                                                    |    |                                                               |    |                            |

Part II

Support Schedule for Organizations Described in Sections 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 or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

| Section A. Public Support                                                                                                                                                                             |          |          |          |          |          |           |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|----------|----------|-----------|
| Calendar year (or fiscal year beginning in) ▶                                                                                                                                                         | (a) 2006 | (b) 2007 | (c) 2008 | (d) 2009 | (e) 2010 | (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) 2006 | (b) 2007 | (c) 2008 | (d) 2009 | (e) 2010 | (f) Total |
| 7 Amounts from line 4                                                                                                                                                     |          |          |          |          |          |           |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources                                          |          |          |          |          |          |           |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on                                                                      |          |          |          |          |          |           |
| 10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV )                                                                         |          |          |          |          |          |           |
| 11 Total support (Add lines 7 through 10)                                                                                                                                 |          |          |          |          |          |           |
| 12 Gross receipts from related activities, etc (See instructions )                                                                                                        |          |          |          |          | 12       |           |
| 13 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶ |          |          |          |          |          |           |

| Section C. Computation of Public Support Percentage                                                                                                                                                                                                                                                                                                                                          |    |     |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|
| 14 Public Support Percentage for 2010 (line 6 column (f) divided by line 11 column (f))                                                                                                                                                                                                                                                                                                      | 14 | 0 % |
| 15 Public Support Percentage for 2009 Schedule A, Part II, line 14                                                                                                                                                                                                                                                                                                                           | 15 |     |
| 16a 33 1/3% support test—2010. 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—2009. 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—2010. 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—2009. 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 Section 509(a)(2)  
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

| Section A. Public Support                                                                                                                                                  |          |          |          |          |          |           |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|----------|----------|-----------|
| Calendar year (or fiscal year beginning in)                                               | (a) 2006 | (b) 2007 | (c) 2008 | (d) 2009 | (e) 2010 | (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) 2006 | (b) 2007 | (c) 2008 | (d) 2009 | (e) 2010 | (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 section 501(c)(3) organization, check this box and <b>stop here</b>  |          |          |          |          |          |           |

| Section C. Computation of Public Support Percentage                                     |    |     |
|-----------------------------------------------------------------------------------------|----|-----|
| 15 Public Support Percentage for 2010 (line 8 column (f) divided by line 13 column (f)) | 15 | 0 % |
| 16 Public support percentage from 2009 Schedule A, Part III, line 15                    | 16 |     |

| Section D. Computation of Investment Income Percentage                                                                                                                                                                                                                                                                                                           |    |     |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|
| 17 Investment income percentage for 2010 (line 10c column (f) divided by line 13 column (f))                                                                                                                                                                                                                                                                     | 17 | 0 % |
| 18 Investment income percentage from 2009 Schedule A, Part III, line 17                                                                                                                                                                                                                                                                                          | 18 |     |
| 19a 33 1/3% support tests—2010. 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 <b>stop here</b> . The organization qualifies as a publicly supported organization          |    |     |
| b 33 1/3% support tests—2009. 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 <b>stop here</b> . 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 explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

SCHEDULE D  
(Form 990)

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

2010

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

|                                                               |                                                     |
|---------------------------------------------------------------|-----------------------------------------------------|
| <b>Name of the organization</b><br>Rockford Health Physicians | <b>Employer identification number</b><br>36-3907436 |
|---------------------------------------------------------------|-----------------------------------------------------|

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.

|                                                                                                                                                                                                                                                                             |                                                          |                                     |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------|
|                                                                                                                                                                                                                                                                             | <b>(a)</b> Donor advised funds                           | <b>(b)</b> Funds and other accounts |
| <b>1</b> Total number at end of year                                                                                                                                                                                                                                        |                                                          |                                     |
| <b>2</b> Aggregate contributions to (during year)                                                                                                                                                                                                                           |                                                          |                                     |
| <b>3</b> Aggregate grants from (during year)                                                                                                                                                                                                                                |                                                          |                                     |
| <b>4</b> Aggregate value at end of year                                                                                                                                                                                                                                     |                                                          |                                     |
| <b>5</b> Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?                                                           | <input type="checkbox"/> Yes <input type="checkbox"/> No |                                     |
| <b>6</b> 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 | <input type="checkbox"/> Yes <input type="checkbox"/> No |                                     |

