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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

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

OMB No 1545-0047

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning **and ending**

B Check if applicable: ☐ Address change ☒ Name change ☐ Initial return ☐ Termin-ated ☐ Amended return ☐ Applica-tion pending

C Name of organization
PROMEDICA FOUNDATION
F/K/A THE TOLEDO HOSPITAL FOUNDATION

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address) 2142 N. COVE BLVD. Room/suite

City or town, state or country, and ZIP + 4 TOLEDO, OH 43606-3896

F Name and address of principal officer KATHLEEN HANLEY
1801 RICHARDS RD., TOLEDO, OH 43607

D Employer identification number 34-1517672

E Telephone number (419) 891-8504

G Gross receipts $ 427,654,130.

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

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

H(c) Group exemption number ▶

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

J Website: ▶ WWW.PROMEDICA.ORG

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation: 1986

M State of legal domicile: OH

Part I Summary

1	Briefly describe the organization's mission or most significant activities: THE PROMEDICA FOUNDATION'S MISSION IS TO GENERATE AND DIRECT THE UTILIZATION OF RESOURCES TO		
2	Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.		
3	Number of voting members of the governing body (Part VI, line 1a)	3	7
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	2
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	0
6	Total number of volunteers (estimate if necessary)	6	444
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	807,714.	8,281,195.
9	Program service revenue (Part VIII, line 2g)	0.	0.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	8,241,343.	10,220,883.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	11,226.	45,398.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	9,060,283.	18,547,476.
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	2,074,163.	7,061,560.
14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	1,355,848.
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	7,020.
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,456,074.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	731,458.	1,122,638.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	2,805,621.	9,547,066.
19	Revenue less expenses. Subtract line 18 from line 12	6,254,662.	9,000,410.

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	160,292,045.	222,715,941.
21	Total liabilities (Part X, line 26)	924,242.	2,238,209.
22	Net assets or fund balances. Subtract line 21 from line 20	159,367,803.	220,477,732.

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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 Katherine S Hanley — Date 10/30/12

▶ KATHLEEN HANLEY, TREASURER
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name SHAWNA M. JIMENEZ	Preparer's signature Shawna M. Jimenez	Date 10/22/2012	Check ☐ if self-employed	PTIN P01222873
Firm's name ▶ DELOITTE TAX LLP			Firm's EIN ▶ 86-1065772	
Firm's address ▶ 111 MONUMENT CIRCLE, STE. 2000 INDIANAPOLIS, IN 46204-5108			Phone no. (317) 464-8600	

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

SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

917-36

12NE

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:
THE PROMEDICA FOUNDATION'S MISSION IS TO GENERATE AND DIRECT THE UTILIZATION OF RESOURCES TO ENRICH EXISTING PROGRAMS AND FUND NEW SERVICES, INSPIRING EXCELLENCE IN THE PROVISION OF HEALTH CARE AND ENHANCING QUALITY OF LIFE FOR THE PEOPLE OF OUR COMMUNITIES.

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 $ 7,061,560. including grants of $ 7,061,560.) (Revenue $ _____)
PROMOTE HEALTH AND WELL-BEING WITH SUPPORT FOR MEDICAL CARE, MEDICAL EDUCATION AND MEDICAL RESEARCH, AND BY SOLICITING CONTRIBUTIONS, GRANTS AND INVESTING FUNDS TO GENERATE INCOME TO SUPPORT PROMEDICA HEALTH SYSTEM ENTITIES.

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

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

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

4e **Total program service expenses** ▶ 7,061,560.

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	X	
2	Is the organization required to complete *Schedule B, Schedule of Contributors*?	2	X	
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		X
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		X
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		X
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		X
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		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
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		X
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	X	
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	X	
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		X
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		X
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	X	
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e	X	
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	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a		X
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	X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
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		X
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		X
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		X
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*	17		X
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	X	
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		X
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		X
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*	21	X	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22	X	
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*	23	X	
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*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		X
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*	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		X
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*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	X	
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*	35b	X	
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check 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	3		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	1		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c	X	
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		X
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		X
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		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b		X
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		X
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	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c		X
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		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		7g	N/A	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h	N/A	
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	N/A	
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?		9a	N/A	
b	Did the organization make a distribution to a donor, donor advisor, or related person?		9b	N/A	
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	N/A		
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	N/A		
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	N/A		
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	N/A	
	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		X
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 [X]

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 7 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 2			
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	X	
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		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	X	
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		X
6	Did the organization have members or stockholders?	6	X	
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	X	
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	X	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a	The governing body?	8a	X	
b	Each committee with authority to act on behalf of the governing body?	8b	X	
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		X

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		X
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	X	
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	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
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	X	
13	Did the organization have a written whistleblower policy?	13	X	
14	Did the organization have a written document retention and destruction policy?	14	X	
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		X
b	Other officers or key employees of the organization	15b		X
	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		X
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 ▶ OH

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 [X] 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. ▶

ANNE ROSPO - (419) 891-8504

5901 MONCLOVA RD., MAUMEE, OH 43537

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

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

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			
RANDALL OOSTRA EX OFFICIO	1.00	X						0.	1,284,749.	261,966.
LARRY PETERSON EX OFFICIO	1.00	X						0.	0.	0.
SHEILA SCHWARTZ EX OFFICIO	1.00	X						0.	336,784.	53,941.
BARBARA STEELE TRUSTEE	1.00	X						0.	1,217,274.	93,122.
RITA MANSOUR CHAIRPERSON	1.00	X		X				0.	0.	0.
KATHLEEN HANLEY TREASURER	1.00	X		X				0.	668,728.	106,672.
JEFFREY KUHN SECRETARY	1.00	X		X				0.	514,238.	70,869.
GARY AKENBERGER SR. VP FINANCE, PHS	1.00				X			0.	341,951.	71,630.

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			
1b **Sub-total** ▶								0.	4,363,724.	658,200.
c **Total from continuation sheets to Part VII, Section A** ▶								0.	0.	0.
d **Total (add lines 1b and 1c)** ▶								0.	4,363,724.	658,200.

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*	3		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	4	X	
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*	5		X

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 NONE	(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	9,662.				
	b Membership dues	1b					
	c Fundraising events	1c	865,272.				
	d Related organizations	1d	2,566,964.				
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	4,839,297.				
	g Noncash contributions included in lines 1a-1f $ 1,004,551.						
	h **Total.** Add lines 1a-1f			8,281,195.			
Program Service Revenue		Business Code					
	2 a						
	b						
	c						
	d						
	e						
	f All other program service revenue						
	g **Total.** Add lines 2a-2f						
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			3,315,170.			3,315,170.
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
		(i) Real	(ii) Personal				
	6 a Gross rents	5,250.					
	b Less: rental expenses	46,511.					
	c Rental income or (loss)	-41,261.					
	d Net rental income or (loss)			-41,261.			-41,261.
		(i) Securities	(ii) Other				
	7 a Gross amount from sales of assets other than inventory	415,489,264.					
	b Less. cost or other basis and sales expenses	408,583,551.					
	c Gain or (loss)	6,905,713.					
	d Net gain or (loss)			6,905,713.			6,905,713.
	8 a Gross income from fundraising events (not including $ 865,272. of contributions reported on line 1c). See Part IV, line 18	a	563,251.				
	b Less: direct expenses	b	476,592.				
	c Net income or (loss) from fundraising events			86,659.			86,659.
	9 a Gross income from gaming activities. See Part IV, line 19	a					
	b Less. direct expenses	b					
	c Net income or (loss) from gaming activities						
	10 a Gross sales of inventory, less returns and allowances	a					
	b Less: cost of goods sold	b					
	c Net income or (loss) from sales of inventory						
	Miscellaneous Revenue		Business Code				
	11 a						
	b						
	c						
	d All other revenue						
	e **Total.** Add lines 11a-11d						
	12 **Total revenue.** See instructions.			18,547,476.	0.	0.	10,266,281.

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	7,052,060.	7,052,060.		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22	9,500.	9,500.		
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees				
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	1,054,223.		185,808.	868,415.
8	Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	78,532.		13,835.	64,697.
9	Other employee benefits	143,447.		20,979.	122,468.
10	Payroll taxes	79,646.		13,212.	66,434.
11	Fees for services (non-employees).				
a	Management				
b	Legal	2,053.		2,053.	
c	Accounting	4,208.		4,208.	
d	Lobbying				
e	Professional fundraising services. See Part IV, line 17	7,020.			7,020.
f	Investment management fees	634,216.		634,216.	
g	Other	38,020.		34,285.	3,735.
12	Advertising and promotion	3,139.		3,139.	
13	Office expenses	60,367.		21,095.	39,272.
14	Information technology	62,896.		57,629.	5,267.
15	Royalties				
16	Occupancy	3,234.		1,625.	1,609.
17	Travel	40,735.		2,866.	37,869.
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings				
20	Interest	5,563.		5,563.	
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	2,220.		2,220.	
23	Insurance	561.		561.	
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	BAD DEBT EXPENSE	107,977.			107,977.
b					
c					
d					
e	All other expenses	157,449.		26,138.	131,311.
25	**Total functional expenses.** Add lines 1 through 24e	9,547,066.	7,061,560.	1,029,432.	1,456,074.
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)				

Part X Balance Sheet

				(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing		254,052.	1	468,231.
	2	Savings and temporary cash investments			2	2,324,976.
	3	Pledges and grants receivable, net		1,760,871.	3	5,778,268.
	4	Accounts receivable, net			4	21,805.
	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			9	
	10a	Land, buildings, and equipment. cost or other basis. Complete Part VI of Schedule D	10a 665,092.			
	b	Less: accumulated depreciation	10b 48,732.	27,487.	10c	616,360.
	11	Investments - publicly traded securities		148,312,850.	11	187,171,396.
	12	Investments - other securities. See Part IV, line 11			12	
	13	Investments - program-related. See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets. See Part IV, line 11		9,936,785.	15	26,334,905.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		160,292,045.	16	222,715,941.
Liabilities	17	Accounts payable and accrued expenses		93,097.	17	658,262.
	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		831,145.	25	1,579,947.
	26	**Total liabilities.** Add lines 17 through 25		924,242.	26	2,238,209.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		120,581,048.	27	139,723,248.
	28	Temporarily restricted net assets		29,329,934.	28	48,806,949.
	29	Permanently restricted net assets		9,456,821.	29	31,947,535.
		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		159,367,803.	33	220,477,732.
	34	Total liabilities and net assets/fund balances		160,292,045.	34	222,715,941.

