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DLN: 93493318033002

1

Department of the Treasury

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)

OMB No 1545-0047

Open to Public

| | 011 calendar year, or tax year beginning 01-01-2011 and ending 12-31-2011 | _ | D F | lautification | |
|---|---|-----------------------|--|------------------------------------|--|
| Check if app | MDWISE INC | | | dentification number | |
| Address char | nge Doing Business As | - I | 35-19313 E Telephone n | | |
| Name chang | ge j | | (317)822 | | |
| Initial return | Number and street (or P O box if mail is not delivered to street address) Room/suit 1200 Madison Avenue | re · | | s \$ 466,820,905 | |
| Terminated | | _ | , | | |
| Amended ret | Indianapolis, IN 46225 | | | | |
| application p | pending | | | | |
| | F Name and address of principal officer CHARLOTTE MACBETH | | s a group retu | | |
| | 1200 Madison Avenue | affilia | tes? | ΓYes Γ Nο | |
| | Indianapolis,IN 46225 | H(b) Are all | affiliates inclu | ded? | |
| Tax-exempt | t status | _ | | t (see instructions) | |
| | | H(c) Grou | p exemption n | umber F | |
| | ▶ WWW MDWISE ORG | | | | |
| | nization Corporation Trust Association Other | L Year of for | mation 1994 | M State of legal domicile | |
| art I | Summary | | | | |
| M I | riefly describe the organization's mission or most significant activities DWISE IS A NOT-FOR-PROFIT HEALTH MAINTENANCE ORGANIZATION ROVIDERS TO PROVIDE SERVICES TO ITS MEMBERS FOR THREE STATE ARE SELECT & HEALTHY INDIANA PLAN | | | | |
| - | | | | | |
| 2 CH | heck this box দ if the organization discontinued its operations or disposed o | f more than 2 | 5% of its net a | assets | |
| | umber of voting members of the governing body (Part VI, line 1a) | | з | 1 | |
| | umber of independent voting members of the governing body (Part VI, line 1b) | | 4 | 1 | |
| 5 To | otal number of individuals employed in calendar year 2011 (Part V, line 2a) . | | 5 | 20 | |
| 6 To | otal number of volunteers (estimate if necessary) | | 6 | 3 | |
| | otal unrelated business revenue from Part VIII, column (C), line 12 | | 7a | | |
| b N∈ | et unrelated business taxable income from Form 990-T, line 34 | | 7b | | |
| | | Prior | r Year | Current Year | |
| | Contributions and grants (Part VIII, line 1h) | 0 | | | |
| | Program service revenue (Part VIII, line 2g) | 4 | 146,749 | 447,213,32 | |
| | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | | 0 | 942,10 | |
| | Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line | | | | |
| | 12) | 4 | 86,876,150 | 448,155,42 | |
| | Grants and similar amounts paid (Part IX, column (A), lines 1–3) | | 147,298 | 265,08 | |
| | Benefits paid to or for members (Part IX, column (A), line 4) Salaries, other compensation, employee benefits (Part IX, column (A), lines | | 0 | | |
| | 5–10) | | 13,280,346 | 13,399,36 | |
| 16a | Professional fundraising fees (Part IX, column (A), line 11e) | | 0 | | |
| Ь | Total fundraising expenses (Part IX, column (D), line 25) ▶0 | | | | |
| | Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) | 4 | 71,707,578 | 432,146,70 | |
| | Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25) | 4 | 85,135,222 | 445,811,15 | |
| | Revenue less expenses Subtract line 18 from line 12 | P-cii | 1,740,928 | 2,344,27 | |
| | | | of Current ear | End of Year | |
| 20 | Total assets (Part X, line 16) | | 65,287,517 | 61,059,46 | |
| 21 | Total liabilities (Part X, line 26) | | 34,026,744 | 27,501,24 | |
| | Net assets or fund balances Subtract line 21 from line 20 | | 31,260,773 | 33,558,22 | |
| ∄ ₂₂ | | hedules and st | 31,260,773 | 33,558 to the best of my | |
| | | | | | |
| der penalti wledge an | ***** | | 12-11-13 | | |
| ler penalti wledge an wledge. | | 20 Da | | | |
| ler penalti wledge an wledge. | ***** Signature of officer TERRY COLE CFO | | | | |
| ler penalti wledge an wledge. | ****** Signature of officer TERRY COLE CFO Type or print name and title | Da | te | | |
| der penalti wledge an wledge. gn | ****** Signature of officer TERRY COLE CFO Type or print name and title Preparer's Rachel L Spurlock Date Consequently Rachel L Spurlock | Da heck if elf- | Preparer's taxp | rayer identification number ns) | |
| ler penalti wledge an wledge. jn re | ****** Signature of officer TERRY COLE CFO Type or print name and title Preparer's signature Rachel L Spurlock C see | Da heck ıf | te Preparer's taxp | | |
| der penalti wledge an wledge. gn re | ****** Signature of officer TERRY COLE CFO Type or print name and title Preparer's signature Rachel L Spurlock Firm's name (or yours CROWE HORWATH LLP) | Da heck if elf- | Preparer's taxp | | |
| der penalti wiedge an owledge. | ****** Signature of officer TERRY COLE CFO Type or print name and title Preparer's signature Rachel L Spurlock C see | Da heck if elf- | Preparer's taxp (see instruction P00520729 | | |

May the IRS discuss this return with the preparer shown above? (see instructions)