Part II

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

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                          |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|
| <b>1</b> Purpose(s) of conservation easements held by the organization (check all that apply)<br><input type="checkbox"/> Preservation of land for public use (e g , recreation or pleasure)<br><input type="checkbox"/> Protection of natural habitat<br><input type="checkbox"/> Preservation of open space<br><input type="checkbox"/> Preservation of an historically importantly land area<br><input type="checkbox"/> Preservation of a certified historic structure |                                                          |
| <b>2</b> 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                                                                                                                                                                                                                                                                                                        |                                                          |
| <b>a</b> Total number of conservation easements                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>Held at the End of the Year</b>                       |
| <b>b</b> Total acreage restricted by conservation easements                                                                                                                                                                                                                                                                                                                                                                                                                | <b>2a</b>                                                |
| <b>c</b> Number of conservation easements on a certified historic structure included in (a)                                                                                                                                                                                                                                                                                                                                                                                | <b>2b</b>                                                |
| <b>d</b> Number of conservation easements included in (c) acquired after 8/17/06                                                                                                                                                                                                                                                                                                                                                                                           | <b>2c</b>                                                |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>2d</b>                                                |
| <b>3</b> Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶ _____                                                                                                                                                                                                                                                                                                                 |                                                          |
| <b>4</b> Number of states where property subject to conservation easement is located ▶ _____                                                                                                                                                                                                                                                                                                                                                                               |                                                          |
| <b>5</b> Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?                                                                                                                                                                                                                                                                                        | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>6</b> Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ▶ _____                                                                                                                                                                                                                                                                                                                                          |                                                          |
| <b>7</b> Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____                                                                                                                                                                                                                                                                                                                                            |                                                          |
| <b>8</b> 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)?                                                                                                                                                                                                                                                                                                                             | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>9</b> 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.

|                                                                                                                                                                                                                                                                                                                                                                                    |            |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| <b>1a</b> 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>b</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                                                     |            |
| <b>(i)</b> Revenues included in Form 990, Part VIII, line 1                                                                                                                                                                                                                                                                                                                        | ▶ \$ _____ |
| <b>(ii)</b> Assets included in Form 990, Part X                                                                                                                                                                                                                                                                                                                                    | ▶ \$ _____ |
| <b>2</b> 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                                                                                                                                                         |            |
| <b>a</b> Revenues included in Form 990, Part VIII, line 1                                                                                                                                                                                                                                                                                                                          | ▶ \$ _____ |
| <b>b</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

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

|    |        |
|----|--------|
|    | Amount |
| 1c |        |
| 1d |        |
| 1e |        |
| 1f |        |

2a

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

☐ Yes

☒ No

b

If "Yes," explain the arrangement in Part XIV

Part V

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

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

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶

b

Permanent endowment ▶

c

Term endowment ▶

3a

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

(i)

unrelated organizations . . . . .

(ii)

related organizations . . . . .

3a(i)

Yes

No

3a(ii)

b

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

3b

4

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

Part VI

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

| Description of investment                                                                              | (a) Cost or other basis (investment) | (b)Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|--------------------------------------------------------------------------------------------------------|--------------------------------------|--------------------------------|------------------------------|----------------|
| 1a Land . . . . .                                                                                      | 1,539,430                            | 5,611,372                      |                              | 5,534,636      |
| b Buildings . . . . .                                                                                  |                                      | 59,640,200                     |                              | 31,244,889     |
| c Leasehold improvements . . . . .                                                                     |                                      |                                |                              |                |
| d Equipment . . . . .                                                                                  |                                      | 14,385,303                     |                              | 3,189,898      |
| e Other . . . . .                                                                                      |                                      | 1,942,212                      |                              | 1,942,212      |
| Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) . . . . . ▶ |                                      |                                |                              | 41,911,635     |

Schedule D (Form 990) 2010



| 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)                        | 181,832,198 |
| 2                                                                                    | Total expenses (Form 990, Part IX, column (A), line 25)                         | 122,504,582 |
| 3                                                                                    | Excess or (deficit) for the year Subtract line 2 from line 1                    | -40,672,384 |
| 4                                                                                    | Net unrealized gains (losses) on investments                                    |             |
| 5                                                                                    | Donated services and use of facilities                                          |             |
| 6                                                                                    | Investment expenses                                                             |             |
| 7                                                                                    | Prior period adjustments                                                        |             |
| 8                                                                                    | Other (Describe in Part XIV)                                                    | 44,543,585  |
| 9                                                                                    | Total adjustments (net) Add lines 4 - 8                                         | 44,543,585  |
| 10                                                                                   | Excess or (deficit) for the year per financial statements Combine lines 3 and 9 | 3,871,201   |

| Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return |                                                                                             |             |
|---------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|-------------|
| 1                                                                                           | Total revenue, gains, and other support per audited financial statements . . . . .          | 182,146,135 |
| 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) . . . . .2d313,937                                             |             |
| e                                                                                           | Add lines 2a through 2d . . . . .2e                                                         | 313,937     |
| 3                                                                                           | Subtract line 2e from line 1 . . . . .3                                                     | 81,832,198  |
| 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 | 81,832,198  |

| Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return |                                                                                              |              |
|------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|--------------|
| 1                                                                                              | Total expenses and losses per audited financial statements . . . . .                         | 1122,818,519 |
| 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) . . . . .2d313,937                                              |              |
| e                                                                                              | Add lines 2a through 2d . . . . .2e                                                          | 313,937      |
| 3                                                                                              | Subtract line 2e from line 1 . . . . .3                                                      | 122,504,582  |
| 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 | 122,504,582  |

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                                                                                                                                                                                                                                                                                                                                     |
|------------|------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| X          | 2                | - Audit Footnote for FIN 48 Rockford Health Physicians RHPH as a part of the System, Rockford Health System RHS, adopted FIN 48 in 2007 and the impact was not material The System did not record any additional liabilities due to the implementation of FIN 48 for the years ended December 31, 2010 and 2009                                 |
| XII        | 2d               | - Rental expenses deducted from Income, netted in Part VIII                                                                                                                                                                                                                                                                                     |
| XIII       | 2d               | - Rental Expenses were not included with other 990 Part IX expense                                                                                                                                                                                                                                                                              |
| XI         | 8                | - The following were adjusting items in the Audited Income Statement Pension related changes other than periodic pension cost 62,381 Post retirement medical benefit changes other than post retirement medical benefit cost 36,985 and Transfers to or from affiliates 44,642,951 The difference is due to rounding to thousands for the audit |

Schedule J  
(Form 990)

Compensation Information

OMB No 1545-0047

2010

Open to Public Inspection

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.

|                                                        |                                              |
|--------------------------------------------------------|----------------------------------------------|
| Name of the organization<br>Rockford Health Physicians | Employer identification number<br>36-3907436 |
|--------------------------------------------------------|----------------------------------------------|

Part I

Questions Regarding Compensation

|                                                                                                                                                                                                                                    |     |    |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
|                                                                                                                                                                                                                                    | Yes | No |
| 1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items |     |    |
| <input type="checkbox"/> First-class or charter travel                                                                                                                                                                             |     |    |
| <input type="checkbox"/> Travel for companions                                                                                                                                                                                     |     |    |
| <input type="checkbox"/> Tax idemnification and gross-up payments                                                                                                                                                                  |     |    |
| <input type="checkbox"/> Discretionary spending account                                                                                                                                                                            |     |    |
| <input type="checkbox"/> Housing allowance or residence for personal use                                                                                                                                                           |     |    |
| <input type="checkbox"/> Payments for business use of personal residence                                                                                                                                                           |     |    |
| <input checked="" type="checkbox"/> Health or social club dues or initiation fees                                                                                                                                                  |     |    |
| <input type="checkbox"/> 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 or provision of all the expenses described above? If "No," complete Part III to explain              | 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?                     | 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                                                                   |     |    |
| <input checked="" type="checkbox"/> Compensation committee                                                                                                                                                                         |     |    |
| <input checked="" type="checkbox"/> Independent compensation consultant                                                                                                                                                            |     |    |
| <input type="checkbox"/> Form 990 of other organizations                                                                                                                                                                           |     |    |
| <input type="checkbox"/> Written employment contract                                                                                                                                                                               |     |    |
| <input checked="" type="checkbox"/> Compensation survey or study                                                                                                                                                                   |     |    |
| <input checked="" type="checkbox"/> Approval by the board or compensation committee                                                                                                                                                |     |    |
| 4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization                                                                               |     |    |
| a Receive a severance payment or change-of-control payment from the organization or a related organization?                                                                                                                        | Yes |    |
| b Participate in, or receive payment from, a supplemental nonqualified retirement plan?                                                                                                                                            | Yes |    |
| c Participate in, or receive payment from, an equity-based compensation arrangement?                                                                                                                                               |     | 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?                                                                                                                                                                                                                |     | No |
| b Any related organization?                                                                                                                                                                                                        |     | 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?                                                                                                                                                                                                                |     | No |
| b Any related organization?                                                                                                                                                                                                        |     | 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                                                 | Yes |    |
| 8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III             |     | No |
| 9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?                                                                                         |     |    |