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	18,547,476.
2	Total expenses (must equal Part IX, column (A), line 25)	2	9,547,066.
3	Revenue less expenses. Subtract line 2 from line 1	3	9,000,410.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	159,367,803.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	52,109,519.
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	220,477,732.

Part XII Financial Statements and Reporting

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

			Yes	No
1	Accounting method used to prepare the Form 990: [ ] Cash [X] Accrual [ ] Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
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	2c	X	
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 [X] 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?	3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.	3b		

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	Employer identification number
PROMEDICA FOUNDATION F/K/A THE TOLEDO HOSPITAL FOUNDATION	34-1517672

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?

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

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

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

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document? Yes	(iv) No	(v) Did you notify the organization in col. (i) of your support? Yes	(v) No	(vi) Is the organization in col. (i) organized in the U.S.? Yes	(vi) No	(vii) Amount of support
THE TOLEDO HOSPITAL	34-4428256	3	X						3,465,727.
FLOWER HOSPITAL	34-4428794	3	X						1,657,010.
BAY PARK COMMUNITY HOSPITAL	34-1883132	3	X						269,396.
FOSTORIA HOSPITAL ASSOCIATION	34-0898745	3	X						888,072.
DEFIANCE HOSPITAL, INC.	34-4446484	3	X						195,469.
Total 7									6,475,674.

SEE PART IV FOR LINE 11 CONTINUATION

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 ▶ ☐

Part IV Supplemental Information (Schedule A, Part I, Line 11h - Information regarding supported organizations (continuation))

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
EMMA L. BIXBY MEDICAL CENTER	38-2796005	3	X						0.
HERRICK MEMORIAL HOSPITAL, INC.	38-3049015	3	X						0.
Continuation Total									

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	Employer identification number
PROMEDICA FOUNDATION F/K/A THE TOLEDO HOSPITAL FOUNDATION	34-1517672

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)
- ☐ Protection of natural habitat
- ☐ Preservation of open space
- ☐ Preservation of an historically important land area
- ☐ Preservation of a certified historic structure

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
1c	
1d	
1e	
1f	

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

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	9,456,821.	8,911,405.	7,709,949.	10,580,543.	
b Contributions	34,360,422.	1,800.			
c Net investment earnings, gains, and losses	-1,656,917.	543,616.	1,201,456.	-2,870,094.	
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses				500.	
g End of year balance	42,160,326.	9,456,821.	8,911,405.	7,709,949.	

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

a Board designated or quasi-endowment ▶ 25.42 %
b Permanent endowment ▶ 74.58 %
c Temporarily restricted endowment ▶ .00 %

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
3a(i) (i) unrelated organizations	X	
3a(ii) (ii) related organizations		X
3b 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	27,487.	50,526.		78,013.
b Buildings		202,102.	15,157.	186,945.
c Leasehold improvements				
d Equipment		33,002.	33,002.	0.
e Other		351,975.	573.	351,402.
Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				616,360.

Schedule D (Form 990) 2011

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. (Col (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. (Col (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) CASH VALUE LIFE INSURANCE	199,093.
(2) FUNDED PERPETUITIES	25,547,535.
(3) DUE FROM AFFILIATES	78,277.
(4) LAND & BUILDING - RESTRICTED AS TO USE	510,000.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 15)* ▶	26,334,905.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DUE TO AFFILIATES	1,579,947.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25.)* ▶	1,579,947.

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.

PART V, LINE 4: THE ENDOWMENT FUNDS ARE INVESTED TO GENERATE INCOME TO BE USED TO SUPPORT PROMEDICA HEALTH SYSTEM ENTITIES CONSISTENT WITH DONOR INTENT.

PART X, LINE 2: PROMEDICA FOUNDATION IS INCLUDED IN THE CONSOLIDATED AUDITED FINANCIAL STATEMENTS OF PROMEDICA HEALTH SYSTEM AND SUBSIDIARIES (PHS). THE FOLLOWING REFLECTS PHS'S LIABILITY FOR UNCERTAIN TAX POSITIONS UNDER ASC 740.

Part XIV Supplemental Information *(continued)*

EXCEPT AS NOTED BELOW, PHS DID NOT HAVE ANY MATERIAL UNCERTAIN TAX POSITIONS AT DECEMBER 31, 2011 AND 2010.

FOR THE YEAR ENDING DECEMBER 31, 2011, A TAXABLE SUBSIDIARY OF PHS RECOGNIZED A LIABILITY FOR UNCERTAIN TAX POSITIONS OF $2,080,000. THE INTEREST AND PENALTIES RELATED TO UNRECOGNIZED TAX BENEFITS AMOUNTED TO $308,000. PROMEDICA FOUNDATION DOES NOT HAVE ANY UNCERTAIN TAX POSITIONS AT DECEMBER 31, 2011 AND 2010.

SCHEDULE G (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

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.

OMB No 1545-0047

2011

Open To Public Inspection

Name of the organization	Employer identification number
PROMEDICA FOUNDATION F/K/A THE TOLEDO HOSPITAL FOUNDATION	34-1517672

Part I 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
- b ☐ Internet and email solicitations
- c ☐ Phone solicitations
- d ☐ In-person solicitations
- e ☐ Solicitation of non-government grants
- f ☐ Solicitation of government grants
- g ☐ Special fundraising events

2 a 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.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions? Yes	(iii) No	(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
Total ▶						

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 ART AUCTION (event type)	(b) Event #2 PRO-AM (event type)	(c) Other events 9 (total number)	(d) Total events (add col. (a) through col (c))
Revenue	1 Gross receipts	330,300.	136,863.	961,360.	1,428,523.
	2 Less: Charitable contributions	207,220.	69,228.	588,824.	865,272.
	3 Gross income (line 1 minus line 2)	123,080.	67,635.	372,536.	563,251.
Direct Expenses	4 Cash prizes			1,760.	1,760.
	5 Noncash prizes		1,586.	2,170.	3,756.
	6 Rent/facility costs			1,850.	1,850.
	7 Food and beverages	9,099.	12,376.	130,884.	152,359.
	8 Entertainment	325.		21,309.	21,634.
	9 Other direct expenses	55,195.	25,825.	214,213.	295,233.
	10 Direct expense summary. Add lines 4 through 9 in column (d)			▶	(476,592)
	11 Net income summary Combine line 3, column (d), and line 10			▶	86,659.

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. _____

11 Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13a	%
b An outside facility	13b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ $ _____ and the amount of gaming revenue retained by the third party ▶ $ _____

c If "Yes," enter name and address of the third party

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ $ _____

Description of services provided ▶ _____

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $

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)

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

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

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

▶ **Attach to Form 990.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization PROMEDICA FOUNDATION
F/K/A THE TOLEDO HOSPITAL FOUNDATION

Employer identification number 34-1517672

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? [X] 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
THE TOLEDO HOSPITAL 2142 NORTH COVE BLVD. TOLEDO, OH 43606	34-4428256	501(C)(3)	3,465,727.	0.			OPERATING/ CAPITAL SUPPORT
FLOWER HOSPITAL 5200 HARROUN RD. SYLVANIA, OH 43560	34-4428794	501(C)(3)	1,657,010.	0.			OPERATING/ CAPITAL SUPPORT
DEFIANCE HOSPITAL, INC. 1200 RALSTON AVE. DEFIANCE, OH 43512-2495	34-4446484	501(C)(3)	195,469.	0.			OPERATING/ CAPITAL SUPPORT
FOSTORIA HOSPITAL ASSOCIATION 501 VAN BUREN FOSTORIA, OH 44830-0907	34-0898745	501(C)(3)	888,072.	0.			OPERATING/ CAPITAL SUPPORT
BAY PARK COMMUNITY HOSPITAL 2801 BAY PARK DRIVE OREGON, OH 43616	34-1883132	501(C)(3)	269,396.	0.			OPERATING/ CAPITAL SUPPORT
VISITING NURSE HOSPICE & HEALTHCARE - 5855 MONROE ST. - SYLVANIA, OH 43560	34-1831624	501(C)(3)	243,170.	0.			OPERATING/ CAPITAL SUPPORT

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 9.

