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Form **990****Return of Organization Exempt From Income Tax**

OMB No. 1545-0047

2011Open to Public
InspectionDepartment of the Treasury
Internal Revenue ServiceUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung
benefit trust or private foundation)

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

A For the 2011 calendar year, or tax year beginning <u>2011</u> , and ending <u>20</u>	
B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending	C Name of organization <u>MILLS-PENINSULA HOSPITAL FOUNDATION</u>
	D Employer identification number <u>23-7288765</u>
	E Telephone number <u>(916)286-8865</u>
	G Gross receipts \$ <u>17,480,712</u>
	H(a) Is this a group return for affiliates? ☐ Yes ☒ No H(b) Are all affiliates included? ☐ Yes ☐ No If "No," attach a list. (see instructions)
	H(c) Group exemption number ▶
F Name and address of principal officer <u>JOHN LODER</u> <u>1501 TROUSDALE DRIVE, BURLINGAME, CA 94010</u>	
I Tax-exempt status: ☒ 501(c)(3) ☐ 501(c) () ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527	
J Website: ▶ <u>WWW.SUTTERHEALTH.ORG</u>	
K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶	
L Year of formation: <u>1973</u> M State of legal domicile: <u>CA</u>	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <u>SEE SCHEDULE O</u>
	2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.
	3 Number of voting members of the governing body (Part VI, line 1a) <u>3</u> <u>18</u>
	4 Number of independent voting members of the governing body (Part VI, line 1i) <u>4</u> <u>16</u>
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a) <u>5</u> <u>0</u>
	6 Total number of volunteers (estimate if necessary) <u>6</u> <u>50</u>
	7a Total unrelated business revenue from Part VIII, column (C), line 12 <u>7a</u> <u>0</u>
	7b Net unrelated business taxable income from Form 990-T, line 34 <u>7b</u> <u>0</u>
	8 Contributions and grants (Part VIII, line 1h) <u>7,108,844</u> <u>14,350,934</u>
	9 Program service revenue (Part VIII, line 2g) <u>2,550,987</u> <u>2,435,808</u>
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) <u>1,400,935</u> <u>619,225</u>	
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) <u>-402,702</u> <u>-208,100</u>	
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) <u>10,658,044</u> <u>17,197,867</u>	
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3) <u>5,657,001</u> <u>6,140,072</u>
	14 Benefits paid to or for members (Part IX, column (A), line 4) <u>0</u> <u>0</u>
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10) <u>1,728,873</u> <u>1,785,290</u>
	16a Professional fundraising fees (Part IX, column (A), line 11e) <u>68,150</u> <u>0</u>
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ <u>0</u>
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e) <u>937,430</u> <u>955,537</u>
	18 Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25) <u>8,391,454</u> <u>8,880,899</u>
19 Revenue less expenses. Subtract line 18 from line 12 <u>2,266,590</u> <u>8,336,968</u>	
Net Assets or Fund Balances	20 Total assets (Part X, line 16) <u>33,543,915</u> <u>41,914,767</u>
	21 Total liabilities (Part X, line 26) <u>4,099,250</u> <u>4,534,392</u>
	22 Net assets or fund balances. Subtract line 21 from line 20 <u>29,444,665</u> <u>37,380,375</u>

Part II Signature Block

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

Sign Here	Signature of officer <u>IFTIKHAR HUSSAIN, CFO</u>	Date			
	Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN <u>P00712228</u>
	Firm's name ▶ <u>ERNST & YOUNG U.S. LLP</u>	Firm's EIN ▶ <u>34-8665598</u>			
	Firm's address ▶ <u>178 S. RIO GRANDE STREET, SUITE 400, SALT LAKE CITY, UT 84101</u>	Phone no. <u>(801)350-3300</u>			

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

For Paperwork Reduction Act Notice, see the separate instructions.

Cat. No. 11282Y

Form **990** (2011)

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Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☒

- 1**
- Briefly describe the organization's mission:

SEE SCHEDULE O

- 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 organization's program service accomplishments for each of its three largest program services, as measured 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 \$ 7,849,972 including grants of \$ 6,140,072) (Revenue \$ 2,435,808)
SEE SCHEDULE O**4b** (Code:) (Expenses \$ including grants of \$) (Revenue \$)**4c** (Code:) (Expenses \$ including grants of \$) (Revenue \$)**4d** Other program services (Describe in Schedule O.)
(Expenses \$ 0 including grants of \$ 0) (Revenue \$ 0)**4e** Total program service expenses 7,849,972

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 ✓	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2 ✓	
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	✓
4 Section 501(c)(3) organizations. 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	✓
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 for which 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	✓
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	✓
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8	✓
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	✓
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	10 ✓	
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 ✓	
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	✓
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	✓
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 ✓	
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e ✓	
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 ✓	
12 a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII	12a	✓
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 ✓	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	✓
14 a Did the organization maintain an office, employees, or agents outside of the United States?	14a	✓
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b	✓
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV	15	✓
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV	16	✓
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	✓
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 ✓	
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	✓
20 a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	✓
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	☒	☐
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	☒	☐
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	☒	☐
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25	☐	☒
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	☐	☐
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	☐	☐
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	☐	☐
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	☐	☒
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	☐	☒
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	☐	☒
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	☐	☒
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):	☐	☐
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	☐	☒
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	☐	☒
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? If "Yes," complete Schedule L, Part IV	☐	☒
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	☒	☐
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	☐	☒
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	☐	☒
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	☐	☒
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	☐	☒
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	☒	☐
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	☒	☐
b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	☒	☐
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	☐	☒
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	☐	☒
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	☒	☐

Form 990 (2011)

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V ☐

		Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a 50		
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	✓	
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 0		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b		
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		✓
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		✓
b If "Yes," enter the name of the foreign country: ▶ 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		✓
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		✓
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a		✓
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	✓	
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		✓
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		✓
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		✓
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?	12a		
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?	13a		
Note. See the instructions for additional information the organization must report on Schedule O.			
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		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 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 1a 18		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
b Enter the number of voting members included in line 1a, above, who are independent 1b 18		
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		☒
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		☒
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? 4		☒
5 Did the organization become aware during the year of a significant diversion of the organization's assets? 5		☒
6 Did the organization have members or stockholders? 6	☒	
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? 7a	☒	
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? 7b	☒	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body? 8a	☒	
b Each committee with authority to act on behalf of the governing body? 8b	☒	
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		☒

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

	Yes	No
10a Did the organization have local chapters, branches, or affiliates? 10a		☒
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? 10b		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? 11a	☒	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13 12a	☒	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? 12b	☒	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done 12c	☒	
13 Did the organization have a written whistleblower policy? 13	☒	
14 Did the organization have a written document retention and destruction policy? 14	☒	
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	☒	
b Other officers or key employees of the organization 15b	☒	
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		☒
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? 16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► CA

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► MICHAEL ZIELENSKI, 2200 RIVER PLAZA DRIVE, SACRAMENTO, CA 95833, (916)286-6665

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck 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. 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) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) PEGGY BORT JONES VICE CHAIR/TRUSTEE	1	✓		✓				0	0	0
(2) MARY D. CHIGOS SECRETARY/TRUSTEE	1	✓		✓				0	0	0
(3) WARREN D. CHINN CHAIR EMERITUS/TRUSTEE	1	✓		✓				0	0	0
(4) JAMES R. CODY TREASURER/TRUSTEE	1	✓		✓				0	0	0
(5) JOHN LODER TRUSTEE & PRESIDENT MPH FDN	40	✓		✓				0	249,239	26,668
(6) STEVEN M. McLAUGHLIN CHAIR/TRUSTEE	1	✓		✓				0	0	0
(7) BONNIE J. BERTETTA TRUSTEE	1	✓						0	0	0
(8) J. BRAD CRAIG TRUSTEE	1	✓						0	0	0
(9) ROBERT MERWIN TRUSTEE & CEO MPHS	1	✓						0	847,603	507,285
(10) JAMES P. MOLINELLI TRUSTEE	1	✓						0	0	0
(11) KIM SCHOKNECHT TRUSTEE	1	✓						0	0	0
(12) DAYNA A. SUMIYOSHI TRUSTEE	1	✓						0	0	0
(13) GOLNAR YAZDI TRUSTEE	1	✓						0	0	0
(14) SUE HERMAN TRUSTEE	1	✓						0	0	0