**Part II** **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is 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 |                                                |                         |                                 |                                                            |
| (1) James WBreckenridge | (i)<br>(ii) | 290,192                                            | 187,174                             | 1,134                               | 86,160                                         | 17,196                  | 581,856                         | 79,750                                                     |
| (2) John TDorsey        | (i)<br>(ii) | 261,149                                            | 11,433                              | 1,134                               | 41,395                                         | 8,469                   | 323,580                         | 31,409                                                     |
| (3) Jos LGonzalez       | (i)<br>(ii) | 351,014                                            | 22,363                              | 1,134                               | 52,356                                         | 15,740                  | 442,607                         | 25,212                                                     |
| (4) Gary EKaatz         | (i)<br>(ii) | 552,287                                            | 304,971                             | 111,792                             | 124,719                                        | 25,986                  | 1,119,755                       | 76,766                                                     |
| (5) Dennis TUEhara      | (i)<br>(ii) | 387,409                                            | 23,543                              | 1,548                               | 53,266                                         | 17,220                  | 482,986                         |                                                            |
| (6) Henry MSeybold      | (i)<br>(ii) | 316,687                                            | 115,387                             | 7,509                               | 47,877                                         | 11,310                  | 498,770                         | 25,145                                                     |
| (7) Kevin Ruggles       | (i)<br>(ii) | 408,142                                            | 173,768                             | 21,290                              | 80,607                                         | 22,571                  | 706,378                         | 46,668                                                     |
| (8) John Rhoades        | (i)<br>(ii) | 263,813                                            | 60,785                              | 2,088                               | 164,847                                        | 26,856                  | 518,389                         | 20,579                                                     |
| (9) James Sturm         | (i)<br>(ii) | 520,870                                            | 538,434                             | 630                                 | 370,928                                        | 21,015                  | 1,451,877                       | 240,321                                                    |
| (10) Allan Gocio        | (i)<br>(ii) | 622,550                                            | 600                                 | 1,134                               | 5,268                                          | 16,824                  | 646,376                         |                                                            |
| (11) Scott Weintraub    | (i)<br>(ii) | 281,574                                            | 313,864                             | 540                                 | 126,404                                        | 20,812                  | 743,194                         | 121,030                                                    |
| (12) Arthur Rettig      | (i)<br>(ii) | 743,025                                            | 2,885                               | 31,852                              | 22,932                                         | 28,026                  | 828,720                         |                                                            |
| (13) Paula Melone       | (i)<br>(ii) | 522,532                                            | 109,239                             | 1,070                               | 22,769                                         | 192                     | 655,802                         | 15,625                                                     |
| (14) Dennis Oltz        | (i)<br>(ii) | 162,480                                            | 30,095                              | 3,843                               | 13,869                                         | 22,296                  | 232,583                         | 3,820                                                      |
| ( 15 )                  |             |                                                    |                                     |                                     |                                                |                         |                                 |                                                            |
| ( 16 )                  |             |                                                    |                                     |                                     |                                                |                         |                                 |                                                            |

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                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|------------|------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| I          | 1a               | - By policy Membership to the YWCA is paid for the CEO. Two social club memberships are paid for by the organization for the CEO and any personal use of these facilities is reimbursed in full. The actual cost of these memberships is prorated for personal vs business use and that percentage is added to taxable wages.                                                                                                                                                                                  |
| I          | 4a               | - Chief Operating Officer left the organization in 2010 and was given a severance payment that began in 2011. The expense 139,631 was accrued in 2010 and attributed to him as deferred compensation.                                                                                                                                                                                                                                                                                                          |
| I          | 4b               | - The executive team receives annual additions to a non-qualified retirement plan. These amounts, accrued for 2010, are included in compensation and listed in detail in Part II for Gary Kaatz 93,816 John Rhoades 16,143 Kevin Ruggles 58,810 Dennis Oltz 4,242 and Henry Seybold 29,736.                                                                                                                                                                                                                    |
| I          | 7                | - Physician compensation for productivity-based providers is calculated using wRVU worked Relative Value Units as defined by CMS-Centers for Medicare/Medicaid Services. Short term incentive opportunities, designating threshold, target and maximum annual awards are established for physicians and executives, driven by the strategic initiatives and priorities of RHS. If incentive thresholds are not met, CEO may grant discretionary bonuses for outstanding performance within certain parameters. |