3 Enter total number of other organizations listed in the line 1 table ▶ 0.

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

Schedule I (Form 990) (2011)

132101 01-27-12

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

(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
PROMEDICA CONTINUING CARE SERVICES CORP. - 5855 MONROE ST. - SYLVANIA, OH 43560	34-4492440	501(C)(3)	228,814.	0.			OPERATING/ CAPITAL SUPPORT
LENAWEE LONG TERM CARE 700 LAKESHIRE TRAIL ADRIAN, MI 49221	38-2879330	501(C)(3)	9,151.	0.			OPERATING/ CAPITAL SUPPORT
PROMEDICA HEALTH SYSTEM, INC. 1801 RICHARDS RD. TOLEDO, OH 43607	34-1517671	501(C)(3)	95,251.	0.			OPERATING/ CAPITAL SUPPORT

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
SCHOLARSHIPS	15	9,500.	0.		

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

SCHEDULE I, PART I, LINE 2: AS AN AFFILIATE OF PROMEDICA HEALTH SYSTEM (PHS) CORPORATE POLICIES EXIST TO ENSURE THAT THE APPROVAL AND DISTRIBUTION OF FOUNDATION FUNDS ARE CONSISTENT WITH THE APPROVED SUPPORTED ORGANIZATION STRATEGIC PLAN AND DOCUMENTED DONOR INTENT. ALL REQUESTS FOR FUNDS MUST BE SUBMITTED ON THE "FUND UTILIZATION REQUEST" FORM, INCLUDE WRITTEN SUPPORTING DOCUMENTATION AND APPROPRIATE APPROVALS DEPENDING ON THE DOLLAR AMOUNT OF THE REQUEST. ON A MONTHLY BASIS A REPORT LISTING ALL FUND DISTRIBUTIONS IS DISTRIBUTED TO THE PHS PRESIDENT/CHIEF OPERATING OFFICER AND CHIEF PHILANTHROPIC OFFICER.

SCHEDULE J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ **Attach to Form 990.** ▶ **See separate instructions.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization: PROMEDICA FOUNDATION
F/K/A THE TOLEDO HOSPITAL FOUNDATION

Employer identification number: 34-1517672

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.			
	☐ First-class or charter travel	☐ 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	1b		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2		
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		X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	X	
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		X
	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		X
b	Any related organization?	5b		X
	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		X
b	Any related organization?	6b		X
	If "Yes" to line 6a or 6b, describe in Part III.			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	X	
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	8		X
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9		

Part II **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use 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 RANDALL OOSTRA	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	800,000.	469,179.	15,570.	240,362.	21,604.	1,546,715.	0.
2 SHEILA SCHWARTZ	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	234,090.	93,269.	9,425.	35,434.	18,507.	390,725.	0.
3 BARBARA STEELE	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	554,195.	258,858.	404,221.	79,777.	13,345.	1,310,396.	276,271.
4 KATHLEEN HANLEY	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	464,200.	199,713.	4,815.	84,664.	22,008.	775,400.	0.
5 JEFFREY KUHN	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	346,280.	153,750.	14,208.	50,653.	20,216.	585,107.	0.
6 GARY AKENBERGER	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	239,292.	92,964.	9,695.	49,772.	21,858.	413,581.	0.
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)							

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PART I, LINE 3: PROMEDICA HEALTH SYSTEM, INC., A RELATED TAX-EXEMPT ORGANIZATION OF PROMEDICA FOUNDATION, USES THE FOLLOWING TO ESTABLISH THE COMPENSATION OF THE ORGANIZATION'S TOP MANAGEMENT OFFICIAL:

- COMPENSATION COMMITTEE
- INDEPENDENT COMPENSATION CONSULTANT
- COMPENSATION SURVEY OR STUDY
- APPROVAL BY THE BOARD OR COMPENSATION COMMITTEE

PART I, LINE 4B: ALL EMPLOYEES AND AMOUNTS LISTED ARE VOLUNTARY DEFERRALS OR COMPANY CONTRIBUTIONS TO VARIOUS NON-QUALIFIED DEFERRED COMPENSATION PLANS ORGANIZED UNDER CODE SECTION 457(F). THE EXACT PURPOSE OF EACH PLAN VARIES BUT THEY INCLUDE: COMPENSATION LIMITATION MAKE-UP PLANS, VOLUNTARY DEFERRAL PLANS, DEFERRAL OF A PORTION OF INCENTIVE BONUS TYPE PLANS, ETC.

BARBARA STEELE $347,092

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II Also complete this part for any additional information

PART I, LINE 7: AN INCENTIVE BONUS IS PAID TO ALL EXECUTIVES BASED ON ATTAINMENT OF GOALS IN THE AREAS OF 1) INTEGRATED DELIVERY SYSTEM DEVELOPMENT; 2) COMMUNITY SERVICE; 3) QUALITY, SAFETY AND SERVICE; 4) FINANCIAL RESPONSIBILITY; AND 5) WORKFORCE DEVELOPMENT. THE BONUS IS A PERCENTAGE OF BASE PAY APPROVED BY THE PROMEDICA HEALTH SYSTEM COMPENSATION COMMITTEE.

SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

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

Name of the organization PROMEDICA FOUNDATION
F/K/A THE TOLEDO HOSPITAL FOUNDATION

Employer identification number 34-1517672

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	X	5	983,330.	COST OR SALES PRICE
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	X	10	14,941.	COST OR SALES PRICE
20	Drugs and medical supplies				
21	Taxidermy				
22	Historical artifacts				
23	Scientific specimens				
24	Archeological artifacts				
25	Other ▶ (DIAPERS, TOYS)	X	4	3,098.	COST OR SALES PRICE
26	Other ▶ (TENTS, TABLES)	X	3	1,976.	COST OR SALES PRICE
27	Other ▶ (DONOR TILES)	X	3	1,206.	COST OR SALES PRICE
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?	30a		X
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?	31	X	
32a	Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	32a	X	
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.			

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

SCHEDULE M, PART I, COLUMN (B): THE NUMBERS IN COLUMN (B) REFER TO THE NUMBER OF CONTRIBUTIONS.

SCHEDULE M, LINE 32B: THE CUSTODIAN OF PROMEDICA FOUNDATION'S INVESTMENT ASSETS LIQUIDATES ALL DONATED SECURITIES.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

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Open to Public Inspection

Name of the organization: PROMEDICA FOUNDATION
F/K/A THE TOLEDO HOSPITAL FOUNDATION

Employer identification number: 34-1517672

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

ENRICH EXISTING PROGRAMS AND FUND NEW SERVICES, INSPIRING EXCELLENCE IN THE PROVISION OF HEALTH CARE AND ENHANCING QUALITY OF LIFE FOR THE PEOPLE OF OUR COMMUNITIES.

FORM 990, PART VI, SECTION A, LINE 2: THE FOLLOWING OFFICERS, BOARD MEMBERS AND KEY EMPLOYEES ARE EMPLOYEES OF PROMEDICA HEALTH SYSTEM OR ITS RELATED ORGANIZATIONS. MANY OF THESE EMPLOYEES ALSO SERVE ON OTHER RELATED PROMEDICA HEALTH SYSTEM BOARDS.

RANDALL OOSTRA

SHEILA SCHWARTZ

BARBARA STEELE

KATHLEEN HANLEY

JEFFREY KUHN

GARY AKENBERGER

FORM 990, PART VI, SECTION A, LINE 4: EFFECTIVE JANUARY 1, 2011, BAY PARK COMMUNITY HOSPITAL FOUNDATION, TOLEDO CHILDREN'S HOSPITAL FOUNDATION, FLOWER HOSPITAL FOUNDATION, PROMEDICA CONTINUING CARE SERVICES CORPORATION FOUNDATION, DEFIANCE HOSPITAL FOUNDATION, AND FOSTORIA COMMUNITY HOSPITAL FOUNDATION MERGED INTO PROMEDICA FOUNDATION (BEING THE TOLEDO HOSPITAL FOUNDATION WHICH CONTEMPORANEOUSLY CHANGED ITS NAME TO PROMEDICA FOUNDATION). EFFECTIVE DECEMBER 31, 2011, HERRICK MEDICAL CENTER FOUNDATION AND BIXBY COMMUNITY HEALTH FOUNDATION MERGED INTO PROMEDICA FOUNDATION. ALL APPROPRIATE CHANGES WERE MADE TO THE ORGANIZING DOCUMENTS

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AND PROMEDICA FOUNDATION'S GOVERNING DOCUMENTS WERE AMENDED SO THAT THERE SHALL BE A PROMEDICA FOUNDATION BOARD WHICH SHALL EXERCISE THE POWERS OF PROMEDICA FOUNDATION, CONDUCT ITS BUSINESS AND AFFAIRS, AND MANAGE ITS PROPERTY, AND TEN (10) SPECIFIC FOUNDATION BOARDS WHICH SHALL EACH FUNCTION AS A COMMITTEE OF THE PROMEDICA FOUNDATION BOARD, EXERCISING THE SPECIFIC BOARD-DELEGATED POWERS OF A RESPECTIVE FOUNDATION BOARD.

FORM 990, PART VI, SECTION A, LINE 6: AS AN OHIO NON-PROFIT ORGANIZATION, THIS CORPORATION HAS A CORPORATE MEMBER.

FORM 990, PART VI, SECTION A, LINE 7A: PROMEDICA HEALTH SYSTEM, INC. (PHS) IS THE PARENT CORPORATION AND SOLE MEMBER OF PROMEDICA FOUNDATION. AS THE MEMBER, PHS HAS THE RIGHT TO (A) ELECT AND REMOVE THE MEMBERS OF THE BOARD OF TRUSTEES OF PROMEDICA FOUNDATION, AND (B) FILL ANY VACANCY ON THE BOARD OF TRUSTEES.