| Form | Page (2011) |
|---------------------------------|---|
| Par | 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 |
| PRO CAR DEL WAY VIA | SE IS A NOT-FOR-PROFIT HEALTH MAINTENANCE ORGANIZATION CONTRACTING WITH HEALTHCARE PROVIDERS TO IDE HEALTHCARE SERVICES TO ITS INDIANA MEMBERS FOR THREE STATE PROGRAMS HOOSIER HEALTHWISE, INDIANA SELECT AND HEALTHY INDIANA PLAN MDWISE ACCOMPLISHED ITS CORE VALUES THROUGH A FIVE-FOLD MISSION 1 ERING CONSISTENT, HIGH QUALITY CARE 2 FOCUSING ON FAMILIES AND COMMUNITY IN A CULTURALLY COMPETENT 3 SHAPING HEALTH POLICY AND PROMOTING INNOVATION IN MEDICAID MANAGED CARE 4 ENSURING FINANCIAL LITY THROUGH EFFICIENT AND COST EFFECTIVE OPERATIONS 5 INVOLVING PROVIDERS IN KEY DECISION MAKING AN JRING LOCAL GOVERNANCE OF THE MDWISE PRODUCT |
| 2 | Old the organization undertake any significant program services during the year which were not listed on |
| | The prior Form 990 or 990-EZ? |
| 3 | Old the organization cease conducting, or make significant changes in how it conducts, any program services? |
| | f "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 \$ 397,637,625 including grants of \$ 237,608) (Revenue \$ 407,755,629) |
| | HOOSIER HEALTHWISE PROGRAM BEGINNING 1/1/2007, MDWISE WAS GRANTED A FOUR-YEAR CONTRACT WITH THE STATE OF INDIANA (STATE), THROUGH THE OFFICE OF MEDICAID POLICY AND PLANNING (OMPP) AND THE OFFICE OF CHILDREN'S HEALTH INSURANCE PROGRAM, TO ARRANGE FOR AND ADMINISTER A RISK-BASED MANAGED CARE PROGRAM (HOOSIER HEALTHWISE) FOR CERTAIN INDIANA MEDICAID ENROLLEES MDWISE CONTRACTS WITH VARIOUS HEALTH CAR DELIVERY NETWORKS THE DELIVERY NETWORKS ACCEPT THE MEDICAL SERVICE RISK FOR ENROLLEES WHO CHOOSE A PRIMARY CARE PROVIDER IN THEIR NETWORK ON JUNE 2, 2010, MDWISE WAS AWARDED A JOINT CONTRACT FOR HHW AND HIP PROGRAMS TO BEGIN JANUARY 1, 2011 THERE WERE 275,800 MEMBERS ENROLLED IN THE HOOSIER HEALTHWISE PROGRAM AT 12/31/2011 |
| 44 | (Code) (Expenses \$ 40,680,005 including grants of \$ 10,972) (Revenue \$ 36,031,786) |
| 4b | (Code) (Expenses \$ 40,680,005 including grants of \$ 10,972) (Revenue \$ 36,031,786) HEALTHY INDIANA PLAN BEGINNING 1/1/08, MDWISE BEGAN A THREE-YEAR CONTRACT WITH THE STATE, THROUGH OMPP AND THE FAMILY AND SOCIAL SERVICES ADMINISTRATION (FSSA), TO ESTABLISH AND ADMINISTER A STATEWIDE, RISK-BEARING NETWORK TO DELIVER HEALTH CARE TO UNINSURED INDIANA RESIDENTS UNDER THE NEW HEALTH CARE COVERAGE PLAN MDWISE, PARTNERING WITH AFFILIATED COMPUTER SERVICES (ACS), PERFORMS ITS OBLIGATIONS IN PART THROUGH HEALTH CARE DELIVERY SYSTEMS AND THEIR NETWORK OF PLAN PROVIDERS ON JUNE 2, 2010, MDWISE WAS AWARDED A JOINT CONTRACT FOR HHW AND HIP PROGRAMS TO BEGIN JANUARY 1, 2011 THERE WERE 9,800 MEMBERS ENROLLED IN THE HEALTHY INDIANA PRODUCT AT 12/31/2011 |
| 4с | (Code) (Expenses \$ 2,838,618 including grants of \$ 16,501) (Revenue \$ 3,425,911) |
| | INDIANA CARE SELECT PROGRAM BEGINNING 10/01/2007, MDWISE WAS GRANTED A FOUR-YEAR CONTRACT WITH THE STATE, THROUGH OMPP, TO CONDUCT CERTAIN CARE MANAGEMENT AND PRIOR AUTHORIZATION FUNCTIONS, INCLUDING CARE COORDINATION, DISEASE MANAGEMENT, UTILIZATION MANAGEMENT, AND DISPOSITION OR PRIOR AUTHORIZATION REQUESTS, FOR THE INDIANA CARE SELECT PROGRAM (CARE SELECT) DURING 2011, THE STATE AMENDED THE CONTRACT TO EXTEND THROUGH TO OCTOBER 2013 THE PLAN WAS RESPONSIBLE FOR 20,200 MEMBERS AT 12/31/2011 |
| | Other program services (Describe in Schedule O) |
| _ | (Expenses \$ including grants of \$) (Revenue \$) |
| 4e | Total program service expenses►\$ 441,156,248 |

| Part IV Checklist of Required Schedule |
|--|
|--|

| | | | 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 | | No |
| 2 | Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? | 2 | | Νο |
| 3 | Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I | 3 | | No |
| 4 | Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If</i> "Yes," complete Schedule C, Part II | 4 | | No |
| 5 | Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III | 5 | | No |
| 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 | | No |
| 7 | Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," complete Schedule D, Part II | 7 | | No |
| 8 | Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III | 8 | | No |
| 9 | Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV | 9 | | No |
| 10 | Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If</i> "Yes," complete Schedule D, Part V | 10 | | No |
| 11 | If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable | | | |
| а | Did the organization report an amount for land, buildings, and equipment in Part X, line10? If "Yes," complete Schedule D, Part VI. | 11a | Yes | |
| b | Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII. | 11b | | No |
| C | Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII. | 11c | | No |
| d | Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX. | 11d | | No |
| е | Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X. | 11e | | No |
| f | Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X. | 11f | Yes | |
| 12a | Did the organization obtain separate, independent audited financial statements for the tax year? <i>If</i> "Yes," complete Schedule D, Parts XI, XII, and XIII | 12a | Yes | |
| b | Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional | 12b | | No |
| 13 | Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E | 13 | | No |
| 14a | Did the organization maintain an office, employees, or agents outside of the United States? | 14a | | No |
| b | Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Part I | 14b | | No |
| 15 | Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S ? If "Yes," complete Schedule F, Part II and IV | 15 | | No |
| 16 | Did the organization report on Part IX, column (A), line 3, more than $$5,000$ of aggregate grants or assistance to individuals located outside the U S ? If "Yes," complete Schedule F, Part III and IV | 16 | | No |
| 17 | Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I | 17 | | No |
| 18 | Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II | 18 | | No |
| 19 | Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III | 19 | | No |
| 20a | Did the organization operate one or more hospitals? If "Yes," complete Schedule H | 20a | | No |
| b | If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. All Form 990 filers that operated one or more hospitals must attach audited financial statements | 20b | | |

| Par | t IV Checklist of Required Schedules (continued) | | | |
|-----|---|-----|-----|----|
| 21 | Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II | 21 | Yes | |
| 22 | Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III | 22 | Yes | |
| 23 | Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J | 23 | Yes | |
| 24a | Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25 | 24a | | No |
| b | Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? | 24b | | |
| c | Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? | 24c | | |
| d | Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? | 24d | | |
| 25a | Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I | 25a | | No |
| b | Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I | 25b | | No |
| 26 | Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II | 26 | | No |
| 27 | Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III | 27 | | No |
| 28 | Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions) | | | |
| а | A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part | | | |
| | <i>IV</i> | 28a | | No |
| | A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV | 28b | | No |
| C | An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? <i>If</i> "Yes," complete Schedule L, Part IV | 28c | | No |
| 29 | Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M | 29 | | No |
| 30 | Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M | 30 | | No |
| 31 | Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I | 31 | | Νo |
| 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 | | Νo |
| 33 | Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? <i>If "Yes," complete Schedule R, Part I</i> | 33 | | No |
| 34 | Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1 | 34 | | No |
| 35a | Is any related organization a controlled entity of the filing organization within the meaning of section $512(b)(13)$? | 35a | | No |
| 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 | | No |
| 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 | | |
| 37 | Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI | 37 | | No |
| 38 | Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O | 38 | Yes | |