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) KEITH MCWILLIAMS TRUSTEE	1	☒						0	0	0
(16) SCOTT PETERSON TRUSTEE	1	☒						0	0	0
(17) JOHN RUTGERS TRUSTEE	1	☒						0	0	0
(18) MARGARET HO TRUSTEE	1	☒						0	0	0
(19) IFTIKHAR HUSSAIN CFO, MPHS	1			☒				0	398,004	134,845
(20) MARA HOOK VP PHIL, PENNINSULA COASTAL	40				☒			0	428,459	133,837
(21)										
(22)										
(23)										
(24)										
(25)										
1b Sub-total								0	1,923,305	802,635
c Total from continuation sheets to Part VII, Section A								0	0	0
d Total (add lines 1b and 1c)								0	1,923,305	802,635

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **0**

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

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. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **0**

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a 0			
	b	Membership dues	1b 0			
	c	Fundraising events	1c 254,793			
	d	Related organizations	1d 0			
	e	Government grants (contributions)	1e 0			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f 14,098,141			
	g	Noncash contributions included in lines 1a-1f: \$	9,579,745			
	h	Total. Add lines 1a-1f	14,350,934			
Program Service Revenue	2a	HOSPITAL SUPPORT	Business Code 900099	2,435,808	2,435,808	
	b			0		
	c			0		
	d			0		
	e			0		
	f	All other program service revenue .		0	0	0
	g	Total. Add lines 2a-2f	2,435,808			
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		619,225	
4		Income from investment of tax-exempt bond proceeds		0		
5		Royalties		0		
		(i) Real (ii) Personal				
6a		Gross rents				
b		Less: rental expenses				
c		Rental income or (loss)	0	0		
d		Net rental income or (loss)		0		
7a		Gross amount from sales of assets other than inventory	(i) Securities (ii) Other			
b		Less: cost or other basis and sales expenses				
c		Gain or (loss)	0	0		
d		Net gain or (loss)		0		
8a		Gross income from fundraising events (not including \$ 254,793 of contributions reported on line 1c). See Part IV, line 18	a 40,000			
b		Less: direct expenses	b 250,933			
c		Net income or (loss) from fundraising events		-210,933		-210,933
9a		Gross income from gaming activities. See Part IV, line 19	a 14,696			
b		Less: direct expenses	b 11,912			
c		Net income or (loss) from gaming activities		2,784		2,784
10a	Gross sales of inventory, less returns and allowances	a				
b	Less: cost of goods sold	b				
c	Net income or (loss) from sales of inventory		0			
Miscellaneous Revenue		Business Code				
11a	SEC LITIGATION SETTLEMENT	900099	49			49
b			0			
c			0			
d	All other revenue		0	0	0	0
e	Total. Add lines 11a-11d		49			
12	Total revenue. See instructions.		17,197,867	2,435,808	0	411,125

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).

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	6,116,072	6,116,072		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	24,000	24,000		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. 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	0			
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	1,206,750	897,547	309,203	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0			
9 Other employee benefits	558,540	426,566	131,974	
10 Payroll taxes	0			
11 Fees for services (non-employees):				
a Management	23,902		23,902	
b Legal	0			
c Accounting	60,090		60,090	
d Lobbying	0			
e Professional fundraising services. See Part IV, line 17	0			
f Investment management fees	87,136		87,136	
g Other	0			
12 Advertising and promotion	0			
13 Office expenses	82,477		82,477	
14 Information technology	3,738		3,738	
15 Royalties	0			
16 Occupancy	79,735		79,735	
17 Travel	1,358		1,358	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	369		369	
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	0			
23 Insurance	16,275		16,275	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a COMMUNITY SUPPORT	287,322	287,322		
b PURCHASED SERVICES	228,053	89,717	138,336	
c REPAIRS & MAINTENANCE	50,255		50,255	
d EQUIPMENT RENTAL	11,851		11,851	
e All other expenses	22,876	8,748	14,228	0
25 Total functional expenses. Add lines 1 through 24e	8,860,899	7,849,972	1,010,927	0
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ☐ if following SOP 98-2 (ASC 958-720)	0			

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing		1	
	2 Savings and temporary cash investments	3,392,971	2	4,938,706
	3 Pledges and grants receivable, net	7,451,775	3	5,003,894
	4 Accounts receivable, net		4	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), 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)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	33,668	9	23,876
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 139,887		
	b Less: accumulated depreciation	10b 139,887	10c 0	0
	11 Investments—publicly traded securities	21,709,840	11	20,992,617
	12 Investments—other securities. See Part IV, line 11	0	12	0
	13 Investments—program-related. See Part IV, line 11	0	13	0
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	955,461	15	10,955,674
16 Total assets. Add lines 1 through 15 (must equal line 34)	33,543,915	16	41,914,767	
Liabilities	17 Accounts payable and accrued expenses	977,854	17	1,898,041
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	3,121,396	25	2,636,351
	26 Total liabilities. Add lines 17 through 25	4,099,250	26	4,534,392
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ☒ and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	1,855,129	27	3,072,714
	28 Temporarily restricted net assets	21,449,074	28	28,280,129
	29 Permanently restricted net assets	6,140,462	29	6,027,532
	Organizations that do not follow SFAS 117, check here ☐ and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances.	29,444,665	33	37,380,375
	34 Total liabilities and net assets/fund balances.	33,543,915	34	41,914,767

Form 990 (2011)

Part XI Reconciliation of Net AssetsCheck 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	17,197,867
2	Total expenses (must equal Part IX, column (A), line 25)	2	8,860,899
3	Revenue less expenses. Subtract line 2 from line 1	3	8,336,968
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	29,444,665
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-401,258
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	37,380,375

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII ☐

	Yes	No
1 Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?		✓
b Were the organization's financial statements audited by an independent accountant?	✓	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	✓	
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: ☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate 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?		✓
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		

Form 990 (2011)

SCHEDULE A
(Form 990 or 990-EZ)

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

2011

Open to Public
Inspection

Name of the organization

MILLS-PENINSULA HOSPITAL FOUNDATION

Employer identification number

23-7288765

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 supported organization?	Yes	No
(ii) A family member of a person described in (i) above?	11g(ii)	✓
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)	✓
 - h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-8 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
MILLS-PENINSULA (A) HEALTH SERVICES	94-1156265	3	✓		✓		✓		6,069,168
(B)									
(C)									
(D)									
(E)									
Total									6,069,168

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Cat. No. 11285F

Schedule A (Form 990 or 990-EZ) 2011

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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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 section 501(c)(3) organization, check this box and stop here ▶ ☐						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test—2011. 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—2010. If the organization did not check a 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—2011. 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—2010. 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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 stop here ▶ ☐						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	%
19a 33 1/3% support tests—2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶ ☐		
b 33 1/3% support tests—2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶ ☐		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐		

**SCHEDULE D
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No. 1545-0047

2011

Open to Public
Inspection

Name of the organization

MILLS-PENINSULA HOSPITAL FOUNDATION

Employer identification number

23-7288765

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No		
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No		

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).
☐ Preservation of land for public use (e.g., recreation or education) ☐ Preservation of an historically important land area
☐ Protection of natural habitat ☐ Preservation of a certified historic structure
☐ Preservation of open space

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

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

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

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

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

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

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

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

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

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

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

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

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	6,719,626	6,271,261	5,797,262	6,910,971	
b Contributions					
c Net investment earnings, gains, and losses	32,298	544,479	544,040	-865,337	
d Grants or scholarships					
e Other expenditures for facilities and programs	53,792	96,114	70,041	248,372	
f Administrative expenses					
g End of year balance	6,698,130	6,719,626	6,271,261	5,797,262	

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment ▶ 0 %
 b Permanent endowment ▶ 80 %
 c Temporarily restricted endowment ▶ 10 %

The percentages in lines 2a, 2b, and 2c should equal 100%.

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

	Yes	No
(i) unrelated organizations		✓
(ii) related organizations		✓

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				0
b Buildings		108,039	108,039	0
c Leasehold improvements				0
d Equipment		31,848	31,848	0
e Other				0
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				0

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

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

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

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

(a) Description	(b) Book value
(1) OTHER ASSETS	958,664
(2) OTHER RECEIVABLES	9,996,990
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	10,955,674

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) INSURANCE LIABILITIES	6,058
(3) OTHER LIABILITIES	2,630,293
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	2,636,351

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	

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

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

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

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

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; 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.