FORM 990, PART VI, SECTION A, LINE 7B: WHILE THE BOARD OF TRUSTEES OF EACH BUSINESS UNIT IS GRANTED CERTAIN POWERS WITH RESPECT TO SUCH BUSINESS UNIT'S OPERATIONS, AS THE MEMBER, PROMEDICA HEALTH SYSTEM RETAINS APPROVAL RIGHTS WITH RESPECT TO CERTAIN CORPORATE ACTIONS SUCH AS (I) ADOPTION OF THE BUSINESS UNIT'S STRATEGIC PLANS AND FINANCIAL PLANS, (II) EXPENDITURES FOR NON-BUDGETED ITEMS IN EXCESS OF CERTAIN DOLLAR LIMITS SET FROM TIME TO TIME BY THE MEMBER, (III) EXPENDITURES FOR ITEMS WHICH ARE INCLUDED IN THE BUSINESS UNIT'S ANNUAL BUDGETS BUT WHICH EXCEED THE BUDGETED AMOUNT BY AN AMOUNT IN EXCESS OF CERTAIN DOLLAR LIMITS SET FROM TIME TO TIME BY THE MEMBER, (IV) INCURRENCE, ASSUMPTION OR GUARANTEE OF ANY INDEBTEDNESS, (V) SALE, LEASE OR OTHER DISPOSITION OF REAL PROPERTY OR ASSETS WITH A VALUE IN EXCESS OF CERTAIN DOLLAR LIMITS SET FROM TIME TO TIME BY THE MEMBER, AND

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(VI) ANY MERGER, CONSOLIDATION, REORGANIZATION, DISSOLUTION OR LIQUIDATION.

FORM 990, PART VI, SECTION B, LINE 11: UNDER THE GUIDANCE OF PROMEDICA HEALTH SYSTEM'S (PHS) TAX CONSULTANTS, FORM 990S ARE PREPARED BY THE RESPECTIVE ACCOUNTING DEPARTMENT OF EACH AFFILIATE AND REVIEWED BY THE AFFILIATE'S FINANCE LEADERSHIP. AFTER AFFILIATE'S FINANCE LEADERSHIP APPROVAL, COPIES OF THE FORM 990 FOR PHS AND THEIR SUBSIDIARIES ARE PROVIDED TO THE RESPECTIVE COMPANY'S BOARD OF DIRECTORS AND ARE REVIEWED AND SIGNED BY THE RESPECTIVE COMPANY'S PRESIDENT OR A PRINCIPAL OFFICER PRIOR TO FILING WITH THE INTERNAL REVENUE SERVICE.

FORM 990, PART VI, SECTION B, LINE 12C: PROMEDICA HEALTH SYSTEM AND AFFILIATES (PHS) HAVE STANDARDS OF CONDUCT THAT APPLY TO ALL PHS BOARD MEMBERS AND EMPLOYEES. BOARD MEMBERS AND EMPLOYEES ARE EXPECTED TO CERTIFY THEIR COMPLIANCE WITH THE APPLICABLE STANDARDS PRIOR TO ELECTION/APPOINTMENT OR PRIOR TO BEGINNING EMPLOYMENT.

BOARD MEMBERS

ANNUALLY (OR IMMEDIATELY IF NEW POTENTIAL CONFLICTS OF INTEREST ARISE), ALL BOARD MEMBERS ARE REQUIRED TO COMPLETE AND RETURN THE BOARD MEMBER CERTIFICATION STATEMENT WITHIN 30 DAYS OF DISSEMINATION. BOARD MEMBER CERTIFICATION STATEMENTS ARE COMPILED AND REVIEWED BY THE ASSOC. V.P., AUDIT/COMPLIANCE. SUMMARIZED INFORMATION IS FORWARDED FOR REVIEW TO THE CHIEF FINANCIAL OFFICER, GENERAL COUNSEL, BUSINESS UNIT PRESIDENTS AND THE PRESIDENT AND CHIEF EXECUTIVE OFFICER (PRESIDENT/CEO)/CHIEF COMPLIANCE OFFICER (CCO), BASED UPON THEIR RESPECTIVE KNOWLEDGE OF THE BOARD MEMBERS. THE PURPOSE OF THIS REVIEW IS TO BOTH INFORM MANAGEMENT OF THE DISCLOSED CONFLICTS AND TO ALLOW THEM TO IDENTIFY TO THE ASSOC. V.P.,

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AUDIT/COMPLIANCE, ANY POTENTIAL UNDISCLOSED CONFLICTS. THE AUDIT/COMPLIANCE DEPARTMENT THEN CONDUCTS AN AUDIT OF ALL BOARD MEMBER CERTIFICATION STATEMENTS (ALONG WITH ANY RELATIONSHIPS NOTED THROUGH THE ABOVE REVIEW) TO IDENTIFY ANY POSITIONAL CONFLICTS OF INTEREST AND TO TEST MATERIAL TRANSACTIONS WITH BOARD MEMBERS/THEIR AFFILIATES FOR FAIR MARKET VALUE. THE RESULTS OF THE AUDIT ARE REPORTED DIRECTLY TO THE CHAIR OF THE AUDIT/COMPLIANCE COMMITTEE WITH A COPY TO THE PRESIDENT/CEO/CCO. THE REPORT INCLUDES A SUMMARY OF THE AUDIT PROCEDURES PERFORMED, ANY SIGNIFICANT CONCERNS IDENTIFIED AND THEIR RESOLUTION, AS WELL AS AN ATTACHMENT WITH A FULL LISTING OF THE BOARD MEMBER'S DISCLOSURES AND THE TOTAL AMOUNT OF FINANCIAL ACTIVITY IN THE PRECEDING 12 MONTHS BETWEEN PHS AND THE BOARD MEMBERS/AFFILIATES. ANY UNRESOLVED CONFLICTS ARE ADDRESSED BY THE AUDIT COMMITTEE WITH RECOMMENDATIONS TO THE FULL BOARD AS NEEDED.

FAILURE TO FILE THE CERTIFICATION STATEMENT, OR THE FILING OF A FALSE OR INCOMPLETE CERTIFICATION STATEMENT, OR FAILURE TO DISCLOSE IMMEDIATELY ANY NEW CONFLICTS OF INTEREST THAT MAY ARISE, OR FAILURE TO COOPERATE WITHOUT CONDITION, HONESTLY AND COMPLETELY WITH ANY INVESTIGATION OR REVIEW OF THE BOARD MEMBER'S CERTIFICATION STATEMENT OR HIS/HER ACTIONS OR CIRCUMSTANCES SHALL BE GROUNDS FOR SANCTION BY THE BOARD OF TRUSTEES UP TO AND INCLUDING REMOVAL FROM THE BOARD/COMMITTEE/COUNCIL.

EMPLOYEES

ANNUALLY (OR IMMEDIATELY IF NEW CONFLICTS OF INTEREST ARISE), ALL SALARIED EMPLOYEES ARE REQUIRED TO COMPLETE AND SUBMIT AN ELECTRONIC EMPLOYEE CERTIFICATION QUESTIONNAIRE WITHIN 30 DAYS OF NOTIFICATION. THE HUMAN RESOURCES DEPARTMENT ENSURES THAT ALL QUESTIONNAIRES, WHICH ARE STORED ELECTRONICALLY, ARE COMPLETED AND PROVIDES NOTIFICATION TO THE ASSOC. V.P.,

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AUDIT/COMPLIANCE OF THE NUMBER OF ANNUAL EMPLOYEE CERTIFICATION QUESTIONNAIRES SENT AND RECEIVED, COPIES OF ANY QUESTIONNAIRES CONTAINING DISCLOSURES THAT WARRANT FURTHER REVIEW BY THE AUDIT/COMPLIANCE DEPARTMENT, AND A LIST OF ALL NEW EMPLOYEES HIRED DURING THE PREVIOUS 12 MONTHS. IDENTIFIED CONFLICTS ARE INITIALLY REVIEWED BY THE ASSOC. V.P., AUDIT/COMPLIANCE AND THE CHIEF HUMAN RESOURCES OFFICER AND IF NECESSARY DISCUSSED WITH THE BUSINESS UNIT PRESIDENT IN WHICH THE EMPLOYEE WORKS, AND GENERAL COUNSEL. IF THE CONFLICT IS CONSIDERED A SIGNIFICANT EXPOSURE RISK FOR PHS, A RECOMMENDATION WILL BE PREPARED FOR FINAL APPROVAL OF THE PHS PRESIDENT/CEO/CCO. RESULTS OF THE EMPLOYEE PROCESS AUDIT ARE INCLUDED IN THE ABOVE REPORT TO THE CHAIR OF THE AUDIT/COMPLIANCE COMMITTEE.

FAILURE TO COMPLETE THE CERTIFICATION QUESTIONNAIRE, OR THE COMPLETION OF A FALSE OR INCOMPLETE CERTIFICATION QUESTIONNAIRE, OR FAILURE TO DISCLOSE IMMEDIATELY ANY NEW CONFLICTS OF INTEREST THAT MAY ARISE, OR FAILURE TO COOPERATE WITHOUT CONDITION, HONESTLY AND COMPLETELY WITH ANY INVESTIGATION OR REVIEW OF THE EMPLOYEE'S CERTIFICATION QUESTIONNAIRE OR HIS/HER ACTIONS OR CIRCUMSTANCES SHALL BE GROUNDS FOR SANCTION UP TO AND INCLUDING TERMINATION OF EMPLOYMENT.

FORM 990, PART VI, SECTION C, LINE 19: PROMEDICA HEALTH SYSTEM AND SUBSIDIARIES PROVIDE ANY DOCUMENT OPEN TO PUBLIC INSPECTION UPON REQUEST.