| • | <u> </u> |
|--------|---|
| 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 |
| 3 | Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable | | | |
| | | | | |
| | | | | |
| b | Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable 1b | | | |
| | | | | |
| С | Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? | 1c | Yes | |
| 1 | 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 | | | |
| b | If at least one is reported on line 2a, did the organization file all required federal employment tax returns? | 2b | Yes | |
| | Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions) | | 105 | |
| ı | Did the organization have unrelated business gross income of \$1,000 or more during the | | | |
| | year? | 3a | | Νo |
| b | If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O | 3b | | |
| | 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 or securities account)? | 4a | | No |
| b | | | | 110 |
| _ | If "Yes," enter the name of the foreign country ► | | | |
| | See mediacions for ming requirements for Form FD F 20-22 1, Report of Foreign Dank and Financial Accounts | | | |
| | Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? | 5a | | Νo |
| ь | Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? | 5b | | No |
| | | 50 | | |
| ت | If "Yes" to line 5a or 5b, did the organization file Form 8886-T? | 5c | | |
| | Does the organization have annual gross receipts that are normally greater than \$100,000, and did the | 6a | | Νo |
| | organization solicit any contributions that were not tax deductible? | | | |
| b | If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts | er | | |
| | were not tax deductible? | 6b | | |
| _ | Organizations that may receive deductible contributions under section 170(c). | , | | |
| a | Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? | 7a | | |
| b | If "Yes," did the organization notify the donor of the value of the goods or services provided? | 7b | | |
| | Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to | _ | | |
| | file Form 8282? | 7c | | |
| ł | If "Yes," indicate the number of Forms 8282 filed during the year | | | |
| - | Did the organization receive any finds, directly or indirectly to not received. | | | |
| 2 | Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | 7e | | |
| F | Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 7f | | |
| | If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as | | | |
| | required? | 7g | | |
| h | If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a | -, | | |
| | Form 1098-C? | 7h | | |
| | 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 | | |
| | Sponsoring organizations maintaining donor advised funds. | | | |
| a | Did the organization make any taxable distributions under section 4966? | 9a | | |
| | Did the organization make a distribution to a donor, donor advisor, or related person? | 9b | | |
| | Section 501(c)(7) organizations. Enter | | | |
| | Initiation fees and capital contributions included on Part VIII, line 12 10a | | | |
| | Gross receipts, included on Form 990, Part VIII, line 12, for public use of club | | | |
| - | facilities | | | |
| | Section 501(c)(12) organizations. Enter | | | |
| | Gross income from members or shareholders | | | |
|) | Gross income from other sources (Do not net amounts due or paid to other | | | |
| | sources against amounts due or received from them) | | | |
| 3 | Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? | 12a | | |
| | If "Yes," enter the amount of tax-exempt interest received or accrued during the | | | |
| | year | | | |
| | Section 501(c)(29) qualified nonprofit health insurance issuers. | | | |
| a | Is the organization licensed to issue qualified health plans in more than one state? | | | |
| | Note. All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization | | | |
| | allocated to each state | 13a | | |
| b | Enter the aggregate amount of reserves the organization is required to maintain by | İ | | |
| | the states in which the organization is licensed to issue qualified health plans | | | |
| Ξ | Enter the aggregate amount of reserves on hand | | | |
| - | | 1/2 | | NI ~ |
| | Did the organization receive any payments for indoor tanning services during the tax year? | 14a | | Νο |
| , | 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 lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

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

| Se | ection 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 | 10 | | | |
| b | Enter the number of voting members included in line 1a, above, who are independent | 10 | | | |
| 2 | Did any officer, director, trustee, or key employee have a family relationship or a business relationship with an other officer, director, trustee, or key employee? | У | 2 | Yes | |
| 3 | Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? | . [| 3 | | No |
| 4 | Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? | | 4 | | No |
| 5 | Did the organization become aware during the year of a significant diversion of the organization's assets? . | - | 5 | | No |
| 6 | Did the organization have members or stockholders? | | 6 | Yes | |
| 7a | Did the organization have members, stockholders, or other persons who had the power to elect or appoint one | or | | V | |
| L | more members of the governing body? | | 7a 7b | Yes Yes | |
| b | or persons other than the governing body? | Ĺ | / B | res | |
| 8 | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following | | | | |
| а | The governing body? | . [| 8a | Yes | |
| b | Each committee with authority to act on behalf of the governing body? | L | 8b | Yes | |
| 9 | Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at organization's mailing address? If "Yes," provide the names and addresses in Schedule O | the | 9 | | No |
| Se | ection B. Policies (This Section B requests information about policies not required by the Intern | al | • | | |
| Re | evenue Code.) | | | | |
| | | _ | | Yes | No |
| | Did the organization have local chapters, branches, or affiliates? | - | 10a | | No |
| 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 fithe form? | - 1 | 11a | Yes | |
| b | Describe in Schedule O the process, if any, used by the organization to review the Form 990 | . [| | | |
| 12a | Did the organization have a written conflict of interest policy? If "No," go to line 13 | | 12a | Yes | |
| b | Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? | | 12b | Yes | |
| c | Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," desc in Schedule O how this was done | rıbe | 12c | Yes | |
| 13 | Did the organization have a written whistleblower policy? | - | 13 | Yes | |
| 14 | Did the organization have a written document retention and destruction policy? | ` - | 14 | Yes | |
| 15 | Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision | . | | 103 | |
| а | The organization's CEO, Executive Director, or top management official | | 15a | Yes | |
| | Other officers or key employees of the organization | — | 15b | | No |
| _ | If "Yes," to line 15a or 15b, describe the process in Schedule O (see instructions) | | | | |
| | The first to fine 150 of 155, describe the process in self-cause of (see instructions) | | | | |
| 16a | Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement wit taxable entity during the year? | | 16a | | No |
| 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 | | |
| | List the States with which a convictible Form 000 to required to be filed. IN | | | | |
| 17 | List the States with which a copy of this Form 990 is required to be filed IN | | | | |
| 18 | Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c (3)s only) available for public inspection. Indicate how you made these available. Check all that apply | .) | | | |

Own website Another's website V Upon request

- 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 See Additional Data Table
- State the name, physical address, and telephone number of the person who possesses the books and records of the organization 🕨 20 Terry Cole

1200 MADISON AVENUE SUITE 400

(317)822-7100

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

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

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

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

Check this box if neither the organization nor any related organizations compensated any current or former officer, director, or trustee

◆ 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

| (A) Name and Title | (B) Average hours per week (describe | unles an | on (d e thai | n one son er ar | e box is bo nd a | x, oth | | (D) Reportable compensation from the organization (W- 2/1099-MISC) | (E) Reportable compensation from related organizations (W- 2/1099- | (F) Estimated amount of other compensation from the organization and |
|---|--|-----------------------------------|-----------------------|-----------------------|------------------------|------------------------------|--------|--|--|--|
| | hours for related organizations in Schedule O) | Individual trustee or director | Institutional Trustee | Officei | Key employee | Highest compensated employee | Former | | MISC) | related organizations |
| (1) DAN SELLERS CHAIRMAN OF BOARD | 1 00 | х | | Х | | | | 0 | 0 | 0 |
| (2) ALEX SLABOSKY DIRECTOR - PARTIAL YEAR | 1 00 | х | | | | | | 0 | 0 | 0 |
| (3) CHRISTOPHER WEAVER DIRECTOR | 1 00 | х | | | | | | 0 | 0 | 0 |
| (4) CONNIE BROWN DIRECTOR | 1 00 | Х | | | | | | 0 | 0 | 0 |
| (5) DEBORAH THOMPSON DIRECTOR | 1 00 | Х | | | | | | 0 | 0 | 0 |
| (6) JOHN FITZGERALD DIRECTOR - PARTIAL YEAR | 1 00 | Х | | | | | | 0 | 0 | 0 |
| (7) LEE CAMPBELL DIRECTOR - PARTIAL YEAR | 1 00 | х | | | | | | 0 | 0 | 0 |
| (8) LEE LIVIN DIRECTOR - PARTIAL YEAR | 1 00 | х | | | | | | 0 | 0 | 0 |
| (9) LINDA ROBERTS DIRECTOR | 1 00 | х | | | | | | 0 | 0 | 0 |
| (10) LISA HARRIS DIRECTOR | 1 00 | х | | | | | | 0 | 0 | 0 |
| (11) MIKE EDWARDS DIRECTOR | 1 00 | х | | | | | | 0 | 0 | 0 |
| (12) RYAN KITCHELL DIRECTOR | 1 00 | х | | | | | | 0 | 0 | 0 |
| (13) TORY CASTOR DIRECTOR | 1 00 | х | | | | | | 0 | 0 | 0 |
| (14) CHARLOTTE MACBETH CHIEF EXECUTIVE OFFICER | 40 00 | | | Х | | | | 348,095 | 0 | 64,199 |
| (15) KATHERINE WENTWORTH CHIEF OPERATING OFFICER | 40 00 | | | Х | | | | 185,319 | 0 | 47,350 |
| (16) TERRY COLE CHIEF FINANCIAL OFFICER | 40 00 | | | Х | | | | 210,154 | 0 | 50,168 |
| (17) BARBARA WILDER VP OF QUALITY IMPROVEMENT | 40 00 | | | | х | | | 159,167 | 0 | 27,572 |