SEE NEXT PAGE

Department of the Treasury
Internal Revenue Service

Name of the organization

Name of the organization

Name of the organization

Name of the organization

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

▶ **Attach to Form 980 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No. 1545-0047

2011

Open to Public Inspection

MILLS-PENINSULA HOSPITAL FOUNDATION

Employer identification number

23-7288765

Part 1

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

Form 990-EZ filers are not required to complete this part.

- 1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- | | |
|--|---|
| a ☐ Mail solicitations | e ☐ Solicitation of non-government grants |
| b ☐ Internet and email solicitations | f ☐ Solicitation of government grants |
| c ☐ Phone solicitations | g ☐ Special fundraising events |
| d ☐ In-person solicitations | |
- 2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ Yes ☐ No
- b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

Total	0	0	0
--------------	---	---	---

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

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		2011 WOMEN'S LUNCHEON (event type)	(event type)	(total number)	(add col. (a) through col. (c))
Revenue	1 Gross receipts	284,793			284,793
	2 Less: Charitable contributions	254,793			254,793
	3 Gross income (line 1 minus line 2)	40,000	0	0	40,000
Direct Expenses	4 Cash prizes	0			0
	5 Noncash prizes	0			0
	6 Rent/facility costs	0			0
	7 Food and beverages	64,209			64,209
	8 Entertainment	39,000			39,000
	9 Other direct expenses	147,724			147,724
	10 Direct expense summary. Add lines 4 through 9 in column (d) ▶				(250,933)
	11 Net income summary. Combine line 3, column (d), and line 10 ▶				-210,933

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

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

9 Enter the state(s) in which the organization operates gaming activities:

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain: _____

- Address ►

- Address ►

Description of services provided ▶

☐ Independent contractor

- Part IV** **Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

[illegible]

**SCHEDULE I
(Form 990)**

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

OMB No. 1545-0047

2011

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Inspection

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

Department of the Treasury
Internal Revenue Service

Name of the organization

MILLS-PENINSULA HOSPITAL FOUNDATION

Employer identification number

23-7288765

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

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

Part II can be duplicated if additional space is needed ☐

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) MILLS PENINSULA HEALTH SERVICES 1501 TROUSDALE DRIVE, BURLINGAME, CA 94010	94-1156265	501(C)(3)	6,068,078				CAPITAL IMPROVEMENT AND PROGRAM FUNDING
(2) PAID ALTO MEDICAL FOUNDATION FOR HEALTHCARE, RESIDUE 2350 EL CAMINO REAL, MOUNTAIN VIEW, CA 94040	94-1156581	501(C)(3)	46,904				PROGRAM SUPPORT
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table
- 3 Enter total number of other organizations listed in the line 1 table

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat. No. 50055P

Schedule I (Form 990) (2011)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1 SCHOLARSHIPS	11	24,000			
2					
3					
4					
5					
6					
7					

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

SEE NEXT PAGE

SCHEDULE J
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

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

- ▶ Complete if the organization answered "Yes" to Form 990,
Part IV, line 23.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011

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Inspection

MILLS-PENINSULA HOSPITAL FOUNDATION

Employer identification number

23-7288765

Part I Questions Regarding Compensation

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

- | | |
|---|--|
| ☐ First-class or charter travel | ☐ Housing allowance or residence for personal use |
| ☐ Travel for companions | ☐ Payments for business use of personal residence |
| ☒ Tax indemnification and gross-up payments | ☐ Health or social club dues or initiation fees |
| ☐ Discretionary spending account | ☐ Personal services (e.g., maid, chauffeur, chef) |

- b** If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain.

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

- 3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III.

- | | |
|---|---|
| ☒ Compensation committee | ☐ Written employment contract |
| ☒ Independent compensation consultant | ☒ Compensation survey or study |
| ☐ Form 990 of other organizations | ☒ Approval by the board or compensation committee |

- 4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- | | | |
|--|-----------|---|
| a Receive a severance payment or change-of-control payment? | 4a | ✓ |
| b Participate in, or receive payment from, a supplemental nonqualified retirement plan? | 4b | ✓ |
| c Participate in, or receive payment from, an equity-based compensation arrangement? | 4c | ✓ |
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

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

- | | | |
|------------------------------------|-----------|---|
| a The organization? | 5a | ✓ |
| b Any related organization? | 5b | ✓ |
- If "Yes" to line 5a or 5b, describe in Part III.

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

- | | | |
|------------------------------------|-----------|---|
| a The organization? | 6a | ✓ |
| b Any related organization? | 6b | |
- If "Yes" to line 6a or 6b, describe in Part III.

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

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

- 9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat. No. 50053T

Schedule J (Form 990) 2011

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) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(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 as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation						
1	JOHN LODER	(i)	0	0	0	0	0	0	0	0
		(ii)	204,536	24,700	20,003		10,017	16,651	275,807	0
2	ROBERT MERWIN	(i)	0	0	0	0	0	0	0	0
		(ii)	570,826	271,164	5,613		486,829	20,456	1,354,888	338,126
3	IFTIKHAR HUSSAIN	(i)	0	0	0	0	0	0	0	0
		(ii)	303,701	93,851	452		116,747	18,088	532,848	93,851
4	MARA HOOK	(i)	0	0	0	0	0	0	0	0
		(ii)	318,378	104,628	5,452		121,985	11,852	562,286	104,628
5		(i)								
		(ii)								
6		(i)								
		(ii)								
7		(i)								
		(ii)								
8		(i)								
		(ii)								
9		(i)								
		(ii)								
10		(i)								
		(ii)								
11		(i)								
		(ii)								
12		(i)								
		(ii)								
13		(i)								
		(ii)								
14		(i)								
		(ii)								
15		(i)								
		(ii)								
16		(i)								
		(ii)								

Schedule J (Form 990) 2011

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

MILLS-PENINSULA HOSPITAL FOUNDATION

Noncash Contributions

► Complete if the organizations answered "Yes" on Form
990, Part IV, lines 29 or 30.
► Attach to Form 990.

OMB No. 1545-0047

2011

Open To Public
Inspection

Employer identification number

23-7288765

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	✓	6	9,583,525	MARKET VALUE
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (JEWELRY TRAVEL ROLLS)	✓	1	16,220	MARKET VALUE
26 Other ► ()				
27 Other ► ()				
28 Other ► ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement 29 0

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1–28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		✓
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?		✓
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		✓
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