FORM 990, PART VII:

AVERAGE HOURS PER WEEK DEVOTED TO RELATED ORGANIZATIONS DURING THE YEAR:

RANDALL OOSTRA - 40 HOURS

SHEILA SCHWARTZ - 40 HOURS

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BARBARA STEELE - 40 HOURS

KATHLEEN HANLEY - 40 HOURS

JEFFREY KUHN - 40 HOURS

GARY AKENBERGER - 40 HOURS

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

NET UNREALIZED LOSSES ON INVESTMENTS:	-13,980,760.
CHANGE IN FUNDED PERPETUITIES	-980,867.
NET ASSET TRANSFER FROM FLOWER HOSPITAL FOUNDATION	32,710,569.
NET ASSET TRANSFER FROM TOLEDO CHILDREN'S HOSPTIAL FOUNDATION	3,530,317.
NET ASSET TRANSFER FROM PROMEDICA CONTINUING CARE SERVICES CORP. FOUNDATION	6,891,681.
NET ASSET TRANSFER FROM DEFIANCE HOSPITAL FOUNDATION	35,015.
NET ASSET TRANSFER FROM FOSTORIA COMMUNITY HOSPITAL FOUNDATION	3,108,991.
NET ASSET TRANSFER FROM BAY PARK COMMUNITY HOSPITAL FOUNDATION	489,755.
NET ASSET TRANSFER FROM BIXBY COMMUNITY HEALTH FOUNDATION	4,026,406.
NET ASSET TRANSFER FROM HERRICK MEMORIAL HOSPITAL FOUNDATION	15,429,202.
NET ASSET TRANSFER FROM PROMEDICA INSURANCE CORP., INC. & SUBSIDIARIES	418,646.
NET ASSET TRANSFER FROM ACADEMIC HEALTH CENTER CORPORATION	430,564.
TOTAL TO FORM 990, PART XI, LINE 5	52,109,519.

FORM 990, PART VI, SECTION B, LINE 15:

PROMEDICA FOUNDATION'S TOP MANAGEMENT OFFICIAL AND OTHER OFFICERS ARE

Name of the organization PROMEDICA FOUNDATION
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COMPENSATED BY PROMEDICA HEALTH SYSTEM (PHS), A RELATED TAX-EXEMPT ORGANIZATION. COMPENSATION DETERMINATIONS OF PROMEDICA FOUNDATION'S TOP MANAGEMENT OFFICIAL AND OTHER OFFICERS ARE MADE BY A COMPENSATION COMMITTEE OF PHS. EACH YEAR INDEPENDENT CONSULTANTS CONDUCT AN ANNUAL SURVEY AND RECOMMEND EXECUTIVE PAYROLL BASE SALARY RANGES BASED UPON THE MARKET. THE DATA IS REVIEWED AND APPROVED BY THE PROMEDICA HEALTH SYSTEM COMPENSATION COMMITTEE EVERY OCTOBER. SALARY ADJUSTMENTS ARE DETERMINED AT THE DECEMBER MEETING OF THE COMPENSATION COMMITTEE. THE COMPENSATION COMMITTEE APPROVES OTHER FORMS OF COMPENSATION BASED UPON THE PRIOR YEAR PERFORMAMCE AT THE JANUARY MEETING EACH YEAR.

SCHEDULE R (Form 990)
Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

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Name of the organization: PROMEDICA FOUNDATION
F/K/A THE TOLEDO HOSPITAL FOUNDATION

Employer identification number: 34-1517672

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
COBRA VENTURES, LLC - 20-4671613 5901 MONCLOVA RD. MAUMEE, OH 43537	LAND LEASING	OHIO	3,990.	84,429.	ST. LUKE'S HOSPITAL FOUNDATION
MIDWEST CARDIOVASCULAR CONSULTANTS, LLC - 61-1448753, 5855 MONROE ST., SYLVANIA, OH 43560	EMPLOYS PHYSICIANS	OHIO	2,870,362.	670,378.	PROMEDICA PHYSICIAN GROUP
PROMEDICA CENTRAL PHYSICIANS, LLC - 34-1881137, 5855 MONROE ST., SYLVANIA, OH 43560	EMPLOYS PHYSICIANS	OHIO	80,023,037.	23,688,638.	PROMEDICA PHYSICIAN GROUP
PROMEDICA EAST PHYSICIANS, LLC - 34-1881145 5855 MONROE ST. SYLVANIA, OH 43560	EMPLOYS PHYSICIANS	OHIO	5,200,466.	2,720,878.	PROMEDICA PHYSICIAN GROUP

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.)

(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	(g) No
BAY PARK COMMUNITY HOSPITAL - 34-1883132 2801 BAY PARK DR. OREGON, OH 43616	HOSPITAL	OHIO	501(C)(3)	3	PROMEDICA HEALTH SYSTEM	X	
BAY PARK COMMUNITY HOSPITAL FOUNDATION - 34-1901462, 2801 BAY PARK DR., OREGON, OH 43616	FOUNDATION	OHIO	501(C)(3)	11B, II	PROMEDICA HEALTH SYSTEM	X	
BIXBY COMMUNITY HEALTH FOUNDATION - 38-2691494, 818 RIVERSIDE AVE., ADRIAN, MI 49221	FOUNDATION	MICHIGAN	501(C)(3)	11B, II	EMMA L. BIXBY MEDICAL CENTER	X	
CARE ENTERPRISES - 34-1366709 5901 MONCLOVA RD. MAUMEE, OH 43537	FACILITY LEASING	OHIO	501(C)(3)	11B, II	PROMEDICA HEALTH SYSTEM	X	

Part I **Continuation of Identification of Disregarded Entities**

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
PROMEDICA ORTHOPEDIC PHYSICIANS, LLC - 20-8050622, 5855 MONROE ST., SYLVANIA, OH 43560	EMPLOYS PHYSICIANS	OHIO	2,853,930.	1,705,850.	PROMEDICA PHYSICIAN GROUP
PROMEDICA SOUTH PHYSICIANS, LLC - 34-1898679 5855 MONROE ST. SYLVANIA, OH 43560	EMPLOYS PHYSICIANS	OHIO	3,082,017.	2,171,850.	PROMEDICA PHYSICIAN GROUP
PROMEDICA WEST PHYSICIANS, LLC - 34-1893773 5855 MONROE ST. SYLVANIA, OH 43560	EMPLOYS PHYSICIANS	OHIO	11,105,876.	6,316,416.	PROMEDICA PHYSICIAN GROUP
PROMEDICA NORTHWEST OHIO CARDIOLOGY CONSULTANTS, LLC - 26-3888045, 5855 MONROE ST., SYLVANIA, OH 43560	EMPLOYS PHYSICIANS	OHIO	26,904,881.	566,293.	PROMEDICA PHYSICIAN GROUP
PROMEDICA GI PHYSICIANS LLC - 26-3015991 5855 MONROE ST. SYLVANIA, OH 43560	EMPLOYS PHYSICIANS	OHIO	5,221,527.	2,111,516.	PROMEDICA PHYSICIAN GROUP
PROMEDICA CARDIOTHORACIC PHYSICIANS, LLC - 27-0978204, 5855 MONROE ST., SYLVANIA, OH 43560	EMPLOYS PHYSICIANS	OHIO	4,198,965.	-234,568.	PROMEDICA PHYSICIAN GROUP
WELLCARE PHYSICIANS, LLC - 61-1528443 5901 MONCLOVA RD. MAUMEE, OH 43537	EMPLOYS PHYSICIANS	OHIO	13,074,068.	1,922,268.	PROMEDICA PHYSICIAN GROUP
PROMEDICA HEMATOLOGY-ONCOLOGY PHYSICIANS, LLC - 27-1401750, 5855 MONROE ST., SYLVANIA, OH 43560	EMPLOYS PHYSICIANS	OHIO	3,840,654.	-1,884,310.	PROMEDICA PHYSICIAN GROUP
PROMEDICA ENT, LLC - 27-2404505 5855 MONROE ST. SYLVANIA, OH 43560	EMPLOYS PHYSICIANS	OHIO	4,469,531.	-236,054.	PROMEDICA PHYSICIAN GROUP
THE PHARMACY COUNTER, LLC - 27-1325141 5855 MONROE ST. SYLVANIA, OH 43560	MEDICAL EQUIPMENT & PHARMACY	OHIO	31,125,890.	10,494,044.	PROMEDICA PHYSICIAN GROUP

Part I **Continuation of Identification of Disregarded Entities**

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
WOLF CREEK ASSOCIATES, LLC - 38-3164818 901 KIMOLE LN. ADRIAN, MI 49221	FACILITY LEASING	MICHIGAN	291,307.	1,162,453.	EMMA L. BIXBY MEDICAL CENTER
PROMEDICA MONROE CARDIOLOGY, PLLC - 27-2920342, 5855 MONROE ST., SYLVANIA, OH 43560	EMPLOYS PHYSICIANS	MICHIGAN	2,180,730.	264,026.	PROMEDICA PHYSICIAN GROUP
ERIE WEST HOSPICE & PALLIATIVE CARE, LLC - 20-5752995, 5855 MONROE ST., SYLVANIA, OH 43560	PROVIDES HOSPICE CARE	OHIO	1,392,913.	8,504,860.	PROMEDICA PHYSICIANS AND CONTINUUM SERVICES
PROMEDICA ANESTHESIA CONSULTANTS, LLC - 45-3251737, 5855 MONROE ST., SYLVANIA, OH 43560	EMPLOYS PHYSICIANS	OHIO	3,073,672.	1,261,011.	PROMEDICA PHYSICIAN GROUP
PROMEDICA CRITICAL CARE, LLC - 27-5165922 5855 MONROE ST. SYLVANIA, OH 43560	EMPLOYS PHYSICIANS	OHIO	1,568,519.	103,327.	PROMEDICA PHYSICIAN GROUP
PROMEDICA PHYSICIANS MANAGEMENT SERVICES, LLC - 45-3230331, 5855 MONROE ST., SYLVANIA, OH 43560	PRACTICE MANAGEMENT	OHIO	2,589,397.	2,513,741.	PROMEDICA PHYSICIAN GROUP
PROMEDICA SURGICAL SERVICES, LLC - 34-1899439, 5855 MONROE ST., SYLVANIA, OH 43560	EMPLOYS PHYSICIANS	OHIO	0.	0.	PROMEDICA PHYSICIAN GROUP