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

| (A) Name and Title | (B) A verage hours per week (describe | unles ar | on (d e thai | n on son er a | e bo ıs bo nd a | x, oth | | (D) Reportable compensation from the organization (W- 2/1099-MISC) | (E) Reportable compensation from related organizations (W- 2/1099- | (F) Estima amount of compens from t organizati | ated of other sation the ion and |
|---|--|-----------------------------------|-----------------------|---------------------|-----------------------|------------------------------|----------|--|--|--|--|
| | hours for related organizations in Schedule O) | Individual trustee or director | Institutional Trustee | Officei | Key employee | Highest compensated employee | Former | | MISC) | relat organiza | |
| (18) DR CAROLINE CARNEY DOEBBELING CHIEF MEDICAL OFFICER | 40 00 | | | | х | | | 288,126 | 0 | | 31,601 |
| (19) PATRICIA HEBENSTREIT GENERAL COUNSEL | 40 00 | | | | х | | | 164,587 | 0 | | 34,889 |
| (20) DEBRA TINSLEY DIRECTOR OF SYSTEM INTEGRATION | 40 00 | | | | | х | | 122,078 | 0 | | 38,684 |
| (21) FORNEY DAUGETTE DIRECTOR OF INFORMATION SYSTEMS | 40 00 | | | | | х | | 128,491 | 0 | | 39,219 |
| (22) HENRY C JOHNSON DIRECTOR OF NETWORK DEVELOPMENT | 40 00 | | | | | х | | 159,534 | 0 | | 42,620 |
| (23) JAMIE BRUCE CHIEF OF BUSINESS DEV & MARKETING | 40 00 | | | | | х | | 122,057 | 0 | | 38,893 |
| (24) JEAN CASTER VP OF INFORMATION SERVICES | 40 00 | | | | | х | | 143,550 | 0 | | 42,629 |
| | | | | | | | | | | | |
| | | | | | | | | | | | |
| 1b Sub-Total | | | | • | | <u> </u> | <u> </u> | | | l . | |
| c Total from continuation sheets | | | | | | | * | | | | |
| d Total (add lines 1b and 1c) . | | | | | | • | F | 2,031,158 | 0 | | 457,824 |
| Total number of individuals (inc \$100,000 of reportable comper | | | | | ted a | above |) who | received more tha | n | | |
| 3 Did the organization list any for | man officer divise | +ov ov + | ruoto | - 1. | | | | | | Yes | No |

| | | | 1 03 | 110 |
|---|--|---|------|-----|
| 3 | Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If</i> "Yes," complete Schedule J for such individual | 3 | | No |
| 4 | For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual | 4 | Yes | |
| 5 | Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person | 5 | | No |

Section B. Independent Contractors

Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

| (A) Name and business address | (B) Description of services | (C) Compensation |
|---|-----------------------------|---------------------|
| AMERIHEALTH MERCY COMPANY 5604 FORTUNE CIRCLE S DR STE K-N INDIANAPOLIS, IN 462411637 | SERVICE PROVIDER | 245,463,551 |
| HEALTH AND HOSPITAL CORPORATION 1001 WEST 10TH STREET INDIANAPOLIS, IN 462052930 | SERVICE PROVIDER | 58,272,412 |
| METHODIST (INDIANA UNIVERSITY HEALTH MANAGED CARE) 340 W 10TH STREET ROOM 3200 INDIANAPOLIS, IN 462061367 | SERVICE PROVIDER | 50,789,383 |
| ST CATHERINE HOSPITAL INC 4321 FIRST STREET EAST CHICAGO, IN 46312 | SERVICE PROVIDER | 30,134,367 |
| TOTAL HEALTH 10501 CORPORATE DRIVE FORT WAYNE, IN 46845 | SERVICE PROVIDER | 22,450,581 |
| 2. Total number of independent contractors (including but not limited to those listed above |) who received more than | |

Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ▶67

| Form 99 | | | | | | | | Page 9 |
|---|--------------|------------------------------------|--|---------------|----------------------|--|---|---|
| Part \ | /1111 | Statement o | 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 |
| nts ots | 1a | Federated cam | paigns 1a | · | | | | |
| Contributions, gifts, grants and other similar amounts | ь | Membership du | ıes 1b | | | | | |
| s, g | c | Fundraising ev | ents 1c | | | | | |
| <u>#</u> # | d | Related organiz | zations 1d | | | | | |
| E, S | e | Government grant | s (contributions) 1e | | | | | |
| tion sr s | f | All other contribute | ons, gifts, grants, and 1f | | | ĺ | | |
| ê Ž | g | | ibutions included in | | | | | |
| 돌 | | | | | | | | |
| <u> </u> | h | Total. Add line | s 1 a - 1 f | | 0 | | | |
| <u>e</u> | | | | Business Code | | | | |
| eg E | 2a | CAPITATION PREM | IUMS | 900000 | 438,987,194 | 438,987,194 | | |
| æ | b | TRANSPORTATION | | 900000 | 4,228,033 | 4,228,033 | | |
| 15.6 | C | CARE COORDINAT | ION | 900000 | 3,998,099 | 3,998,099 | | |
| <u>.</u> | d | | | | | | | |
| Program Service Revenue | e | | | | | | | |
| Z 2 | f | All other progra | am service revenue | | 0 | 0 | 0 | 0 |
| š | g | Total. Add line: | s 2a-2f | | 447,213,326 | | | |
| | 3 | | ome (including dividen | | | | | |
| | | and other simil | aramounts) | ▶ [| 823,579 | | | 823,579 |
| | 4 | Income from inves | stment of tax-exempt bond | proceeds | 0 | | | |
| | 5 | Royalties . | | | 0 | | | |
| | _ | | (ı) Real | (II) Personal | | | | |
| | 6a b | Gross rents Less rental | | | | | | |
| | " | expenses | | | | | | |
| | C | Rental income or (loss) | 0 | U | | | | |
| | d | Net rental inco | me or (loss) | | 0 | | | |
| | _ | Gross amount | (ı) Securities 18,784,000 | (II) Other | | | | |
| | 7a | from sales of | 18,764,000 | | | | | |
| | | assets other than inventory | | | | | | |
| | b | Less cost or other basis and | 18,665,478 | | | | | |
| | c | sales expenses Gaın or (loss) | 118,522 | 0 | | | | |
| | ď | Net gain or (los | | | 118,522 | | | 118,522 |
| | 8a | | from fundraising | | | | | |
| Other Revenue | | | luding s reported on line 1c) ne 18 | | | | | |
| the the | ь | | penses b | | | | | |
| 0 | C | | (loss) from fundraising | events 🕦 | 0 | | | |
| | 9a | | from gaming activities ne 19 a | | | | | |
| | b c | | penses b (loss) from gaming act | | 0 | | | |
| | 10a | Gross sales of returns and allo | | | | | | |
| | b c | Net income or | oods sold b (loss) from sales of inv | entory ► | o | | | |
| | | Mıscellaneou | s Revenue | Business Code | | | | |
| | 11a | | | | | | | |
| | Ь | | | | | | | |
| | C | | | | | | | |
| | d | | ue | | 0 | 0 | 0 | 0 |
| | e | | s 11a-11d | | 0 | | | |
| | 12 | Total revenue. | See Instructions . | • | 448,155,427 | 447,213,326 | o | 942,101 |