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

2010

Open to Public Inspection

Name of the organization  
Rockford Health Physicians

Employer identification number  
36-3907436

| Part I Bond Issues           |                |             |                 |                 |                                                        |              |    |                         |    |                    |    |
|------------------------------|----------------|-------------|-----------------|-----------------|--------------------------------------------------------|--------------|----|-------------------------|----|--------------------|----|
| (a) Issuer Name              | (b) Issuer EIN | (c) CUSIP # | (d) Date Issued | (e) Issue Price | (f) Description of Purpose                             | (g) Defeased |    | (h) On Behalf of Issuer |    | (i) Pool financing |    |
|                              |                |             |                 |                 |                                                        | Yes          | No | Yes                     | No | Yes                | No |
| A Illinois Finance Authority | 86-1091967     | 45000GFS5   | 12-11-2008      | 29,792,000      | Refund 1994 Series Bonds, Issuance Costs, SWAP Payment |              | X  |                         | X  |                    |    |
|                              |                |             |                 |                 |                                                        |              |    |                         |    |                    |    |
|                              |                |             |                 |                 |                                                        |              |    |                         |    |                    |    |
|                              |                |             |                 |                 |                                                        |              |    |                         |    |                    |    |

| Part II Proceeds |                                                                                                        |            |    |   |  |   |  |   |  |
|------------------|--------------------------------------------------------------------------------------------------------|------------|----|---|--|---|--|---|--|
|                  |                                                                                                        | A          |    | B |  | C |  | D |  |
| 1                | Amount of bonds retired                                                                                |            |    |   |  |   |  |   |  |
| 2                | Amount of bonds legally defeased                                                                       |            |    |   |  |   |  |   |  |
| 3                | Total proceeds of issue                                                                                | 29,792,000 |    |   |  |   |  |   |  |
| 4                | Gross proceeds in reserve funds                                                                        |            |    |   |  |   |  |   |  |
| 5                | Capitalized interest from proceeds                                                                     |            |    |   |  |   |  |   |  |
| 6                | Proceeds in refunding escrow                                                                           |            |    |   |  |   |  |   |  |
| 7                | Issuance costs from proceeds                                                                           | 464,742    |    |   |  |   |  |   |  |
| 8                | Credit enhancement from proceeds                                                                       |            |    |   |  |   |  |   |  |
| 9                | Working capital expenditures from proceeds                                                             |            |    |   |  |   |  |   |  |
| 10               | Capital expenditures from proceeds                                                                     |            |    |   |  |   |  |   |  |
| 11               | Other spent proceeds                                                                                   |            |    |   |  |   |  |   |  |
| 12               | Other unspent proceeds                                                                                 |            |    |   |  |   |  |   |  |
| 13               | Year of substantial completion                                                                         | 2008       |    |   |  |   |  |   |  |
|                  |                                                                                                        | Yes        | No |   |  |   |  |   |  |
| 14               | Were the bonds issued as part of a current refunding issue?                                            | X          |    |   |  |   |  |   |  |
| 15               | Were the bonds issued as part of an advance refunding issue?                                           |            | X  |   |  |   |  |   |  |
| 16               | Has the final allocation of proceeds been made?                                                        | X          |    |   |  |   |  |   |  |
| 17               | Does the organization maintain adequate books and records to support the final allocation of proceeds? | X          |    |   |  |   |  |   |  |

| Part III Private Business Use |                                                                                                                            |     |    |     |    |     |    |     |    |
|-------------------------------|----------------------------------------------------------------------------------------------------------------------------|-----|----|-----|----|-----|----|-----|----|
|                               |                                                                                                                            | A   |    | B   |    | C   |    | D   |    |
|                               |                                                                                                                            | Yes | No | Yes | No | Yes | No | Yes | No |
|                               |                                                                                                                            |     |    |     |    |     |    |     |    |
| 1                             | Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds? |     |    |     |    |     |    |     |    |
| 2                             | Are there any lease arrangements that may result in private business use of bond-financed property?                        |     |    |     |    |     |    |     |    |

Part IIIPrivate Business Use (Continued)

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

Part IVArbitrage

|    |                                                                                                                                          | A                       |    | B   |    | C   |    | D   |    |
|----|------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|----|-----|----|-----|----|-----|----|
|    |                                                                                                                                          | 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  |     |    |     |    |     |    |
| 2  | Is the bond issue a variable rate issue?                                                                                                 | X                       |    |     |    |     |    |     |    |
| 3a | Has the organization or the governmental issuer entered into a hedge with respect to the bond issue?                                     | X                       |    |     |    |     |    |     |    |
| b  | Name of provider                                                                                                                         | JP Morgan Chase         |    |     |    |     |    |     |    |
| c  | Term of hedge                                                                                                                            | 0000000009 600000000000 |    |     |    |     |    |     |    |
| d  | Was the hedge superintegrated?                                                                                                           |                         |    |     |    |     |    |     |    |
| e  | Was a hedge terminated?                                                                                                                  |                         |    |     |    |     |    |     |    |
| 4a | Were gross proceeds invested in a GIC?                                                                                                   |                         | 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  |     |    |     |    |     |    |
| 6  | Did the bond issue qualify for an exception to rebate?                                                                                   |                         | X  |     |    |     |    |     |    |