Part II **Continuation of Identification of Related Tax-Exempt Organizations**

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization? Yes	(g) No
DEFIANCE HOSPITAL AUXILIARY - 51-0173779 1200 RALSTON DEFIANCE, OH 43512	HOSPITAL / FOUNDATION SUPPORT	OHIO	501(C)(3)	11D, III-O	DEFIANCE HOSPITAL, INC.	X	
DEFIANCE HOSPITAL FOUNDATION, INC. - 34-1559647, 1200 RALSTON, DEFIANCE, OH 43512	FOUNDATION	OHIO	501(C)(3)	11B, II	PROMEDICA HEALTH SYSTEM	X	
DEFIANCE HOSPITAL, INC. - 34-4446484 1200 RALSTON DEFIANCE, OH 43512	HOSPITAL	OHIO	501(C)(3)	3	PROMEDICA HEALTH SYSTEM	X	
EMMA L. BIXBY MEDICAL CENTER - 38-2796005 818 RIVERSIDE AVE. ADRIAN, MI 49221	HOSPITAL	MICHIGAN	501(C)(3)	3	PROMEDICA HEALTH SYSTEM	X	
EMMA L. BIXBY MEDICAL CENTER AUXILIARY - 38-2149602, 818 RIVERSIDE AVE., ADRIAN, MI 49221	HOSPITAL / FOUNDATION SUPPORT	MICHIGAN	501(C)(3)	11B, II	EMMA L. BIXBY MEDICAL CENTER	X	
FLOWER HOSPITAL - 34-4428794 5200 HARROUN RD. SYLVANIA, OH 43560	HOSPITAL	OHIO	501(C)(3)	3	PROMEDICA HEALTH SYSTEM	X	
FLOWER HOSPITAL FOUNDATION - 34-1556730 2142 N. COVE BLVD. TOLEDO, OH 43606	FOUNDATION	OHIO	501(C)(3)	7	PROMEDICA HEALTH SYSTEM	X	
FOSTORIA COMMUNITY HOSPITAL FOUNDATION - 34-1805993, P.O. BOX 907, FOSTORIA, OH 44830	FOUNDATION	OHIO	501(C)(3)	11A, I	FOSTORIA HOSPITAL ASSOCIATION	X	
FOSTORIA HOSPITAL ASSOCIATION - 34-0898745 P.O. BOX 907 FOSTORIA, OH 44830	HOSPITAL	OHIO	501(C)(3)	3	PROMEDICA HEALTH SYSTEM	X	
FOSTORIA HOSPITAL AUXILIARY - 34-6517634 P.O. BOX 907 FOSTORIA, OH 44830	HOSPITAL / FOUNDATION SUPPORT	OHIO	501(C)(3)	11A, I	FOSTORIA HOSPITAL ASSOCIATION	X	
HERRICK MEDICAL CENTER AUXILIARY - 38-3076105, 500 E. POTTAWATAMIE ST., TECUMSEH, MI 49286	HOSPITAL / FOUNDATION SUPPORT	MICHIGAN	501(C)(3)	11B, II	HERRICK MEMORIAL HOSPITAL, INC.	X	
HERRICK MEDICAL CENTER FOUNDATION - 38-3076106, 500 E. POTTAWATAMIE ST., TECUMSEH, MI 49286	FOUNDATION	MICHIGAN	501(C)(3)	11B, II	HERRICK MEMORIAL HOSPITAL, INC.	X	

Part II **Continuation of Identification of Related Tax-Exempt Organizations**

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization? Yes	(g) No
HERRICK MEMORIAL HOSPITAL, INC. - 38-3049015 500 E. POTTAWATAMIE ST. TECUMSEH, MI 49286	HOSPITAL	MICHIGAN	501(C)(3)	3	PROMEDICA HEALTH SYSTEM	X	
LENAWEE LONG TERM CARE - 38-2879330 700 LAKESHORE TR. ADRIAN, MI 49221	LONG TERM CARE	MICHIGAN	501(C)(3)	9	EMMA L. BIXBY MEDICAL CENTER	X	
PROMEDICA CONTINUING CARE SERVICES CORP. - 34-4492440, 5855 MONROE ST., SYLVANIA, OH 43560	LONG TERM AND HOME HEALTH CARE	OHIO	501(C)(3)	9	PROMEDICA PHYSICIANS & CONTINUUM	X	
PROMEDICA CONTINUING CARE SERVICES CORP. FOUNDATION - 34-1901457, 5855 MONROE ST., SYLVANIA, OH 43560	FOUNDATION	OHIO	501(C)(3)	11B, II	PROMEDICA HEALTH SYSTEM	X	
PROMEDICA COURIER SERVICES, INC. - 26-0324790, 3170 W. CENTRAL AVE., TOLEDO, OH 43606	COURIER SERVICE	OHIO	501(C)(3)	11B, II	PROMEDICA PHYSICIANS & CONTINUUM	X	
PROMEDICA HEALTH SYSTEM, INC. - 34-1517671 1801 RICHARDS RD. TOLEDO, OH 43607	PARENT COMPANY OF HEALTH SYSTEM	OHIO	501(C)(3)	11C, III-FI	N/A		X
PHS VENTURES F/K/A BVPH VENTURES, INC. - 34-1880473, 1801 RICHARDS RD., TOLEDO, OH 43607	HEALTH CARE MANAGEMENT SERVICES	OHIO	501(C)(3)	11C, III-FI	PROMEDICA HEALTH SYSTEM	X	
ACADEMIC HEALTH CENTER CORPORATION - 34-1887062, 2142 N. COVE BLVD., TOLEDO, OH 43606	MEDICAL EDUCATION & RESEARCH	OHIO	501(C)(3)	11B, II	PROMEDICA HEALTH SYSTEM	X	
PROMEDICA INDEMNITY CORP. - 34-1931936 ONE CHURCH ST., 5TH FLOOR BURLINGTON, VT 05401	PROFESSIONAL & GENERAL LIABILITY	VERMONT	501(C)(3)	11B, II	PROMEDICA HEALTH SYSTEM	X	
PROMEDICA NORTH REGION, INC. - 38-3307345 818 RIVERSIDE AVE. ADRIAN, MI 49221	MANAGES DELIVERY OF HEALTH SYSTEM	MICHIGAN	501(C)(3)	11B, II	PROMEDICA HEALTH SYSTEM	X	
PROMEDICA PHYSICIANS & CONTINUUM SERVICES - 34-1880767, 5855 MONROE ST., SYLVANIA, OH 43560	MANAGES PHYSICIAN SERVICES	OHIO	501(C)(3)	11C, III-FI	PROMEDICA HEALTH SYSTEM	X	
PROMEDICA PHYSICIAN GROUP - 34-1899439 5855 MONROE ST. SYLVANIA, OH 43560	PHYSICIAN HEALTH CARE SERVICES	OHIO	501(C)(3)	9	PROMEDICA PHYSICIANS & CONTINUUM	X	

Part II **Continuation of Identification of Related Tax-Exempt Organizations**

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization? Yes	(g) No
ST. LUKE'S HOSPITAL - 34-4428232 5901 MONCLOVA RD. MAUMEE, OH 43537	HOSPITAL	OHIO	501(C)(3)	3	PROMEDICA HEALTH SYSTEM	X	
ST. LUKE'S HOSPITAL FOUNDATION - 34-1292849 5901 MONCLOVA RD. MAUMEE, OH 43537	FOUNDATION	OHIO	501(C)(3)	11B, II	PROMEDICA HEALTH SYSTEM	X	
THE TOLEDO HOSPITAL - 34-4428256 2142 N. COVE BLVD. TOLEDO, OH 43606	HOSPITAL	OHIO	501(C)(3)	3	PROMEDICA HEALTH SYSTEM	X	
TOLEDO CHILDREN'S HOSPITAL FOUNDATION - 34-1901463, 2142 N. COVE BLVD., TOLEDO, OH 43606	FOUNDATION	OHIO	501(C)(3)	11B, II	PROMEDICA HEALTH SYSTEM	X	
TOLEDO DISTRICT NURSE ASSOCIATION - 34-4427949, 1946 N. 13TH STREET, TOLEDO, OH 43624	SKILLED HOME CARE	OHIO	501(C)(3)	7	PROMEDICA PHYSICIANS & CONTINUUM	X	
VISITING NURSE HOSPICE AND HEALTH CARE - 34-1831624, 383 W. DUSSEL DRIVE, MAUMEE, OH 43537	HOSPICE HOME CARE	OHIO	501(C)(3)	9	PROMEDICA PHYSICIANS & CONTINUUM	X	