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)

| c | heck if Schedule O contains a response to any question in this Part IX | <u> </u> | | <u>l .</u> | |
|----|---|-----------------------|---------------------------------------|-------------------------------------|---------------------------------------|
| | ot include amounts reported on lines 6b, o, 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 | 194,081 | 194,081 | | |
| 2 | Grants and other assistance to individuals in the United States See Part IV, line 22 | 71,000 | 71,000 | | |
| 3 | Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16 | 0 | | | |
| 4 | Benefits paid to or for members | 0 | | | |
| 5 | Compensation of current officers, directors, trustees, and key employees | 1,595,926 | 701,908 | 894,018 | |
| 6 | Compensation not included above, to disqualified persons (as defined under section $4958(f)(1)$) and persons described in section $4958(c)(3)(B)$ | 0 | | | |
| 7 | Other salaries and wages | 8,352,302 | 7,099,457 | 1,252,845 | |
| 8 | Pension plan contributions (include section 401(k) and section 403(b) employer contributions) | 556,075 | 472,664 | 83,411 | |
| 9 | Other employee benefits | 2,145,006 | 1,823,255 | 321,751 | |
| 10 | Payroll taxes | 750,056 | 637,548 | 112,508 | |
| 11 | Fees for services (non-employees) | | | | |
| а | Management | 0 | | | |
| b | Legal | 141,647 | | 141,647 | |
| С | Accounting | 206,044 | | 206,044 | |
| d | Lobbying | 111,338 | | 111,338 | |
| e | Professional fundraising See Part IV, line 17 | 0 | | · | |
| f | Investment management fees | 77,414 | | 77,414 | _ |
| g | Other | 3,077,201 | 2,615,621 | 461,580 | _ |
| 12 | Advertising and promotion | 910,156 | 778,470 | 131,686 | - |
| 13 | Office expenses | 547,818 | 465,645 | 82,173 | _ |
| 14 | Information technology | 1,091,505 | 927,779 | 163,726 | |
| 15 | Royalties | 0 | , | · | _ |
| 16 | Occupancy | 1,113,862 | 946,783 | 167,079 | |
| 17 | Travel | 137,915 | 117,228 | 20,687 | |
| 18 | Payments of travel or entertainment expenses for any federal, state, or local public officials | 0 | · | , | |
| 19 | Conferences, conventions, and meetings | 156,921 | 133,383 | 23,538 | |
| 20 | Interest | 0 | | | |
| 21 | Payments to affiliates | 0 | | | |
| 22 | Depreciation, depletion, and amortization | 289,128 | 245,759 | 43,369 | |
| 23 | Insurance | 146,719 | 124,711 | 22,008 | |
| 24 | Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O) | | | | |
| а | DELIVERY SYSTEM PAYMENTS | 408,157,342 | 408,157,342 | | |
| b | REINSURANCE | 7,520,167 | 7,520,167 | | |
| С | TRANSPORTATION | 4,432,243 | 4,432,243 | | |
| d | CLAIMS PROCESSING ADMINISTRATION | 1,661,907 | 1,661,907 | | |
| e | | | | | |
| f | All other expenses | 2,367,377 | 2,029,297 | 338,080 | 0 |
| 25 | Total functional expenses. Add lines 1 through 24f | 445,811,150 | 441,156,248 | 4,654,902 | 0 |
| 26 | Joint costs. Check here ► ☐ If following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation | 0 | - | | rm 990 (2011) |
| | | | | Ē | ces was (1 / / () 1 1 1 \ |

Part X **Balance Sheet** (A) (B) Beginning of year End of year 0 1 1 29.575.233 8.497.677 2 2 3 16.443.218 4 14.012.284 5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of 5 6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of 6 7 99.886 8 27,440 9 697,124 9 437.939 Prepaid expenses and deferred charges 3.088.985 10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D 10a 10b 1,105,244 b Less accumulated depreciation 2,083,740 **10c** 1,983,741 15,890,185 11 35,196,079 11 12 0 12 Investments—other securities See Part IV, line 11 13 13 0 Investments—program-related See Part IV, line 11 . . 14 14 498, 131 15 904,309 15 65,287,517 61,059,469 16 Total assets. Add lines 1 through 15 (must equal line 34) . . . 16 23,934,471 17 22,251,243 17 Accounts payable and accrued expenses . 18 18 19 842,273 19 20 20 21 21 Escrow or custodial account liability Complete Part IV of Schedule D . . Liabilities 22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified 22 23 Secured mortgages and notes payable to unrelated third parties . . . 23 24 Unsecured notes and loans payable to unrelated third parties 9,250,000 24 5,250,000 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 25 D 26 34,026,744 26 27,501,243 **Total liabilities.** Add lines 17 through 25 Organizations that follow SFAS 117, check here ▶ 🔽 and complete lines 27 Balances through 29, and lines 33 and 34. 27 31,260,773 27 33,558,226 Unrestricted net assets 28 28 Temporarily restricted net assets Fund 29 29 Permanently restricted net assets Organizations that do not follow SFAS 117, check here ▶

and complete lines 30 through 34. ö 30 Capital stock or trust principal, or current funds 30 Assets 31 31 Paid-in or capital surplus, or land, building or equipment fund 32 32 Retained earnings, endowment, accumulated income, or other funds ¥ 33 Total net assets or fund balances 31.260.773 33 33.558.226 34 Total liabilities and net assets/fund balances 65.287.517 61.059.469

| Pa | Check if Schedule O contains a response to any question in this Part XI | | | | |
|-----|---|---------|----|-------|--------|
| 1 | Total revenue (must equal Part VIII, column (A), line 12) | 1 | | 448 1 | .55,42 |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | | | 311,15 |
| 3 | Revenue less expenses Subtract line 2 from line 1 | 3 | | 2,3 | 344,27 |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | | 31,2 | 260,77 |
| 5 | Other changes in net assets or fund balances (explain in Schedule O) | 5 | | | -46,82 |
| 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 | | 33,5 | 558,22 |
| Par | The Financial Statements and Reporting Check if Schedule O contains a response to any question in this Part XII | | | ୮ | |
| 1 | Accounting method used to prepare the Form 990 | | | Yes | No |
| 2a | Were the organization's financial statements compiled or reviewed by an independent accountant? | | 2a | | Νo |
| b | Were the organization's financial statements audited by an independent accountant? | [| 2b | Yes | |
| c | If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of t audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O | | 2c | Yes | |
| d | If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were is on a separate basis, consolidated basis, or both | ssued | | | |
| | Separate basis Consolidated basis Both consolidated and separated basis | | | | |
| За | 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? | | За | | Νo |
| b | If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the reaudit or audits, explain why in Schedule O and describe any steps taken to undergo such audits | equired | 3b | | |

DLN: 93493318033002

OMB No 1545-0047

Inspection

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, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b ► Attach to Form 990. ► See separate instructions.