Part VSupplemental Information

Complete this part to provide additional information for responses to questions on Schedule K (see instructions)

| Identifier | Return Reference | Explanation |
|------------|------------------|-------------|
|            |                  |             |
|            |                  |             |
|            |                  |             |

SCHEDULE O

(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2010

Open to Public  
Inspection

|                                                        |                                              |
|--------------------------------------------------------|----------------------------------------------|
| Name of the organization<br>Rockford Health Physicians | Employer identification number<br>36-3907436 |
|--------------------------------------------------------|----------------------------------------------|

| Identifier          | Return Reference | Explanation                                                                                                                                                                                                                 |
|---------------------|------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Form 990<br>Part VI | 6, 7a, b         | - Rockford Health System RHS is the sole corporate member of Rockford Health Physicians RHPH and has the authority to elect members to the board and ultimately has the authority to approve or deny all RHPH board actions |

| Identifier          | Return Reference | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|---------------------|------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Form 990<br>Part VI | 11               | - The data was gathered by the accounting staff with input from RHPH and RHS executive staffs. The data was reviewed and the Form 990 prepared by the RHPH tax analyst. Once the Form 990 was completed, it was reviewed by an independent accounting firm. A copy of the Form 990 was made available to all board members on a secure intracompany website. A presentation of the return was made to the RHPH Finance Committee and at a meeting of the Board of Directors before filing. |

| Identifier          | Return Reference | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|---------------------|------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Form 990<br>Part VI | 12               | - RHS Compliance Department acting on behalf of RHPH annually sends out a copy of the policy with the Conflict of Interest form included. Each member completes the Financial Interest Disclosure Statement which is a part of the policy. The RHS Compliance Department reviews and retains these statements. If a conflict is identified, all affected parties are informed, potential conflicts are reviewed and appropriate actions are taken as a result of the review. Employees are given the policy and a statement to complete at the beginning of the year or as a new party is hired or joins the RHPH board. |

| Identifier          | Return Reference | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|---------------------|------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Form 990<br>Part VI | 15 a, b          | <p>- Compensation for executives is governed by the RHS Board of Directors. The RHS Board has established a total compensation philosophy that directs the compensation practices for all executives from all related entities including RHPH. This Board has established a Compensation Committee to establish and review all executive compensation annually based on the established philosophy. An independent external executive compensation firm provides consulting on RHS including RHPH salary ranges and compensation philosophy. The appropriate peer group for compensation comparison purposes is other not-for-profit healthcare systems similar in size and complexity. RHS generally conducts an analysis of total compensation every three years but may choose to vary from this schedule as determined by the Compensation Committee. The RHPH board of directors concedes the authority to set compensation to RHS as the sole corporate member.</p> |

| Identifier       | Return Reference | Explanation                                                                                                                                            |
|------------------|------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|
| Form 990 Part VI | 19               | - Financial statements are available through the Illinois Attorney Generals Office. Governing documents are available by request from Board Secretary. |

| Identifier           | Return Reference | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|----------------------|------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Form 990<br>Part VII |                  | - These members of the board were compensated by related organizations for other duties as well as unpaid service as board members James Breckenridge 13 4 hrs Chair of Anesthesiology at Rockford Memorial Hospital RMH and service to RMH and RHS boards, John Dorsey 3 hrs Lead Physician for Quality Internal Medicine and RMH and RHS boards, Jose Gonzalez 8 Medical Director-Neonatology, RMH and RHS boards, Dennis Uehara 17 hrs Chairperson - Emergency Department, RMH and RHS and Foundation RMDF boards Gary Kaatz had 41 4 additional hrs as President and CEO, Julie Peterson had 45 13 hrs as an executive secretary, and Henry Seybold had 37 hrs as CFO Sr VP of Finance these employees compensation includes duties within the RHPH organization and for supporting all of the related entities RHS/RMH/RMDF/VNA |

| Identifier           | Return Reference | Explanation                                                                                                                                                                                                               |
|----------------------|------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Form 990<br>Part XII | C                | - RHPH is included as part of a consolidated audit performed for RHS by independent accountants. The RHS audit committee selects and recommends the independent auditors to the RHS board and annually reviews the audit. |

|                                                                                                                       |                                                                                                                                                                                                                                      |                                              |
|-----------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|
| <div>SCHEDULE R</div> <div>(Form 990)</div> <div>Department of the Treasury</div> <div>Internal Revenue Service</div> | <div>Related Organizations and Unrelated Partnerships</div> <div>▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.</div> <div>▶ Attach to Form 990. ▶ See separate instructions.</div> | OMB No 1545-0047                             |
|                                                                                                                       |                                                                                                                                                                                                                                      | 2010                                         |
|                                                                                                                       |                                                                                                                                                                                                                                      | Open to Public Inspection                    |
| Name of the organization<br>Rockford Health Physicians                                                                |                                                                                                                                                                                                                                      | Employer identification number<br>36-3907436 |