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? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
BIXBY MEDICAL OFFICE LIMITED PARTNERSHIP - 38-2972398, 818 RIVERSIDE AVE., ADRIAN, MI 49221	FACILITY LEASING	MI	EMMA L. BIXBY MEDICAL CENTER	RELATED	31,757.	1,285,556.		X	N/A	X		64.60%
REYNOLDS RD SURGICAL CENTER, LLC - 31-1569454, 2865 N. REYNOLDS RD., TOLEDO, OH 43615	FREESTANDING AMBULATORY SURGICAL CENTER	OH	THE TOLEDO HOSPITAL	RELATED	1,015,922.	2,856,976.		X	N/A		X	64.96%
WATERVILLE MEDICAL CENTER, LLC - 32-0160784, 5901 MONCLOVA RD., MAUMEE, OH 43537	FACILITY LEASING	OH	CARE ENTERPRISES, INC.	RELATED	25,759.	824,921.		X	N/A		X	70.00%

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
CARE HOLDINGS - 34-1796790 5901 MONCLOVA RD. MAUMEE, OH 43537	HOLDING COMPANY	OH	PROMEDICA HEALTH SYSTEM	C CORP	0.	0.	100.00%
CENTRAL REGION PROPERTIES, INC. - 34-1059809 2142 N. COVE BLVD. TOLEDO, OH 43606	FACILITY LEASING	OH	THE TOLEDO HOSPITAL	C CORP	-367,000.	0.	100.00%
HERRICK MEMORIAL DEVELOPMENT CORP. - 38-3146907 500 E. POTTAWATAMIE TR. ADRIAN, MI 49221	FACILITY LEASING	MI	EMMA L. BIXBY MEDICAL CENTER	C CORP	1,221.	563,401.	100.00%
LHA PHYSICIAN SERVICES CORPORATION - 61-1451576 818 RIVERSIDE AVE. ADRIAN, MI 49221	PHYSICIAN BILLING	MI	EMMA L. BIXBY MEDICAL CENTER	C CORP	-93,594.	275,288.	100.00%
PHYSICIANS ADVANTAGE MSO - 06-1811760 5901 MONCLOVA RD. MAUMEE, OH 43537	PHYSICIAN MANAGEMENT SERVICES	OH	PROMEDICA HEALTH SYSTEM	C CORP	-3,162.	25,787.	100.00%

Part IV Continuation of Identification of Related Organizations Taxable as a Corporation or Trust

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
PROMEDICA CENTRAL CORPORATION OF MI, INC. - 38-3322278, 5855 MONROE ST., SYLVANIA, OH 43560	PHYSICIAN HEALTH CARE SERVICES	OH	PROMEDICA PHYSICIAN GROUP	C CORP	-774,889.	7,118,533.	100.00%
PROMEDICA FOUNDATION - 34-1901465 1801 RICHARDS RD. TOLEDO, OH 43607	FOUNDATION	OH	PROMEDICA HEALTH SYSTEM	C CORP	0.	0.	100.00%
PROMEDICA HEALTH, EDUCATION & RESEARCH FOUNDATION - 34-1930876, 2142 N. COVE BLVD., TOLEDO, OH 43606	FOUNDATION	OH	PROMEDICA HEALTH SYSTEM	C CORP	0.	0.	100.00%
PROMEDICA INSURANCE CORP., INC. AND SUBSIDIARIES - 34-1570675, 1901 INDIAN WOOD CIR., MAUMEE, OH 43537	HEALTH CARE INSURANCE	OH	PROMEDICA HEALTH SYSTEM	C CORP	26,798,000.	258,924,000.	100.00%
PROMEDICA NORTH PHYSICIAN CORPORATION - 38-3482148 5855 MONROE ST. SYLVANIA, OH 43560	PHYSICIAN HEALTH CARE SERVICES	OH	PROMEDICA PHYSICIAN GROUP	C CORP	0.	203,340.	100.00%
PROMEDICA PHYSICIAN HOSPITAL ORGANIZATION - 34-1887065, 5855 MONROE ST., SYLVANIA, OH 43560	PHYSICIAN MANAGEMENT SERVICES	OH	PROMEDICA PHYSICIANS AND CONTINUUM	C CORP	0.	404,501.	100.00%
PROMEDICA RETAIL GROUP, INC. - 34-1159928 3890 MONROE ST. TOLEDO, OH 43606	FLORIST	OH	PROMEDICA PHYSICIANS AND CONTINUUM	C CORP	5,045.	1,195,233.	100.00%
TOLEDO HOSPITAL LOCAL PROVIDER UNIT - 34-1586739 2142 N. COVE BLVD. TOLEDO, OH 43606	PHYSICIAN SERVICES	OH	THE TOLEDO HOSPITAL	C CORP	0.	0.	100.00%

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

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

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) DEFIANCE HOSPITAL, INC.	B	195,469.	FMV
(2) FOSTORIA HOSPITAL ASSOCIATION	B	888,072.	FMV
(3) BAY PARK COMMUNITY HOSPITAL	B	269,396.	FMV
(4) THE TOLEDO HOSPITAL	B	3,465,727.	FMV
(5) FLOWER HOSPITAL	B	1,657,010.	FMV
(6) PROMEDICA CONTINUING CARE SERVICES CORP.	B	228,814.	FMV

Part V **Continuation of Transactions With Related Organizations** (Schedule R (Form 990), Part V, line 2)

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(7)VISITING NURSE HOSPICE & HEALTHCARE	B	243,170.	FMV
(8)PROMEDICA HEALTH SYSTEM, INC.	B	95,251.	FMV
(9)DEFIANCE HOSPITAL, INC.	C	705,063.	FMV
(10)FOSTORIA HOSPITAL ASSOCIATION	C	153,231.	FMV
(11)BAY PARK COMMUNITY HOSPITAL	C	108,093.	FMV
(12)THE TOLEDO HOSPITAL	C	989,055.	FMV
(13)FLOWER HOSPITAL	C	507,491.	FMV
(14)PROMEDICA CONTINUING CARE SERVICES CORP.	C	135,811.	FMV
(15)PROMEDICA HEALTH SYSTEM, INC.	C	85,670.	FMV
(16)PROMEDICA HEALTH SYSTEM, INC.	O	376,110.	FMV
(17)ACADEMIC HEALTH CENTER CORPORATION	R	430,564.	BOOK VALUE
(18)FOSTORIA COMMUNITY HOSPITAL FOUNDATION	R	3,108,991.	BOOK VALUE
(19)BAY PARK COMMUNITY HOSPITAL FOUNDATION	R	489,755.	BOOK VALUE
(20)TOLEDO CHILDREN'S HOSPITAL FOUNDATION	R	3,530,317.	BOOK VALUE
(21)FLOWER HOSPITAL FOUNDATION	R	32,710,569.	BOOK VALUE
(22)PROMEDICA CONTINUING CARE SERVICES CORP. FOUNDATION	R	6,891,681.	BOOK VALUE
(23)BIXBY COMMUNITY HEALTH FOUNDATION	R	4,026,406.	BOOK VALUE
(24)HERRICK MEMORIAL HOSPITAL FOUNDATION	R	15,429,202.	BOOK VALUE

Part V **Continuation of Transactions With Related Organizations** (Schedule R (Form 990), Part V, line 2)

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(7) PROMEDICA INSURANCE CORP., INC. & SUBSIDIARIES	R	418,646.	BOOK VALUE
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			
(16)			
(17)			
(18)			
(19)			
(20)			
(21)			
(22)			
(23)			
(24)			

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 sec 501(c)(3) orgs ? Yes	(e) No	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) NO	(k) Percentage ownership

Doc ID --> 201100401122

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
01/05/2011	201100401122	MERGER/DOMESTIC (MER)	125 00	00		.00	.00

Receipt

This is not a bill Please do not remit payment.

JONES DAY
ATTN: RITA LAWSON
P O BOX 165017
COLUMBUS, OH 43216-5017

STATE OF OHIO
CERTIFICATE
Ohio Secretary of State, Jennifer Brunner

673230

It is hereby certified that the Secretary of State of Ohio has custody of the business records for:

PROMEDICA FOUNDATION

and, that said business records show the filing and recording of:

Document(s)	Document No(s).
MERGER/DOMESTIC	**201100401122**

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 1st day of January, A.D 2011

Ohio Secretary of State

Form 531 Prescribed by the:
Ohio Secretary of State

Central Office: (614) 466-3910
Toll Free: (877) SOS-FILE (767-3453)

www.sos.state.oh.us
BusServ@sos.state.oh.us

Expedite this form: (select one)
Mail form to one of the following:

PO Box 1390
Columbus, OH 43216 ○ Expedite

** Requires an additional fee of $100 **

PO Box 1273
Columbus, OH 43216 ● Non Expedite

CERTIFICATE OF MERGER

Filing Fee $125
(154-MER)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan associations, limited liability companies, partnerships, limited partnerships and/or limited liability partnerships, desiring to effect a merger, set forth the following facts:

I SURVIVING ENTITY

A. Name of the entity surviving the merger: The Toledo Hospital Foundation

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

ProMedica Foundation
(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a: **(Please check the appropriate box and fill in the appropriate blanks)**

☐ Domestic (Ohio) For-Profit Corporation, charter number _____

☒ Domestic (Ohio) Nonprofit Corporation, charter number 673230

☐ Foreign (Non-Ohio) For-Profit Corporation incorporated under the laws of the jurisdiction of _____ and licensed to transact business in the state of Ohio under license number _____