Name of the organization Employer identification number MDWISE INC 35-1931354 Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the Part I organization answered "Yes" to Form 990, Part IV, line 6. (a) Donor advised funds (b) Funds and other accounts Total number at end of year

- 2 Aggregate contributions to (during year) Aggregate grants from (during year) Aggregate value at end of year 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? Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be
- used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose Yes conferring impermissible private benefit

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

- Purpose(s) of conservation easements held by the organization (check all that apply) Preservation of land for public use (e.g., recreation or pleasure) Preservation of an historically importantly land area Preservation of a certified historic structure Protection of natural habitat Preservation of open space
- Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year
- Held at the End of the Year Total number of conservation easements 2a
- Total acreage restricted by conservation easements
- Number of conservation easements on a certified historic structure included in (a)
- Number of conservation easements included in (c) acquired after 8/17/06
- Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶_
- Number of states where property subject to conservation easement is located -
- Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?
- Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year -
- Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year
- Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(ı) and 170(h)(4)(B)(ıı)?
- 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

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

- If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items
- If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art. historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items
 - (i) Revenues included in Form 990, Part VIII, line 1
 - (ii) Assets included in Form 990, Part X
- If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items
- - Revenues included in Form 990, Part VIII, line 1
 - Assets included in Form 990, Part X

- Schedule D (Form 990) 2011

2b

2c

2d

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

| Par | Tit Organizations Maintaining Co | ilections of Art | t, His | tori | cal Tr | easu | ires, or C | the | r Similar As | sets (d | continued) |
|-------|---|-----------------------------------|---------|----------|-----------|---------|---------------------------|--------|------------------------------------|----------|--|
| 3 | Using the organization's accession and othe items (check all that apply) | r records, check an | y of th | ne foll | lowing t | that ar | e a signific | ant u | se of its collec | tion | |
| а | Public exhibition | | d | Γ | Loan | orexc | hange prog | rams | | | |
| ь | Scholarly research | | е | \vdash | Other | - | | | | | |
| С | Preservation for future generations | | | | | | | | | | |
| 4 | Provide a description of the organization's co | ollections and expla | ain hoi | w the | v furthe | rthe c | organizatioi | n's ex | emnt nurnose | ın | |
| • | Part XIV | | | | | | - | | | | |
| 5 | During the year, did the organization solicition assets to be sold to raise funds rather than t | | | | | | | | | ┌ Yes | □ No |
| Par | t IV Escrow and Custodial Arrang Part IV, line 9, or reported an an | ements. Compl | ete ıf | the | organ | ızatıoı | | | | | |
| 1a | Is the organization an agent, trustee, custoc included on Form 990, Part X? | | | | | | or other as: | sets r | | ┌ Yes | ┌ No |
| b | If "Yes," explain the arrangement in Part XI | / and complete the | follow | ving t | able | | г | | | _ | |
| | | | | | | | } | | An | nount | |
| c | Beginning balance | | | | | | } | 1c | | | |
| d | Additions during the year | | | | | | } | 1d | | | |
| e | Distributions during the year | | | | | | | 1e | | | |
| f | Ending balance | | | | | | Ĺ | 1f | | | |
| 2a | Did the organization include an amount on Fo | | e 21? | • | | | | | | ☐ Yes | │ No |
| | If "Yes," explain the arrangement in Part XIV | | | | 1 111 1 | | | | | | |
| Pa | rt V Endowment Funds. Complete | f the organizatio (a)Current Year | |)Prior ' | | | Form 990 10 Years Back | | t IV, line 10. Three Years Back | (a)Four | Years Back |
| 1a | Beginning of year balance | (a)Current rear | (D | PHOL | rear | (c) w | 70 Tears back | (a) | Tillee fears back | (e)rour | rears back |
| b | Contributions | | | | | | | + | | | |
| c | Investment earnings or losses | | | | | | | + | | | |
| d | Grants or scholarships | | | | | | | + | | | |
| e | Other expenditures for facilities | | | | | | | + | | | |
| Ū | and programs | | | | | | | | | | |
| f | Administrative expenses | | | | | | | | | | |
| g | End of year balance | | | | | | | | | | |
| 2 | Provide the estimated percentage of the year | r end balance held | as | | | | | | | | |
| а | Board designated or quasi-endowment 🕨 | | | | | | | | | | |
| b | Permanent endowment 🕨 | | | | | | | | | | |
| С | Term endowment ▶ | | | | | | | | | | |
| За | Are there endowment funds not in the posse | ssion of the organiz | ation | that a | are held | d and a | dmınıstere | d for | the | | |
| | organization by | | | | | | | | | Yes | No |
| | (i) unrelated organizations | | | | | | | • | 3a(| • | |
| b | (ii) related organizations | | | | | | | | 3a(| - | <u> </u> |
| 4 | Describe in Part XIV the intended uses of th | · | | | | | | • | [3 | <u> </u> | <u> </u> |
| | t VI Land, Buildings, and Equipme | | | | | 10 | | | | | |
| I GII | | one see ronn s | ,0,10 | |) Cost or | | (b)Cost or | other | (c) Accumulated | , | |
| | Description of property | | | | is (inves | | basis (oth | | depreciation | ' (d) E | Book value |
| 1a | Land | | | | | | | | | | 0 |
| b I | Buildings | | • | | | | | | | | 0 |
| c I | Leasehold improvements | | | | | | 1,42 | 7,059 | 253,2 | 79 | 1,173,780 |
| d I | Equipment | | • | | | | 1,66 | 1,926 | 851,96 | 55 | 809,961 |
| _e | Other | <u> </u> | | | | | | | | | 0 |
| Tota | l. Add lines 1a-1e <i>(Column (d) should equal Fo</i> | orm 990, Part X, colu | mn (B, |), line | 10(c).) | | | | | | 1,983,741 |
| | | | | | | | | | Schedule [|) (Form | 990) 2011 |

| Part VII Investments—Other Securities. See | Form 990, Part X, line 1 | 2. |
|---|--------------------------|----------------------------------|
| (a) Description of security or category | (b) Book value | (c) Method of valuation |
| (including name of security) | + , , | Cost or end-of-year market value |
| (1) Financial derivatives | | |
| (2)Closely-held equity interests Other | | |
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| | | |
| Total. (Column (b) should equal Form 990, Part X, col (B) line 12) | • | |
| Part VIII Investments—Program Related. Se | e 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 |
| | | |
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| | | |
| 10 1011 (10 1011 (1) 1011 | • | |
| Part IX Other Assets. See Form 990, Part X, II (a) Descri | | (b) Book value |
| (4) 5 66611 | P 4.10.11 | (b) book value |
| | | |
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| | | |
| | | |
| Total. (Column (b) should equal Form 990, Part X, col.(B) line | 15.) | |
| Part X Other Liabilities. See Form 990, Part X | | |
| 1 (a) Description of Liability | (b) A mount | |
| Federal Income Taxes | 0 | |
| | | |
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| | | |
| | | |
| Total. (Column (b) should equal Form 990, Part X, col (B) line 25) | 0 | |
| 2 Fin 48 (ASC 740) Footnote In Part VIV provide the tex | - | |