Part I

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

| (a)<br>Name, address, and EIN of disregarded entity | (b)<br>Primary activity | (c)<br>Legal domicile (state or foreign country) | (d)<br>Total income | (e)<br>End-of-year assets | (f)<br>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)<br>Name, address, and EIN of related organization                                                           | (b)<br>Primary activity | (c)<br>Legal domicile (state or foreign country) | (d)<br>Exempt Code section | (e)<br>Public charity status (if section 501(c)(3)) | (f)<br>Direct controlling entity | (g)<br>Section 512(b)(13) controlled organization |    |
|-----------------------------------------------------------------------------------------------------------------|-------------------------|--------------------------------------------------|----------------------------|-----------------------------------------------------|----------------------------------|---------------------------------------------------|----|
|                                                                                                                 |                         |                                                  |                            |                                                     |                                  | Yes                                               | No |
| (1) Rockford Memorial Hospital<br><br>2400 N Rockton Ave<br><br>Rockford, IL 61103<br>36-2167847                | Healthcare              | IL                                               | 501c3                      | 3                                                   | Rockford Health System           |                                                   | No |
| (2) Rockford Memorial Development Foundation<br><br>2400 N Rockton Ave<br><br>Rockford, IL 61103<br>36-3197918  | Support of Healthcare   | IL                                               | 501c3                      | 11                                                  | Rockford Health System           |                                                   | No |
| (3) Visiting Nurses Assn of the Rockford Area<br><br>2400 N Rockton Ave<br><br>Rockford, IL 61103<br>36-2167945 | Healthcare              | IL                                               | 501c3                      | 9                                                   | Rockford Health System           |                                                   | No |
| (4) Rockford Health System<br><br>2400 N Rockton Ave<br><br>Rockford, IL 61103<br>36-3197915                    | Support of Healthcare   | IL                                               | 501c3                      | 11                                                  | N/A                              |                                                   | No |
|                                                                                                                 |                         |                                                  |                            |                                                     |                                  |                                                   |    |
|                                                                                                                 |                         |                                                  |                            |                                                     |                                  |                                                   |    |
|                                                                                                                 |                         |                                                  |                            |                                                     |                                  |                                                   |    |

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)<br>Name, address, and EIN of<br>related organization                                                   | (b)<br>Primary activity | (c)<br>Legal<br>domicile<br>(state or<br>foreign<br>country) | (d)<br>Direct controlling<br>entity | (e)<br>Predominant income<br>(related, unrelated,<br>excluded from tax<br>under sections 512-<br>514) | (f)<br>Share of total income | (g)<br>Share of end-of-year<br>assets | (h)<br>Disproportionate<br>allocations? |    | (i)<br>Code V—UBI<br>amount in box 20 of<br>Schedule K-1<br>(Form 1065) | (j)<br>General or<br>managing<br>partner? |    | (k)<br>Percentage<br>ownership |
|------------------------------------------------------------------------------------------------------------|-------------------------|--------------------------------------------------------------|-------------------------------------|-------------------------------------------------------------------------------------------------------|------------------------------|---------------------------------------|-----------------------------------------|----|-------------------------------------------------------------------------|-------------------------------------------|----|--------------------------------|
|                                                                                                            |                         |                                                              |                                     |                                                                                                       |                              |                                       | Yes                                     | No |                                                                         | Yes                                       | No |                                |
| (1) Van Matre<br>Rehabilitation Center LLC<br><br>3660 Grandview Pkwy<br>Birmingham, AL35243<br>36-4397130 | Healthcare              | IL                                                           | N/A                                 | NA                                                                                                    |                              |                                       |                                         | No |                                                                         |                                           | No |                                |
|                                                                                                            |                         |                                                              |                                     |                                                                                                       |                              |                                       |                                         |    |                                                                         |                                           |    |                                |
|                                                                                                            |                         |                                                              |                                     |                                                                                                       |                              |                                       |                                         |    |                                                                         |                                           |    |                                |
|                                                                                                            |                         |                                                              |                                     |                                                                                                       |                              |                                       |                                         |    |                                                                         |                                           |    |                                |
|                                                                                                            |                         |                                                              |                                     |                                                                                                       |                              |                                       |                                         |    |                                                                         |                                           |    |                                |
|                                                                                                            |                         |                                                              |                                     |                                                                                                       |                              |                                       |                                         |    |                                                                         |                                           |    |                                |
|                                                                                                            |                         |                                                              |                                     |                                                                                                       |                              |                                       |                                         |    |                                                                         |                                           |    |                                |