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

OMB No. 1545-0047

2011

Open to Public
Inspection

Name of the Organization
MILLS-PENINSULA HOSPITAL FOUNDATION

Employer Identification Number
23-7288765

Return Reference	Identifier	Explanation
FORM 990, PART I, LINE 1	BRIEF MISSION	MILLS-PENINSULA HOSPITAL FOUNDATION SERVES THE COMMUNITY BY ENCOURAGING FINANCIAL SUPPORT FROM INDIVIDUALS, FOUNDATIONS, AND CORPORATIONS WHO BELIEVE IN QUALITY HEALTH CARE. THE FOUNDATION BOARD OF TRUSTEES AND THE MILLS-PENINSULA BOARD OF DIRECTORS ARE MADE UP OF COMMUNITY LEADERS WHO SERVE WITHOUT COMPENSATION. OUR FIRST AND FOREMOST CONCERN IS TO PROVIDE THE BEST POSSIBLE CARE FOR THE PEOPLE OF THE COMMUNITY WHO SUPPORT US.
FORM 990, PART III, LINE 1	ORGANIZATION'S MISSION	MILLS-PENINSULA HOSPITAL FOUNDATION SERVES THE COMMUNITY BY ENCOURAGING FINANCIAL SUPPORT FROM INDIVIDUALS, FOUNDATIONS, AND CORPORATIONS WHO BELIEVE IN QUALITY HEALTH CARE. THE FOUNDATION BOARD OF TRUSTEES AND THE MILLS-PENINSULA BOARD OF DIRECTORS ARE MADE UP OF COMMUNITY LEADERS WHO SERVE WITHOUT COMPENSATION. OUR FIRST AND FOREMOST CONCERN IS TO PROVIDE THE BEST POSSIBLE CARE FOR THE PEOPLE OF THE COMMUNITY WHO SUPPORT US.
FORM 990, PART III, LINE 4A	PROGRAM SERVICE DESCRIPTION	MILLS-PENINSULA HOSPITAL FOUNDATION SERVES THE COMMUNITY BY ENCOURAGING FINANCIAL SUPPORT FROM THE COMMUNITY AND CORPORATIONS TO ENHANCE THE QUALITY OF HEALTHCARE IN THE REGION. THE FOUNDATION'S PRIMARY METHOD TO DO THIS IS TO RAISE FUNDS IN SUPPORT OF MILLS-PENINSULA HEALTH SERVICES, A RELATED 501(C)(3) HOSPITAL. IN 2010, COMMUNITY SUPPORT MADE IT POSSIBLE FOR THE FOUNDATION TO PURCHASE STEREOTAXIS EQUIPMENT, A MAGNETIC NAVIGATION SYSTEM THAT USES IMAGE-GUIDED COMPUTERIZED EQUIPMENT TO ACHIEVE A SAFER, MORE EFFICIENT AND MORE EFFECTIVE OPTION FOR CARDIAC PATIENTS. RADIOLOGY ALSO FUNDED A TELEMETRY MONITORING SYSTEM, A HOLTER MONITORING SCANNING SYSTEM AND AN ELECTROCARDIOGRAM MACHINE. SEVERAL ULTRASOUND MACHINES FOR THE FAMILY BIRTH CENTER WERE ALSO PURCHASED AS WELL AS VENTILATORS FOR RESPIRATORY CARE. ADDITIONALLY, THE FOUNDATION HELPED IMPROVE THE CARDIAC REHAB AND FITNESS CENTER. OTHER FUNDING INCLUDED CONTINUOUS PASSIVE MOTION MACHINES DESIGNED TO AID RECOVER AFTER JOINT SURGERY, VITAL SIGNS MONITORS WHICH ENHANCE PATIENT & STAFF SAFETY, AND GUIDESCOPIES TO HELP PHYSICIANS VISUALIZE TRACHEA AND ALLOW FOR EASIER INTUBATION OF PATIENT WITH DIFFICULT AIRWAY. THE FOUNDATION CONTINUES TO SUPPORT MILLS-PENINSULA HEALTH SERVICES WITH THE CONSTRUCTION OF THE NEW HOSPITAL SET TO OPEN IN MAY 2011.
FORM 990, PART VI, SECTION A, LINE 8	CLASSES OF MEMBERS OR STOCKHOLDERS	MILLS-PENINSULA HEALTH SERVICES IS THE SOLE MEMBER OF THIS CORPORATION WITH THE RIGHT TO ELECT AT LEAST A MAJORITY OF THE MEMBERS OF THE BOARD OF DIRECTORS.
FORM 990, PART VI, SECTION A, LINE 7A	MEMBERS OR STOCKHOLDERS ELECTING MEMBERS OF GOVERNING BODY	MILLS-PENINSULA HEALTH SERVICES IS THE SOLE MEMBER OF THIS CORPORATION WITH THE RIGHT TO ELECT AT LEAST A MAJORITY OF THE MEMBERS OF THE BOARD OF DIRECTORS.
FORM 990, PART VI, SECTION A, LINE 7B	DECISIONS REQUIRING APPROVAL BY MEMBERS OR STOCKHOLDERS	MILLS-PENINSULA HEALTH SERVICES, AS THE SOLE MEMBER OF THE ORGANIZATION, IS ENTITLED TO EXERCISE FULLY ALL RIGHTS AND PRIVILEGES OF MEMBERS OF NONPROFIT CORPORATIONS UNDER THE CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION LAW, AND ALL OTHER APPLICABLE LAWS. THE MEMBER HAS THE RIGHTS AND POWERS TO APPOINT (AND REMOVE) MEMBERS OF THE CORPORATION'S BOARD OF DIRECTORS, SUBJECT TO THE PROVISIONS OF THE BYLAWS. IN ADDITION, THE MEMBER HAS THE RIGHT TO APPROVE THE FOLLOWING ACTIONS OF THE CORPORATION'S BOARD OR DIRECTORS: A. MERGER, CONSOLIDATION OR DISSOLUTION OF THIS CORPORATION; B. CONTRACTING WITH ANY UNRELATED THIRD PARTY FOR ALL OR SUBSTANTIALLY ALL OF THE MANAGEMENT OF THIS CORPORATION'S ASSETS OR OPERATIONS; C. CREATION OF A CORPORATION OR AFFILIATE ENTITY WHICH HAS, OR IS PROJECTED TO HAVE DURING THE FIRST YEAR OF ITS CREATION, TOTAL ASSETS OR NET OPERATING REVENUES IN EXCESS OF A DOLLAR AMOUNT TO BE SET BY THE MEMBER FROM TIME TO TIME, OR ACQUISITION OF A CORPORATION OR AFFILIATE ENTITY WHICH HAS TOTAL ASSETS OR NET OPERATING REVENUES IN EXCESS OF A DOLLAR AMOUNT TO BE SET BY THE MEMBER FROM TIME TO TIME; D. AMENDMENT OR RESTATEMENT OF THE ARTICLES OF INCORPORATION OR THE BYLAWS OF THIS CORPORATION; E. APPROVAL OF OPERATING AND CAPITAL BUDGETS OF THIS CORPORATION, ALTHOUGH THE BOARD IS EMPOWERED TO DEVELOP ITS OWN BUDGET WITHIN THE CORPORATE GUIDELINES AND OBJECTIVES SET BY THE MEMBER FROM TIME TO TIME, THE MEMBER MAY DELEGATE APPROVAL AND/OR GUIDELINE SETTING AUTHORITY TO THE CHIEF EXECUTIVE OFFICER OF THE MEMBER; F. AGGREGATE EXPENDITURES BY THIS CORPORATION EXCEEDING APPROVED OPERATING OR CAPITAL BUDGETS OF THIS CORPORATION BY MORE THAN A DOLLAR AMOUNT TO BE SET BY THE MEMBER FROM TIME TO TIME, THE MEMBER MAY DELEGATE APPROVAL AND/OR GUIDELINE SETTING AUTHORITY TO THE CHIEF EXECUTIVE OFFICER OF THE MEMBER; G. PURCHASE, SALE, LEASE, DISPOSITION, HYPOTHECATION, EXCHANGE, GIFT, PLEDGE AND ENCUMBRANCE OF ANY ASSET, REAL OR PERSONAL, WITH A VALUE IN EXCESS OF A DOLLAR AMOUNT TO BE ESTABLISHED BY THE MEMBER FROM TIME TO TIME, NOT PREVIOUSLY INCLUDED IN THE CAPITAL BUDGET, THE MEMBER MAY DELEGATE APPROVAL AND/OR GUIDELINE SETTING AUTHORITY TO THE CHIEF EXECUTIVE OFFICER OF THE MEMBER; H. AGGREGATE UNSECURED BORROWING BY THIS CORPORATION IN EXCESS OF A DOLLAR AMOUNT TO BE SET BY THE MEMBER FROM TIME TO TIME, FOR THE PURPOSE OF THIS SUBPARAGRAPH, THE TERM AGGREGATE BORROWING INCLUDES BUT IS NOT LIMITED TO LEASE AGREEMENTS AND CONTRACTS OF PURCHASE, THE MEMBER MAY DELEGATE APPROVAL AND/OR GUIDELINE SETTING AUTHORITY TO THE CHIEF EXECUTIVE OFFICER OF THE MEMBER; I. APPOINTMENT OF THE INDEPENDENT AUDITOR AND CORPORATE COUNSEL, OR J. APPROVAL OF TRANSACTIONS OF THIS CORPORATION IN WHICH A TRUSTEE OR OFFICER OF THIS CORPORATION HAS A MATERIAL FINANCIAL INTEREST. OFFICER OF THIS CORPORATION HAS A MATERIAL FINANCIAL INTEREST.
FORM 990, PART VI, SECTION B, LINE 11B	REVIEW OF FORM 990 BY GOVERNING BODY	SUTTER HEALTH HAS A CENTRALIZED TAX DEPARTMENT RESPONSIBLE FOR THE PREPARATION OF THE FORM 990. ANNUALLY THE TAX DEPARTMENT PROVIDES TRAINING AND EDUCATION TO AFFILIATE PERSONNEL WHO ASSIST THE TAX DEPARTMENT IN COLLECTING AND REVIEWING DATA TO BE REPORTED ON THE FORM 990. THE PREPARATION MATERIAL IS REVIEWED BY VARIOUS DEPARTMENTS INCLUDING TAX, FINANCE, LEGAL, AND HUMAN RESOURCES. A NATIONAL ACCOUNTING FIRM PREPARES AND/OR REVIEWS THE RETURN. A COMPLETED RETURN IS THEN REVIEWED BY THE TAX DEPARTMENT, THE AFFILIATE, AND THE CFO BEFORE THE RETURN IS FILED. A COPY OF THE FORM 990 HAS BEEN PROVIDED TO ALL MEMBERS OF THE GOVERNING BODY BEFORE FILING THE FORM.
FORM 990, PART VI, SECTION B, LINE 12C	CONFLICT OF INTEREST POLICY	EMPLOYEES ARE EDUCATED ON THE CONFLICT OF INTEREST POLICY AND THE NEED TO MAKE DISCLOSURE AS PART OF ANNUAL COMPLIANCE EDUCATION. IN ADDITION, ANNUALLY A DISCLOSURE STATEMENT IS COMPLETED BY ALL DIRECTORS AND OFFICERS THAT INCLUDES AN ACKNOWLEDGEMENT THAT THEY HAVE READ THE CONFLICT OF INTEREST POLICY. ON THIS STATEMENT THE INDIVIDUAL WILL LIST A WIDE RANGE OF INFORMATION WHICH INCLUDES BUSINESS RELATIONSHIPS, EMPLOYMENT RELATIONSHIPS, PROPERTY INTERESTS, AND THOSE OF RELATED PARTIES. THE CEO AND BOARD CHAIR WILL REVIEW THE STATEMENTS AND MONITOR SITUATIONS THAT MAY POSE A POTENTIAL CONFLICT OF INTEREST. THE CEO AND BOARD CHAIR MAY CONSULT WITH THE OFFICE OF THE GENERAL COUNSEL AS NECESSARY. IF THERE IS A POTENTIAL CONFLICT OF INTEREST RELATED TO A PARTICULAR TRANSACTION, THE INTERESTED INDIVIDUAL MUST DISCLOSE THE