| 1 | Total revenue (Form 990, Part VIII, column (A), line 12) | 1 | 448,155,427 |
|-----|--|-------|-------------|
| 2 | Total expenses (Form 990, Part IX, column (A), line 25) | 2 | 445,811,150 |
| 3 | Excess or (deficit) for the year Subtract line 2 from line 1 | 3 | 2,344,277 |
| 4 | Net unrealized gains (losses) on investments | 4 | -46,824 |
| 5 | Donated services and use of facilities | 5 | |
| 6 | Investment expenses | 6 | |
| 7 | Prior period adjustments | 7 | |
| 8 | Other (Describe in Part XIV) | 8 | C |
| 9 | Total adjustments (net) Add lines 4 - 8 | 9 | -46,824 |
| 10 | Excess or (deficit) for the year per financial statements Combine lines 3 and 9 | 10 | 2,297,453 |
| Par | t XII Reconciliation of Revenue per Audited Financial Statements With Revenue | er Re | turn |
| 1 | Total revenue, gains, and other support per audited financial statements | 1 | 448,108,603 |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12 | | |
| а | Net unrealized gains on investments | | |
| b | Donated services and use of facilities | | |
| c | Recoveries of prior year grants | | |
| d | Other (Describe in Part XIV) | | |
| е | Add lines 2a through 2d | 2e | -46,824 |
| 3 | Subtract line 2e from line 1 | 3 | 448,155,427 |
| 4 | A mounts included on Form 990, Part VIII, line 12, but not on line 1 | | |
| а | Investment expenses not included on Form 990, Part VIII, line 7b . 4a | | |
| b | Other (Describe in Part XIV) 4b 0 | | |
| c | Add lines 4a and 4b | 4c | C |
| 5 | Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12) | 5 | 448,155,427 |
| | Reconciliation of Expenses per Audited Financial Statements With Expenses | per | |
| 1 | Total expenses and losses per audited financial statements | 1 | 445,811,150 |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25 | | |
| а | Donated services and use of facilities | | |
| ь | Prior year adjustments | | |
| c | Other losses | | |
| d | Other (Describe in Part XIV) 2d 0 | | |
| e | Add lines 2a through 2d | 2e | C |
| 3 | Subtract line 2e from line 1 | 3 | 445,811,150 |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1: | | |
| а | Investment expenses not included on Form 990, Part VIII, line 7b 4a | | |
| b | Other (Describe in Part XIV) 4b 0 | | |
| c | Add lines 4a and 4b | 4c | |
| 5 | Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18) | 5 | 445,811,150 |
| Pa | rt XIV Supplemental Information | | |

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

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 XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b Also complete this part to provide any additional information

| Identifier | Return Reference | Explanation |
|---------------------------|------------------|---|
| FIN 48 (ASC 740) footnote | | A TAX POSITION IS RECOGNIZED AS A BENEFIT ONLY IF IT IS "MORE LIKELY THAN NOT" THAT THE TAX POSITION WOULD BE SUSTAINED IN A TAX EXAMINATION, WITH A TAX EXAMINATION BEING PRESUMED TO OCCUR THE AMOUNT RECOGNIZED IS THE LARGEST AMOUNT OF TAX BENEFIT THAT IS GREATER THAN 50% LIKELY OF BEING REALIZED ON EXAMINATION FOR TAX POSITIONS NOT MEETING THE "MORE LIKELY THAN NOT" TEST, NO TAX BENEFIT IS RECORDED THE PLAN IS NO LONGER SUBJECT TO EXAMINATION BY TAXING AUTHORITIES FOR YEARS BEFORE 2008 THE PLAN DOES NOT EXPECT THE TOTAL AMOUNT OF UNRECOGNIZED TAX BENEFITS TO SIGNIFICANTLY CHANGE IN THE NEXT 12 MONTHS THE PLAN RECOGNIZES INTEREST AND/OR PENALTIES RELATED TO INCOME TAX MATTERS IN GENERAL ADMINISTRATIVE EXPENSES THE PLAN DID NOT HAVE ANY AMOUNTS ACCRUED FOR INTEREST OR PENALTIES AT DECEMBER 31, 2011 AND 2010 |

Additional Data

Software ID: 11000230

Software Version: v2011.1.0

EIN: 35-1931354

Name: MDWISEINC

Form 990, Special Condition Description:

Special Condition Description

efile GRAPHIC print - DO NOT PROCESS | As Filed Data -

Part I General Information on Grants and Assistance

Schedule I (Form 990)

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

OMB No 1545-0047

DLN: 93493318033002

2011

Open to Public

Department of the Treasury Internal Revenue Service Name of the organization

(6) RAPHAEL HEALTH
CENTER INC401 E 34TH ST
INDIANAPOLIS, IN 46205
(7) LA PLAZA8902 E 38TH

INDIANAPOLIS, IN 46226 (8) FAMILY FUN FILLED

INDIANAPOLIS, IN 46254

INC4633 KIMMERRIDGE

LANE

MDWISE INC

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

Inspection
Employer identification number

35-1931354

| Does the organization mainstrain the selection criteria usedDescribe in Part IV the organization | to award the grants o | rassistance? | | ` | | | √ Yes |
|---|-----------------------|---|------------------------------|---|--|--|---------------------------------------|
| Form 990, Part IV | V, line 21 for any r | Governments and ecipient that received i) if additional space i | more than \$5,000. | Check this box if no | o one recipient rece | ived more than \$5,0 | 00. Use |
| (a) Name and address of organization or government | (b) EIN | (c) IRC Code section if applicable | (d) A mount of cash grant | (e) A mount of non- cash assistance | (f) Method of valuation (book, FMV, appraisal other) | (g) Description of non-cash assistance | (h) Purpose of grant or assistance |
| (1) INDIANA PERINATAL NETWORK1991 E 56TH STREET INDIANAPOLIS,IN 46220 | 35-1771516 | 501(C)(3) | 5,000 | | | | PRO GRAM SUPPORT |
| (2) COVERING KIDS & FAMILIES416 E MONROE ST STE 120 SOUTH BEND, IN 46601 | 61-1520892 | 501(C)(3) | 8,250 | | | | PROGRAM SUPPORT |
| (3) MINORITY HEALTH COALITION3266 N MERIDIAN ST STE 704 INDIANAPOLIS,IN 46208 | 35-1938965 | 501(C)(3) | 15,300 | | | | PROGRAM SUPPORT |
| (4) WISHARD MEMORIAL FOUNDATION INC1001 W 10TH ST INDIANAPOLIS,IN 46202 | 31-1132066 | 501(C)(3) | 5,500 | | | | PRO GRAM SUPPORT |
| (5) SHALOM HEALTH CARE CENTER INC3400 LAFAYETTE RD STE 200 INDIANAPOLIS,IN 46222 | 06-1645027 | 501(C)(3) | 5,000 | | | | PROGRAM SUPPORT |

5,450

5,000

5,000

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

35-1948768

30-0029575

35-2146049

501(C)(3)

501(C)(3)

501(C)(3)

PROGRAM SUPPORT

PROGRAM SUPPORT

PROGRAM SUPPORT

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

| (a)Type of grant or assistance | (b) Number of recipients | (c)A mount of cash grant | (d)A mount of non-cash assistance | (e)Method of valuation (book FMV, appraisal, other) | , (f) Description of non-cash assistance |
|----------------------------------|----------------------------------|-----------------------------|-----------------------------------|--|---|
| (1) PROVISION OF SCHOOL SUPPLIES | 500 | | 71,000 | | BACKPACKS AND OTHER SCHOOL SUPPLIES |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

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

| Identifier | Return Reference | Explanation |
|--|------------------|--|
| Procedures for monitoring use of grant funds | . , | MDWISE HAS A CORPORATE GIVING COMMITTEE THAT REQUESTS CERTAIN INFORMATION FROM EACH GRANTEE ORGANIZATION IN ORDER TO EVALUATE AND MEASURE IMPACT TO SEE HOW MEMBERS OF MDWISE BENEFIT FROM THE GRANTEE ORGANIZATION MDWISE DOES NOT HAVE A FORMAL PROCEDURE TO FOLLOW-UP WITH THE GRANTEE ORGANIZATIONS AFTER FUNDS ARE AWARDED BUT USES INFORMAL COMMUNICATIONS TO UNDERSTAND HOW CONTRIBUTIONS ARE USED THERE IS CURRENTLY NO PROCEDURE FOR MONITORING THE |
| | | GRANTS TO INDIVIDUALS AS THEY ARE NONCASH AND INCLUDE BACKPACKS AND SCHOOL SUPPLIES |