☐ Foreign (Non-Ohio) For-Profit Corporation incorporated under the laws of the jurisdiction of _____ and NOT licensed to transact business in the state of Ohio

☐ Foreign (Non-Ohio) Nonprofit Corporation under the laws of the jurisdiction of _____ and licensed to transact business in the state of Ohio under license number _____

☐ Foreign (Non Ohio) Nonprofit Corporation under the laws of the jurisdiction of _____ and NOT licensed to transact business in the state of Ohio

☐ Domestic (Ohio) For-Profit Limited Liability Company with registration number _____

☐ Domestic (Ohio) Nonprofit Limited Liability Company with registration number _____

☐ Foreign (Non-Ohio) For-Profit Limited Liability Company organized under the laws of the jurisdiction of _____ registered to do business in the state of Ohio under registration number _____

☐ Foreign (Non-Ohio) For-Profit Limited Liability Company organized under the laws of the jurisdiction of _____ and NOT registered to do business in the state of Ohio

☐ Foreign (Non-Ohio) Nonprofit Limited Liability Company organized under the laws of the jurisdiction of _____ and registered to do business in the state of Ohio under registration number _____

☐ Foreign (Non-Ohio) Nonprofit Limited Liability Company organized under the laws of the jurisdiction of _____ and NOT registered to do business in the State of Ohio

☐ Partnership, registration number, if any, _____

☐ Partnership NOT registered with the state of Ohio _____

☐ Domestic (Ohio) Limited Partnership, with registration number _____

☐ Foreign (Non-Ohio) Limited Partnership organized under the laws of the jurisdiction of _____ and registered to do business in the state of Ohio under registration number _____

☐ Foreign (Non-Ohio) Limited Partnership organized under the laws of the jurisdiction of _____ and NOT registered to do business in the state of Ohio

☐ Domestic (Ohio) Limited Liability Partnership, with the registration number _____

☐ Foreign (Non-Ohio) Limited Liability Partnership organized under the laws of the jurisdiction of _____ and registered to do business in the state of Ohio under registration number _____

☐ Foreign (Non-Ohio) Limited Liability Partnership organized under the laws of the jurisdiction of _____ and NOT registered to do business in the state of Ohio

II. **CONSTITUENT ENTITY**

Provide the name, charter/license/registration number, type of entity, jurisdiction of formation, for each entity merging out of existence. (If there is insufficient space to reflect all merging entities, please attach a separate sheet listing the additional merging entities.)

Name	Charter, License, Registration or Registration Number	Jurisdiction of Formation	Type of Entity
See attached			

III. **MERGER AGREEMENT ON FILE**

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the merger agreement upon written request

Jeffrey C. Kuhn
Name

1601 Richards Road
Mailing Address

Toledo
City

Ohio
State

43607
Zip Code

IV EFFECTIVE DATE OF MERGER

This merger is to be effective on 1-Jan-11 (The date specified must be on or after the date of the filing; the effective date of the merger cannot be earlier than the date of filing. If no date is specified the date of filing will be the effective date of the merger.)

V MERGER AUTHORIZED

Each constituent entity has complied with all of the laws under which it exists and the laws permit the merger. The agreement of merger is authorized on behalf of each constituent entity and each person who signed the certificate on behalf of each entity is authorized to do so.

VI STATEMENT OF MERGER

Upon filing this Certificate of Merger, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VII. STATUTORY AGENT

If the surviving entity is a foreign entity NOT licensed to transact business in Ohio, OR if the surviving entity is a domestic corporation, limited liability company, or limited partnership entity updating its agent information, provide the name and address of statutory agent upon whom any process, notice or demand may be served.

Name _____ Mailing Address _____

City _____ State Ohio Zip Code _____

VIII ACCEPTANCE OF AGENT

If the new entity is a domestic corporation, domestic limited liability company, partnership or domestic limited partnership, then the agent must accept appointment.

The undersigned, named herein as the statutory agent upon whom service of process against any constituent entity or the surviving entity may be served, hereby acknowledges and accepts the appointment of statutory agent.

Signature of Agent _____ Date _____

☐ If the agent is an individual using a P.O. Box, the agent must check this box to confirm that he or she is an Ohio resident.

IX AMENDMENTS

In the case of a merger into a domestic corporation, limited liability company or limited partnership, any amendments to the articles of incorporation, articles of organization, or certificate of limited partnership of the surviving domestic entity shall be filed with the certificate of merger.

☑ Amendments are attached ☐ No Amendments

X REQUIREMENTS OF CORPORATIONS MERGING OUT OF EXISTENCE

If a domestic or foreign corporation licensed to transact business in Ohio is a constituent entity and the surviving or new entity resulting from the merger is not a domestic or foreign corporation that is to be licensed to transact business in Ohio, the certificate of merger must be accompanied by the affidavits, receipts, certificates or other evidence required by division (H) of section 1701.86 and division (G) of section 1702.47 of the Revised Code with respect to each domestic corporation, and by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code with respect to each foreign constituent corporation licensed to transact business in Ohio.

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

FOR

PROMEDICA FOUNDATION

FIRST. The name of the Corporation is ProMedica Foundation.

SECOND. The place in the State of Ohio where its principal office is located is in the City of Toledo, Lucas County

THIRD. Subject to all of the terms and conditions set forth in these Articles of Incorporation, the Corporation is organized, and will be operated, exclusively for charitable, scientific, and educational purposes within the meaning of §§ 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future Federal tax code (the "Code"). In carrying out its charitable, scientific, and educational purposes, the Corporation shall be organized and shall operate exclusively for the benefit of, to perform the functions of, and/or to carry out the charitable, scientific, and educational purposes of the those organizations affiliated with the ProMedica Health System, Inc., that are organizations exempt from tax under § 501(a) of the Code because they are organizations described in § 501(c)(3) of the Code and that are not private foundations because they are organizations described in § 509(a)(1) or § 509(a)(2) of the Code (the "ProMedica Affiliates.) *In furtherance of the foregoing, the Corporation* shall

Promote and further the purposes and interests of ProMedica Health System, Inc. and the ProMedica Affiliates, by donation, loan or otherwise;

Conduct fund raising activities, receive funds by gift, devise, bequest and/or otherwise, and hold and distribute the same, for the sole and exclusive benefit and support of ProMedica Health System, Inc. and the ProMedica Affiliates,

Maintain a foundation for the benefit and support of charitable activities of ProMedica Health System, Inc. and the ProMedica Affiliates;

Conduct fund raising activities, receive funds by gift, devise, bequest, and/or otherwise, and to hold and distribute the same, and to invest and reinvest the same, for the sole and exclusive purposes described in this Article THIRD, and

Engage in any and all other lawful acts or activities incidental or necessary for the accomplishment of the purposes set forth in this Article THIRD.

FOURTH. No part of the net earnings or assets of the Corporation shall inure to the benefit of or be distributable to its incorporator, members, directors, trustees,

officers or any other private individual; provided, that, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the extent that such payments do not prevent it from qualifying, and continuing to qualify, as an exempt organization and to make such lawful payments and distributions in furtherance of the purposes set forth in Article THIRD hereof as may from time to time be either required or permitted by Section 501(c)(3) of the Code. No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office

Notwithstanding anything to the contrary in these Articles of Incorporation, the Corporation may not engage in any activity which is not permitted to be engaged in by an organization under Section 501(c)(3) of the Code or by an organization to which contributions are deductible under Section 170, 2055 and 2522 of the Code.

FIFTH. The sole member of the Corporation shall be ProMedica Health System, Inc., an Ohio nonprofit corporation.

SIXTH. Any provision of these Articles of Incorporation may be amended, or amended and restated articles of incorporation may be adopted, by the affirmative vote of ProMedica Health System, Inc. at any meeting thereof, provided that such amendment or amended and restated articles of incorporation shall be consistent with the applicable provisions of Chapter 1702 of the Ohio Revised Code.

SEVENTH. Upon dissolution or liquidation of the Corporation and after paying or making provision for payment of all of the known liabilities of the Corporation, the Corporation's property and assets shall be conveyed to its ProMedica Health System, Inc., provided that ProMedica Health System, Inc is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code If ProMedica Health System, Inc is not exempt, the Corporation's Board of Trustees may transfer or dispose of the Corporation's property and assets to (i) one or more such corporations, trusts, funds or other organizations which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and, in the sole judgment of the Corporation's Board of Trustees, have purposes similar to those of the Corporation, or (ii) the federal government, or to a state or local government for such purposes Any assets not so disposed of shall be disposed of by the court of competent jurisdiction exclusively to one or more of such corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, and which are organized and operated for such purposes, or to the federal government or to a state or local government for such purposes.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions PROMEDICA FOUNDATION F/K/A THE TOLEDO HOSPITAL FOUNDATION	Employer identification number (EIN) or [X] 34-1517672
	Number, street, and room or suite no If a P.O. box, see instructions 2142 N. COVE BLVD.	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions TOLEDO, OH 43606-3896	

Enter the Return code for the return that this application is for (file a separate application for each return) [0 1]

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ ANNE ROSPO 5901 MONCLOVA RD. - MAUMEE, OH 43537
  Telephone No ▶ 419-891-8504 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2012.

5 For calendar year 2011, or other tax year beginning _____, and ending _____.

6 If the tax year entered in line 5 is for less than 12 months, check reason. [ ] Initial return [ ] Final return
[ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS REQUESTED TO GATHER INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$	0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$	0.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Shawna M. Quinney Title ▶ CPA Date ▶ 08/08/2012