Return Reference	Identifier	Explanation						
		EXISTENCE AND NATURE OF THE RELATIONSHIP. THE BOARD CHAIR MAY APPOINT A DISINTERESTED PERSON OR COMMITTEE TO INVESTIGATE THE CONFLICT UNTIL THE POTENTIAL CONFLICT IS RESOLVED. THE BOARD CHAIR MAY REQUEST THE INDIVIDUAL TO NOT PARTICIPATE DURING RELATED PRESENTATIONS AND DISCUSSIONS. IN ALL CIRCUMSTANCES INVOLVING AN ACTUAL CONFLICT, THE INTERESTED INDIVIDUAL SHALL REFRAIN FROM VOTING ON ANY MATTER RELATED TO THE TRANSACTION						
FORM 990, PART VI, SECTION B, LINE 15A	PROCESS USED TO ESTABLISH COMPENSATION OF TOP MANAGEMENT OFFICIAL	MILLS-PENINSULA HEALTH SERVICES RETAINS DISCRETIONARY AUTHORITY OVER COMPENSATION TO ASSURE THAT ORGANIZATIONAL PURPOSES ARE APPROPRIATELY BEING SERVED. THE ORGANIZATION USES CREDIBLE DATA SOURCES AND MAINTAINS AN OBJECTIVE "ARMS LENGTH" DECISION-MAKING PROCESS, ENSURING INTEGRITY AND CONSISTENCY WITH THE ORGANIZATION'S OVERALL MISSION						
FORM 990, PART VI, SECTION B, LINE 15B	PROCESS USED TO ESTABLISH COMPENSATION OF OTHER OFFICERS/KEY EMPLOYEES	OFFICERS AND KEY EMPLOYEES PAID BY SUTTER HEALTH, ARE UNDER THE AUTHORITY OF THE COMPENSATION COMMITTEE OF THE SUTTER HEALTH BOARD OF DIRECTORS WHO RETAINS ULTIMATE DISCRETIONARY AUTHORITY OVER ALL ELEMENTS OF COMPENSATION TO ASSURE THAT ORGANIZATIONAL PURPOSES ARE APPROPRIATELY BEING SERVED. THE COMPENSATION COMMITTEE USES CREDIBLE DATA SOURCES AND MAINTAINS AN OBJECTIVE "ARMS LENGTH" DECISION-MAKING PROCESS, ENSURING THE INTEGRITY OF SUTTER'S EXECUTIVE PROGRAMS AND CONSISTENCY WITH THE ORGANIZATION'S OVERALL MISSION IN ORDER TO ENSURE EXTERNAL COMPETITIVENESS, NATIONAL, CALIFORNIA AND LOCAL MARKET AREA COMPENSATION DATA COMPARISONS ARE REVIEWED. COMPETITIVE ANALYSIS INCLUDES: (A) BASE SALARY, (B) TOTAL CASH (BASE SALARY + ANNUAL INCENTIVE) AND (C) TOTAL REMUNERATION (BASE SALARY + ANNUAL INCENTIVE + BENEFITS AND LONG TERM INCENTIVE). THIS ANALYSIS INCLUDES COMPARABLE ORGANIZATIONS AND GEOGRAPHIC CONSIDERATIONS. FOR THE MOST SENIOR EXECUTIVE POSITIONS, NATIONAL COMPARISONS FOR ORGANIZATIONS SIMILAR IN SIZE, SCOPE AND COMPLEXITY AS SUTTER HEALTH ARE MOST APPROPRIATE SINCE IT IS A NATIONAL MARKETPLACE IN WHICH SUTTER COMPETES FOR EXECUTIVE TALENT. ON THE OTHER HAND, BECAUSE CALIFORNIA'S UNDERLYING COMPENSATION STRUCTURE IS HIGHER THAN NATIONAL DATA (ESPECIALLY IN THE BAY AREA), REGIONAL PAY COMPARISONS AND ADJUSTMENTS ARE MADE OFFICERS AND KEY EMPLOYEES OF THIS ORGANIZATION WHO ARE SUTTER HEALTH EMPLOYEES UNDERGO A REVIEW AND COMPENSATION COMMITTEE APPROVAL, AND SUCH APPROVAL IS RECORDED IN THE MINUTES						
FORM 990, PART VI, SECTION C, LINE 19	GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC	THE SUTTER HEALTH SYSTEM POSTS ITS CURRENT AND PAST AUDITED FINANCIAL STATEMENTS AT SUTTERHEALTH.ORG. OTHER DOCUMENTS ARE ALSO LOCATED AT THIS WEBSITE INCLUDING THE ANNUAL REPORT, MISSION STATEMENT HISTORY, AND LINKS TO AFFILIATE WEBSITES. THE GOVERNING DOCUMENTS ARE NOT AVAILABLE TO THE PUBLIC AT THIS TIME						
FORM 990, PART VII, SECTION A, COLUMN B	AVERAGE HOURS WORKED PER WEEK FOR RELATED ORGANIZATION	ROBERT MERWIN - THE FOLLOWING BOARD MEMBER OF THE ORGANIZATION IS A FULL-TIME EMPLOYEE (40 HOURS PER WEEK) OF SUTTER HEALTH AND HIS SUTTER HEALTH SALARY IS REPORTED HEREIN. THIS INDIVIDUAL RECEIVES NO COMPENSATION FOR HIS SERVICE AS A BOARD MEMBER OF THIS ORGANIZATION. IFTIKHAR HUSSAIN - THE FOLLOWING BOARD MEMBER OF THE ORGANIZATION IS A FULL-TIME EMPLOYEE (40 HOURS PER WEEK) OF SUTTER HEALTH AND HIS SUTTER HEALTH SALARY IS REPORTED HEREIN. THIS INDIVIDUAL RECEIVES NO COMPENSATION FOR HIS SERVICE AS A BOARD MEMBER OF THIS ORGANIZATION.						
FORM 990, PART XI, LINE 5	OTHER CHANGES IN NET ASSETS OR FUND BALANCES	<table><tr><th>(a) Description</th><th>(b) Amount</th></tr><tr><td>NET UNREALIZED GAINS (LOSSES) ON INVESTMENTS</td><td>- 588,460</td></tr><tr><td>PRIOR PERIOD ADJUSTMENTS</td><td>185,202</td></tr></table>	(a) Description	(b) Amount	NET UNREALIZED GAINS (LOSSES) ON INVESTMENTS	- 588,460	PRIOR PERIOD ADJUSTMENTS	185,202
(a) Description	(b) Amount							
NET UNREALIZED GAINS (LOSSES) ON INVESTMENTS	- 588,460							
PRIOR PERIOD ADJUSTMENTS	185,202							

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

MILLS-PENINSULA HOSPITAL FOUNDATION

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 38, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public
Inspection

Employer identification number
23-7288765

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

(1)	(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)						
(2)						
(3)						
(4)						
(5)						
(6)						