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)<br>Name, address, and EIN of related organization                                             | (b)<br>Primary activity | (c)<br>Legal domicile<br>(state or<br>foreign<br>country) | (d)<br>Direct controlling<br>entity | (e)<br>Type of entity<br>(C corp, S corp,<br>or trust) | (f)<br>Share of total income | (g)<br>Share of<br>end-of-year<br>assets | (h)<br>Percentage<br>ownership |
|---------------------------------------------------------------------------------------------------|-------------------------|-----------------------------------------------------------|-------------------------------------|--------------------------------------------------------|------------------------------|------------------------------------------|--------------------------------|
| (1) Rockford Health Insurance LTD<br>Wellesley House So 2nd Flr 90 Pitts<br>Pembroke, HM 08<br>BD | Insurance               | BD                                                        | N/A                                 | C Corp                                                 |                              |                                          |                                |
|                                                                                                   |                         |                                                           |                                     |                                                        |                              |                                          |                                |
|                                                                                                   |                         |                                                           |                                     |                                                        |                              |                                          |                                |
|                                                                                                   |                         |                                                           |                                     |                                                        |                              |                                          |                                |
|                                                                                                   |                         |                                                           |                                     |                                                        |                              |                                          |                                |
|                                                                                                   |                         |                                                           |                                     |                                                        |                              |                                          |                                |
|                                                                                                   |                         |                                                           |                                     |                                                        |                              |                                          |                                |

Part V

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

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

1

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

a

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

b

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

c

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

d

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

e

Loans or loan guarantees by other organization(s)

f

Sale of assets to other organization(s)

g

Purchase of assets from other organization(s)

h

Exchange of assets

i

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

j

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

k

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

l

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

m

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

n

Sharing of paid employees

o

Reimbursement paid to other organization for expenses

p

Reimbursement paid by other organization for expenses

q

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

r

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

Yes

No

1a

1b

1c

1d

1e

1f

1g

1h

1i

1j

1k

1l

1m

1n

1o

1p

1q

1r

No

No

No

No

No

No

No

No

No

No

Yes

Yes

Yes

Yes

Yes

No

No

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)<br>Name of other organization | (b)<br>Transaction<br>type(a-r) | (c)<br>Amount involved | (d)<br>Method of determining amount involved |
|-----------------------------------|---------------------------------|------------------------|----------------------------------------------|
| (1) Rockford Memorial Hospital    | k                               | 4,868,113              | Financial Analysis                           |
| (2) Rockford Memorial Hospital    | l                               | 226,659                | Financial Analysis                           |
| (3) Rockford Memorial Hospital    | m                               | 406,730                | Financial Analysis                           |
| (4) Rockford Memorial Hospital    | n                               | 5,685,246              | Financial Analysis                           |
| (5) Rockford Memorial Hospital    | o                               | 2,504,191              | Financial Analysis                           |
| (6) Rockford Memorial Hospital    | p                               | 506,557                | Financial Analysis                           |

Schedule R (Form 990) 2010

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

[illegible]

**Part VII**   **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

| Identifier | Return Reference | Explanation |
|------------|------------------|-------------|
|------------|------------------|-------------|

Software ID: 10000149

Software Version: 2010.2.15

EIN: 36-3907436

Name: Rockford Health Physicians

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

| (a)<br>Name of other organization | (b)<br>Transaction<br>type(a-r) | (c)<br>Amount Involved<br>(\$) | (d)<br>Method of determining<br>amount involved |
|-----------------------------------|---------------------------------|--------------------------------|-------------------------------------------------|
| (1) Rockford Memorial Hospital    | k                               | 4,868,113                      | Financial Analysis                              |
| (2) Rockford Memorial Hospital    | l                               | 226,659                        | Financial Analysis                              |
| (3) Rockford Memorial Hospital    | m                               | 406,730                        | Financial Analysis                              |
| (4) Rockford Memorial Hospital    | n                               | 5,685,246                      | Financial Analysis                              |
| (5) Rockford Memorial Hospital    | o                               | 2,504,191                      | Financial Analysis                              |
| (6) Rockford Memorial Hospital    | p                               | 506,557                        | Financial Analysis                              |