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(1)	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?
							Yes No
(1)	ADOLESCENT TREATMENT CENTERS, INC. (68-0088443) 390 40TH STREET, OAKLAND, CA 94609	HEALTH CARE	CA	501(C)(3)	3	SUTTER EBH	✓
(2)	ALTA BATES SUMMIT FOUNDATION (51-0160184) 3012 SUMMIT STREET, 3RD FLOOR, OAKLAND, CA 94609	FUNDRAISING	CA	501(C)(3)	11 - TYPE I	SUTTER EBH	✓
(3)	CALIFORNIA PACIFIC MEDICAL CENTER FOUNDATION (94-2728423) 2015 STEINER STREET, 2ND FLOOR, SAN FRANCISCO, CA 94115	FUNDRAISING	CA	501(C)(3)	11 - TYPE I	SUTTER WBH	✓
(4)	DELTA MEMORIAL HOSPITAL FOUNDATION (94-2417022) 3901 LONE TREE WAY, ANTIOCH, CA 94509	FUNDRAISING	CA	501(C)(3)	11 - TYPE I	SUTTER EBH	✓
(5)	EAST BAY PERINATAL CENTER (51-0172285) 3012 SUMMIT STREET, 3RD FLOOR, OAKLAND, CA 94609	HEALTH CARE	CA	501(C)(3)	3	SUTTER EBH	✓
(6)	EDEN MEDICAL CENTER (94-2948100) 20103 LAKE CHABOT ROAD, CASTRO VALLEY, CA 94546	HOSPITAL	CA	501(C)(3)	3	SUTTER HEALTH	✓
(7)	MARIN COMMUNITY HEALTH (94-2994751) 250 BON AIR ROAD, GREENBRAE, CA 94904	SUPPORTING ORGANIZATION	CA	501(C)(3)	11 - TYPE II	SUTTER HEALTH	✓

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat. No. 50135Y

Schedule R (Form 990) 2011

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of- year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) See Statement												
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) HEALTH VENTURES INC. (94-2918780) 350 HAWTHORNE ST., OAKLAND, CA 94609	HEALTH SERVICES	CA	N/A	C CORPORATION			
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							

Schedule R (Form 990) 2011

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to 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 of this schedule.

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?		Yes	No
a	Receipt of (i) interest (iii) royalties or (iv) rent from a controlled entity		✓
b	Gift, grant, or capital contribution to related organization(s)	✓	
c	Gift, grant, or capital contribution from related organization(s)		✓
d	Loans or loan guarantees to or for related organization(s)		✓
e	Loans or loan guarantees by related organization(s)		✓
f	Sale of assets to related organization(s)		✓
g	Purchase of assets from related organization(s)		✓
h	Exchange of assets with related organization(s)		✓
i	Lease of facilities, equipment, or other assets to related organization(s)		✓
j	Lease of facilities, equipment, or other assets from related organization(s)		✓
k	Performance of services or membership or fundraising solicitations for related organization(s)	✓	
l	Performance of services or membership or fundraising solicitations by related organization(s)		✓
m	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	✓	
n	Sharing of paid employees with related organization(s)	✓	
o	Reimbursement paid to related organization(s) for expenses	✓	
p	Reimbursement paid by related organization(s) for expenses	✓	
q	Other transfer of cash or property to related organization(s)	✓	
r	Other transfer of cash or property from related organization(s)	✓	

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.				(a) Name of other organization	(b) Transaction type (e-r)	(c) Amount involved	(d) Method of determining amount involved
(1)				MILLS-PENINSULA HEALTH SERVICES	B	8,069,078	FMV
(2)				PALO ALTO MEDICAL FOUNDATION FOR HEALTHCARE RESEARCH	B	46,904	FMV
(3)							
(4)							
(5)							
(6)							

Schedule R (Form 990) 2011

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) _____													
(2) _____													
(3) _____													
(4) _____													
(5) _____													
(6) _____													
(7) _____													
(8) _____													
(9) _____													
(10) _____													
(11) _____													
(12) _____													
(13) _____													
(14) _____													
(15) _____													
(16) _____													

Part II Identification of Related Tax-Exempt Organizations (continued)

(a) Name, address and EIN of related organization	(b) Primary Activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(8) MILLS-PENINSULA HEALTH SERVICES (94-1156285) 1501 TROUSDALE DRIVE, BURLINGAME, CA 94010	HOSPITAL	CA	501(C)(3)	3	PAMF	✓	
(9) MILLS-PENINSULA HOSPITAL FOUNDATION (23-7288765) 1501 TROUSDALE DRIVE, BURLINGAME, CA 94010	FUNDRAISING	CA	501(C)(3)	11 - TYPE I	MPHS	✓	
(10) PALO ALTO MEDICAL FOUNDATION (94-1156581) 2350 EL CAMINO REAL, MOUNTAIN VIEW, CA 94040	HEALTH CARE	CA	501(C)(3)	3	SUTTER HEALTH	✓	
(11) SAMUEL MERRITT UNIVERSITY (94-2982642) 450 30TH STREET, OAKLAND, CA 94609	UNIVERSITY	CA	501(C)(3)	2	SUTTER EBH	✓	
(12) SUTTER AUBURN FAITH HOSPITAL FOUNDATION (94-2594966) 11815 EDUCATION ST., AUBURN, CA 95602	FUNDRAISING	CA	501(C)(3)	7	SHSSR	✓	
(13) SUTTER CENTRAL VALLEY HOSPITALS (94-1080917) 1800 COFFEE ROAD, SUTTER 76, MODESTO, CA 95355	HOSPITAL	CA	501(C)(3)	3	SUTTER HEALTH	✓	
(14) SUTTER COAST HOSPITAL (94-2888520) 800 E WASHINGTON BLVD., CRESCENT CITY, CA 95531	HOSPITAL	CA	501(C)(3)	3	SUTTER HEALTH	✓	
(15) SUTTER DAVIS HOSPITAL FOUNDATION (68-0217870) P.O. BOX 1617, DAVIS, CA 95617	FUNDRAISING	CA	501(C)(3)	11 - TYPE I	SHSSR	✓	
(16) SUTTER EAST BAY HOSPITALS (94-1186176) 3012 SUMMIT STREET, 3RD FLOOR, OAKLAND, CA 94609	HOSPITAL	CA	501(C)(3)	3	SUTTER HEALTH	✓	
(17) SUTTER EAST BAY MEDICAL FOUNDATION (94-2680415) 3687 MT. DIABLO BLVD., LAFAYETTE, CA 94549	HEALTH CARE	CA	501(C)(3)	3	SUTTER HEALTH	✓	
(18) SUTTER GOULD MEDICAL FOUNDATION (94-1682256) 600 COFFEE ROAD, MODESTO, CA 95355	HEALTH CARE	CA	501(C)(3)	3	SUTTER HEALTH	✓	
(19) SUTTER HEALTH (94-2788907) 2200 RIVER PLAZA DRIVE, SACRAMENTO, CA 95833	SUPPORTING ORGANIZATION	CA	501(C)(3)	11 - TYPE III - FUNCTIONALLY INTEGRATED	N/A		✓
(20) SUTTER HEALTH PACIFIC (99-0288851) 91-2301 FT. WEAVER ROAD, EWA BEACH, HI 96706	HOSPITAL	CA	501(C)(3)	3	SUTTER HEALTH	✓	
(21) SUTTER HEALTH SACRAMENTO SIERRA REGION (94-1166621) P.O. BOX 160727, SACRAMENTO, CA 95816	HOSPITAL	CA	501(C)(3)	3	SUTTER HEALTH	✓	
(22) SUTTER INSURANCE SERVICES CORPORATION (99-0289310) 745 FORT STREET, SUITE 1100, HONOLULU, HI 96813	INSURANCE SERVICES	HI	501(C)(3)	11 - TYPE II	SUTTER HEALTH	✓	
(23) SUTTER MEDICAL CENTER CASTRO VALLEY (77-0146047) 2200 RIVER PLAZA DRIVE, SACRAMENTO, CA 95833	HOSPITAL	CA	501(C)(3)	3	SUTTER HEALTH	✓	
(24) SUTTER MEDICAL CENTER FOUNDATION (94-2788906) P.O. BOX 160727, SACRAMENTO, CA 95816	FUNDRAISING	CA	501(C)(3)	7	SHSSR	✓	
(25) SUTTER MEDICAL FOUNDATION (69-0273874) 2800 L STREET, 7TH FLOOR, SACRAMENTO, CA 95816	HEALTH CARE	CA	501(C)(3)	11 - TYPE II	SUTTER HEALTH	✓	
(26) SUTTER ROSEVILLE MEDICAL CENTER FOUNDATION (68-0040113) ONE MEDICAL PLAZA, ROSEVILLE, CA 95661	FUNDRAISING	CA	501(C)(3)	7	SHSSR	✓	
(27) SUTTER SOLANO CHARITABLE FOUNDATION (94-2668262) 300 HOSPITAL DRIVE, VALLEJO, CA 94589	FUNDRAISING	CA	501(C)(3)	7	SHSSR	✓	
(28) SUTTER VISITING NURSE ASSOCIATION AND HOSPICE (94-6068843) 1800 POWELL ST., #300, EMERYVILLE, CA 94608	HEALTH CARE	CA	501(C)(3)	9	SUTTER HEALTH	✓	
(29) SUTTER WEST BAY HOSPITALS (94-0562680) 2333 BUCHANAN STREET, SAN FRANCISCO, CA 94115	HOSPITAL	CA	501(C)(3)	3	SUTTER HEALTH	✓	
(30) SUTTER WEST BAY MEDICAL FOUNDATION (94-2948131) 2015 STEINER STREET, 1ST FLOOR, SAN FRANCISCO, CA 94115	HEALTH CARE	CA	501(C)(3)	3	SUTTER HEALTH	✓	

(a) Name, address and EIN of related organization	(b) Primary Activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(31) TRACY HOSPITAL FOUNDATION (68-0318845) 1420 N. TRACY BLVD, TRACY, CA 95376	FUNDRAISING	CA	501(C)(3)	11 - TYPE I	SCVH	✓	

Part III Identification of Related Organizations Taxable as a Partnership (continued)

(a) Name, address and EIN of related organization	(b) Primary Activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income related, unrelated, excluded from tax under sections 512-514	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V - UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) MAGNETIC IMAGING AFFILIATES (94-2953833) 175 LENNON, WALNUT CREEK, CA 94598	PATIENT CARE	CA										
(2) SURGICAL CENTER OF ABSMC (47-0946086) 3875 TELEGRAPH, OAKLAND, CA 94609	OUTPATIENT SURGERY	CA										
(3) ALTA CT SERVICES LLP (84-3083464) 175 LENNON, WALNUT CREEK, CA 94598	PATIENT CARE	CA										
(4) CALIFORNIA PACIFIC ADV. IMAGING (58-2311840) PO BOX 6102, NOVATO, CA 94948	MRI JOINT VENTURE	CA										
(5) SAN FRANCISCO ENDOSCOPY CTR (91-2160538) 3000 RIVERCHASE, BIRMINGHAM, AL 35244	ENDOSCOPY JV	CA										
(6) PRESIDIO SURGERY CTR (32-0144060) 1635 DIVISADERO, SAN FRANCISCO, CA 94115	AMBULATORY SURGERY	CA										
(7) SUTTER FAIRFIELD SURGERY CTR (30-0233892) 2700 LOW CT, FAIRFIELD, CA 94533	SURGERY	CA										
(8) TWIN CITIES SURGICAL HOSPITAL (35-2182617) 250 S WACKER, CHICAGO, IL 60606	SURGERY	CA										

Part II

Supplemental Information Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

Return Reference	Identifier	Explanation
SCHEDULE M, PART I	EXPLANATIONS OF REPORTING METHOD FOR NUMBER OF CONTRIBUTIONS	OTHER. # OF CONTRIBUTION

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.

Return Reference	Identifier	Explanation
SCHEDULE J, PART I, LINE 1A	TAX INDEMNIFICATION AND GROSS-UP PAYMENTS	TAX INDEMNIFICATION: STANDARD POLICY FOR ALL SUTTER HEALTH EMPLOYEES IS THAT NON-CASH GIFTS AND AWARDS ARE GROSSED-UP FOR TAX PURPOSES. THE AMOUNT OF THE GROSS-UP IS ADDED TO THE EMPLOYEE'S WAGES AND TAXED ACCORDINGLY. OYEE'S WAGES
SCHEDULE J, PART I, LINE 3	ARRANGEMENT USED TO ESTABLISH THE TOP MANAGEMENT OFFICIALS' COMPENSATION	EXECUTIVE DIRECTOR POSITION EVALUATION AND RESULTING RANGE IS DETERMINED AS FOLLOWS: EVALUATION OF JOB CONTENT BASED ON: A. KNOW-HOW B. PROBLEM SOLVING C. ACCOUNTABILITY CHECK RESULTING EVALUATION AGAINST: A. SALARY SURVEY DATA FOR BENCHMARK JOBS B. RELATIONSHIP TO LIKE POSITIONS IN OTHER LOCAL SUTTER COMPANIES C. ANECDOTAL INFO FROM MANAGER (CANDIDATE REQUIREMENTS, ETC.) D. EXISTING EVALUATIONS OF SUBORDINATES, SUPERVISOR AND PEERS E. OTHER RELEVANT INFORMATION
SCHEDULE J, PART I, LINE 4B	SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN	INDIVIDUALS PAID BY SUTTER HEALTH PARTICIPATE IN A SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN. THE PURPOSE OF THE NONQUALIFIED RETIREMENT PLAN IS TO PROVIDE SUTTER HEALTH EXECUTIVES WITH A COMPETITIVE RETIREMENT BENEFIT CONSISTENT WITH SUTTER HEALTH'S OVERALL COMPENSATION PHILOSOPHY FOR ALL EMPLOYEES. CONTRIBUTIONS ARE DESIGNED TAKING INTO CONSIDERATION LOST RETIREMENT BENEFITS THAT WOULD OTHERWISE BE OBTAINED THROUGH THE QUALIFIED PENSION PLAN. SUTTER'S PLANS ARE DESIGNED CONSISTENT WITH COMPETITIVE INDUSTRY PRACTICES. THE RETIREMENT PLAN FOR SUTTER HEALTH EMPLOYEES IS A COMBINATION OF SOCIAL SECURITY, 403B EMPLOYER MATCH CONTRIBUTIONS AND QUALIFIED PLAN BENEFITS. SUTTER HEALTH EXECUTIVES ARE GENERALLY INELIGIBLE FOR EMPLOYER MATCH CONTRIBUTIONS. ADDITIONALLY, QUALIFIED PLAN BENEFITS CAPS HAVE THE EFFECT OF SUBSTANTIALLY REDUCING RETIREMENT BENEFITS THAT ARE OTHERWISE PROVIDED TO ALL EMPLOYEES. THE EFFECT IS THAT EXECUTIVES OFTEN DO NOT RECEIVE THE SAME LEVEL OF RETIREMENT BENEFIT ON AN INCOME REPLACEMENT BASIS AS OTHER EMPLOYEES. TO ENSURE A COMPETITIVE RETIREMENT BENEFIT AND TO ADDRESS THE SHORTFALLS DESCRIBED ABOVE, SUTTER HEALTH MAKES AN ANNUAL CONTRIBUTION TO A NON-QUALIFIED 457(F) PLAN FOR ITS EXECUTIVES. THE FORMULA HAS TWO PARTS: (1) 4% TO 7% OF BASE SALARY (COMMENSURATE WITH MANAGEMENT LEVEL), PLUS (2) A CONTRIBUTION STARTING AT 5% (BASED UPON TENURE) FOR EARNINGS BEYOND THE PENSION PAY CAP. THE LATTER OF WHICH IS DESIGNED TO HELP RESTORE LOST PENSION BENEFITS FORFEITED UNDER THE QUALIFIED PLAN FOR EARNINGS OVER THE PENSION PAY CAP LIMIT. CONTRIBUTIONS ARE ALSO MADE FOR A SMALL GROUP OF SENIOR LEVEL EXECUTIVES WHOSE ESTIMATED RETIREMENT BENEFIT (SOCIAL SECURITY PLUS QUALIFIED PLAN BENEFITS PLUS 457(F) FALLS BELOW 50% - 65% OF FINAL 4-YEAR AVERAGE BASE SALARY WHEN RETIRING AT AGE 65. TARGET BENEFIT LEVELS VARY BY YEARS OF SERVICE. UNLIKE SUTTER HEALTH'S QUALIFIED PLAN WHERE EMPLOYEE BENEFITS ARE GUARANTEED (I.E., A DEFINED BENEFIT), SUTTER'S NON-QUALIFIED PLAN BENEFITS ARE NOT GUARANTEED BY SUTTER HEALTH. INVESTMENT RISK IS BORNE BY PARTICIPANTS AND BENEFITS ARE NOT PROTECTED SHOULD SUTTER HEALTH BECOME INSOLVENT.
SCHEDULE J, PART I, LINE 7	NON-FIXED PAYMENTS	SPOT AWARDS ARE INFREQUENTLY USED TO REWARD EMPLOYEES. THERE ARE NO SPECIFIC GUIDELINES FOR THE AMOUNT OF THE SPOT AWARD BUT THE AMOUNT TENDS TO NOT EXCEED 5% OF GROSS PAY. ANNUAL INCENTIVE PLAN (AIP) THE PURPOSE OF THE PLAN IS TO FOCUS EXECUTIVES ON SPECIFIC, SHORTER-TERM GOALS THAT ARE CRITICAL TO THE ACHIEVEMENT OF AFFILIATE, REGION, AND SYSTEM-WIDE OBJECTIVES THAT DRIVE OVERALL ORGANIZATION PERFORMANCE. A PORTION OF THE PLAN AWARD IS DISCRETIONARY IN THAT THE SUPERVISOR MAY ADD +/- 5% TO THE AWARD PROVIDED THE TOTAL AWARD (FORMULA PORTION PLUS DISCRETIONARY) DOES NOT EXCEED THE MAXIMUM ESTABLISHED FOR ANY GIVEN EXECUTIVE. LONG TERM PERFORMANCE PLANS SUTTER HEALTH EMPLOYEES ARE ELIGIBLE FOR A LONG TERM PERFORMANCE PLANS WHICH ARE DESIGNED TO FOCUS ON LONGER TERM STRATEGIC OBJECTIVES OF THE ORGANIZATION. SUTTER'S LONG TERM PERFORMANCE PLAN APPROACH IS A COMBINATION OF BOTH LONGER TERM MEASURES OF ORGANIZATION SUCCESS AND KEY ORGANIZATION STRATEGIES WHICH REQUIRE THE COMBINED EFFORT OF ALL LEADERSHIP TO ACHIEVE SUCCESS. SUTTER USES A COMMON FATE APPROACH IN THAT ALL PLAN PARTICIPANTS ARE MEASURED AGAINST THE SAME, ORGANIZATION WIDE CRITERIA VS. INDIVIDUAL EFFORTS. THIS FOSTERS A COMMON PURPOSE ACROSS LEADERSHIP AND A SHARED SENSE OF ACCOUNTABILITY FOR THE OVERALL SUCCESS OF SUTTER HEALTH. TO ENSURE THAT EXTRAORDINARY EFFORTS BY INDIVIDUALS CAN BE RECOGNIZED AND THAT ACTIONS OF LEADERSHIP ARE CONSISTENT WITH SUPPORTING SUTTER HEALTH'S OVERALL MISSION, VISION, AND VALUES, SUTTER'S LONG TERM INCENTIVE PLAN APPROACH ALSO INCORPORATES A COMBINATION OF CEO AND SUTTER HEALTH COMPENSATION COMMITTEE DISCRETION. IN SOME CASES THE SUTTER HEALTH COMPENSATION COMMITTEE HAS DELEGATED AUTHORITY TO THE PRESIDENT & CEO TO MODIFY INDIVIDUAL AWARDS WITHIN LIMITS THAT HAVE BEEN PRE-APPROVED BY THE SUTTER HEALTH COMPENSATION COMMITTEE. THIS INCLUDES BOTH THE REDUCTION AND INCREASE OF AWARD AMOUNTS. SUCH MODIFICATIONS GENERALLY DO NOT EXCEED +/- 20% AND ARE EMPLOYED JUDICIOUSLY. IN ALL CASES, THE COMPENSATION COMMITTEE OF THE BOARD DETERMINES ACHIEVEMENT OF ORGANIZATION GOALS AND MAKES FINAL AWARD DETERMINATION WHICH MAY RESULT IN A REDUCTION OF AWARD IF APPROPRIATE. ALL SENIOR EXECUTIVE AWARDS ARE REVIEWED FOR COMPENSATION REASONABLENESS AND APPROVED PRIOR TO PAYMENT BY THE COMPENSATION COMMITTEE.

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

Return Reference	Identifier	Explanation
SCHEDULE I, PART I, LINE 2	PROCEDURES FOR MONITORING USE OF GRANT FUNDS	1 VARIOUS DEPARTMENTS OF THE HOSPITAL REQUEST FUNDING FROM THE FOUNDATION 2 THE FOUNDATION BOARD OF TRUSTEES AND THE FOUNDATION EXECUTIVE APPROVE THE HOSPITAL'S REQUEST 3 THE HOSPITAL PROVIDES THE FOUNDATION A COPY OF THE INVOICE AND/OR OTHER SUPPORTING DOCUMENTATION SUBSTANTIATING THE INCURRED COSTS. 4 THE FOUNDATION FORWARDS TO THE ACCOUNTANTS THE SUPPORTING DOCUMENTS, INCLUDING THE APPROVALS, FOR RECORDING OF THE TRANSACTION ON THE BOOKS AND THE TRANSFER TO THE FUNDS THE SUTTER HEALTH SYSTEM HAS AN OVERLAP IN LEADERSHIP WHICH MONITORS THE USE OF GRANTS BETWEEN AFFILIATES.

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, line 2; 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.

Return Reference	Identifier	Explanation
SCHEDULE D, PART V, LINE 4	INTENDED USES OF ENDOWMENT FUNDS	THE ENDOWMENTS ARE USED TO SUPPORT THE PROGRAMS OF MILLS-PENINSULA HEALTH SERVICES
SCHEDULE D, PART X, LINE 2	FIN 48 (ASC 740) FOOTNOTE	THIS ORGANIZATION WAS PART OF A CONSOLIDATED FINANCIAL SYSTEM AUDIT. THE ASC 740 AUDIT FOOTNOTE DISCLOSURE FOR THE SUTTER SYSTEM IS AS FOLLOWS SUTTER HEALTH AND MOST AFFILIATES HAVE BEEN DETERMINED TO BE EXEMPT ORGANIZATIONS BY THE INTERNAL REVENUE SERVICE, (PURSUANT TO INTERNAL REVENUE CODE SECTION 501 (C) (3)), AND THE CALIFORNIA FRANCHISE TAX BOARD (PURSUANT TO CALIFORNIA REVENUE AND TAXATION CODE 23701(D)) AND, GENERALLY, ARE NOT SUBJECT TO TAXES ON INCOME. CERTAIN ACTIVITIES OF SUTTER ARE SUBJECT TO INCOME TAXES, HOWEVER, SUCH ACTIVITIES ARE NOT SIGNIFICANT TO THE COMBINED FINANCIAL STATEMENTS. WITH RESPECT TO ITS FOR-PROFIT SUBSIDIARIES AND TAXABLE ACTIVITIES, SUTTER RECORDS INCOME TAXES USING THE LIABILITY METHOD UNDER WHICH DEFERRED TAX ASSETS AND LIABILITIES ARE DETERMINED BASED ON THE DIFFERENCES BETWEEN THE FINANCIAL ACCOUNTING AND TAX BASES OF ASSETS AND LIABILITIES. DEFERRED TAX ASSETS OR LIABILITIES AT THE END OF EACH PERIOD ARE DETERMINED USING THE CURRENTLY ENACTED TAX RATE EXPECTED TO APPLY TO TAXABLE INCOME IN THE PERIODS THAT THE DEFERRED TAX ASSET OR LIABILITY IS EXPECTED TO BE REALIZED OR SETTLED. SUTTER RECOGNIZES THE TAX BENEFIT FROM UNCERTAIN TAX POSITIONS ONLY IF IT IS MORE LIKELY THAN NOT THAT THE TAX POSITIONS WILL BE SUSTAINED ON EXAMINATION BY THE TAX AUTHORITIES, BASED ON THE TECHNICAL MERITS OF THE POSITION. THE TAX BENEFIT IS MEASURED BASED ON THE LARGEST BENEFIT THAT HAS A GREATER THAN 50% LIKELIHOOD OF BEING REALIZED UPON ULTIMATE SETTLEMENT. SUTTER RECOGNIZES INTEREST AND PENALTIES RELATED TO INCOME TAX MATTERS IN OPERATING EXPENSES. AT DECEMBER 31, 2011 AND 2010, THERE WERE NO SUCH UNCERTAIN TAX POSITIONS.