Software ID: 11000230

Software Version: v2011.1.0

EIN: 35-1931354

Name: MDWISEINC

| (a) Name and address of organization or government | (b) EIN | (c) IRC Code section if applicable | (d) A mount of cash grant | (e) A mount of non-cash assistance | (f) Method of valuation (book, FMV, appraisal, other) | (g) Description of non-cash assistance | (h) Purpose of grant or assistance |
|--|----------------|--|------------------------------|--|---|---|--|
| INDIANA PERINATAL NETWORK1991 E 56TH STREET INDIANAPOLIS,IN 46220 | 35- 1771516 | 1 5017637 | 5,000 | | | | PRO GRAM SUPPO RT |
| COVERING KIDS & FAMILIES416 E MONROE ST STE 120 SOUTH BEND, IN 46601 | 61- 1520892 | 1 5017637 | 8,250 | | | | PRO GRAM SUPPORT |

| (a) Name and address of organization or government | (b) EIN | (c) IRC Code section if applicable | (d) A mount of cash grant | (e) A mount of non-cash assistance | (f) Method of valuation (book, FMV, appraisal, other) | (g) Description of non-cash assistance | (h) Purpose of grant or assistance |
|--|----------------|--|------------------------------|--|---|---|--|
| MINORITY HEALTH COALITION3266 N MERIDIAN ST STE 704 INDIANAPOLIS,IN 46208 | 35- 1938965 | 1 501(0)(3) | 15,300 | | | | PRO GRAM SUPPO RT |
| WISHARD MEMORIAL FOUNDATION INC 1001 W 10TH ST INDIANAPOLIS, IN 46202 | 31- 1132066 | 1 5017(3) | 5,500 | | | | PRO GRAM SUPPO RT |

| (a) Name and address of organization or government | (b) EIN | (c) IRC Code section if applicable | (d) A mount of cash grant | (e) A mount of non-cash assistance | (f) Method of valuation (book, FMV, appraisal, other) | (g) Description of non-cash assistance | (h) Purpose of grant or assistance |
|---|----------------|--|------------------------------|--|---|---|--|
| SHALOM HEALTH CARE CENTER INC 3400 LAFAYETTE RD STE 200 INDIANAPOLIS,IN 46222 | 06- 1645027 | 501(C)(3) | 5,000 | | | | PRO GRAM SUPPO RT |
| RAPHAEL HEALTH CENTER INC401 E 34TH ST INDIANAPOLIS,IN 46205 | 35- 1948768 | 1 5017(3) | 5,450 | | | | PRO GRAM SUPPO RT |

| (a) Name and address of organization or government | (b) EIN | (c) IRC Code section if applicable | (d) A mount of cash grant | (e) A mount of non-cash assistance | (f) Method of valuation (book, FMV, appraisal, other) | (g) Description of non-cash assistance | (h) Purpose of grant or assistance |
|---|----------------|--|------------------------------|--|---|---|--|
| LA PLAZA8902 E 38TH ST INDIANAPOLIS,IN 46226 | 30- 0029575 | 501(C)(3) | 5,000 | | | | PRO GRAM SUPPORT |
| FAMILY FUN FILLED INC4633 KIMMERRIDGE LANE INDIANAPOLIS, IN 46254 | 35- 2146049 | 501(C)(3) | 5,000 | | | | PRO GRAM SUPPO RT |

DLN: 93493318033002

Employer identification number

OMB No 1545-0047

Schedule J (Form 990)

Department of the Treasury Internal Revenue Service

Name of the organization

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

Compensation Information

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

► Attach to Form 990. ► See separate instructions.

Open to Public Inspection

| יוויו | WISE INC | | 35-1931354 | | | |
|-------|--|----------|---|----|-----|----|
| Pa | rt I Questions Regarding Compensation | 1 | To 2002 | | | |
| | | | | | Yes | Νo |
| 1a | Check the appropriate box(es) if the organization progenous 990, Part VII, Section A, line 1a Complete Part III | | | | | |
| | First-class or charter travel | Γ | Housing allowance or residence for personal use | | | |
| | Travel for companions | Γ | Payments for business use of personal residence | | | |
| | Tax idemnification and gross-up payments | | Health or social club dues or initiation fees | | | |
| | Discretionary spending account | Г | Personal services (e g , maid, chauffeur, chef) | | | |
| b | If any of the boxes in line 1a are checked, did the orgenmoursement orprovision of all the expenses descr | | | 1b | | |
| 2 | Did the organization require substantiation prior to reofficers, directors, trustees, and the CEO/Executive | | | 2 | | |
| 3 | Indicate which, if any, of the following the organization organization's CEO/Executive Director Check all the | | у | | | |
| | Compensation committee | l F | Written employment contract | | | |
| | Independent compensation consultant Form 990 of other organizations | <u>√</u> | , | | | |
| | Form 990 of other organizations | Į. | Approval by the board or compensation committee | | | |
| 4 | During the year, did any person listed in Form 990, For a related organization | Part VI | I, Section A, line 1a with respect to the filing organization | | | |
| а | Receive a severance payment or change-of-control | paymer | nt? | 4a | | No |
| b | Participate in, or receive payment from, a supplemen | ntal non | nqualified retirement plan? | 4b | | Νo |
| C | Participate in, or receive payment from, an equity-ba | ased co | mpensation arrangement? | 4c | | Νo |
| | If "Yes" to any of lines 4a-c, list the persons and pro | ovide th | ne applicable amounts for each item in Part III | | | |
| 5 | Only 501(c)(3) and 501(c)(4) organizations only mu For persons listed in form 990, Part VII, Section A, compensation contingent on the revenues of | - | | | | |
| а | The organization? | | | 5a | | Νo |
| b | Any related organization? | | | 5b | | Νo |
| | If "Yes," to line 5a or 5b, describe in Part III | | | | | |
| 6 | For persons listed in form 990, Part VII, Section A, compensation contingent on the net earnings of | line 1a, | , did the organization pay or accrue any | | | |
| а | The organization? | | | 6a | | Νo |
| b | Any related organization? | | | 6b | | Νo |
| | If "Yes," to line 6a or 6b, describe in Part III | | | | | |
| 7 | For persons listed in Form 990, Part VII, Section A, payments not described in lines 5 and 6? If "Yes," d | | | 7 | Yes | |
| 8 | Were any amounts reported in Form 990, Part VII, p subject to the initial contract exception described in in Part III | | · | 8 | | No |
| 9 | If "Yes" to line 8 did the organization also follow the | rehutt | able presumption procedure described in Regulations | | | |

section 53 4958-6(c)?

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(I)-(III) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, columns (D) and (E) for that individual

| (A) Name | | (B) Breakdown of | W-2 and/or 1099-MI | SC compensation | (C) Retirement and | (D) Nontaxable | (E) Total of columns (B)(1)-(D) | (F) Compensation reported in prior Form 990 or Form 990-EZ | |
|--------------------------------------|-------------|--------------------------|---|---|--------------------------------|-------------------------|------------------------------------|---|--|
| | | (i) Base compensation | (ii) Bonus & ıncentive compensation | (iii) Other reportable compensation | other deferred compensation | benefits | | | |
| (1) BARBARA WILDER | (I) (II) | 132,596 0 | 13,000 0 | | 12,844 0 | 14,728 0 | 186,739 0 | | |
| (2) HENRY C JOHNSON | (I) (II) | 149,194 0 | 10,000 0 | 340 0 | 13,141 0 | 29,479 0 | 202,154 0 | | |
| (3) PATRICIA HEBENSTREIT | (ı) (ıı) | 141,226 0 | 20,202 0 | 3,159 0 | 13,646 0 | 21,243 0 | 199,476 0 | | |
| (4) FORNEY DAUGETTE | (I) (II) | 114,340 0 | 4,586 0 | 9,565 0 | 9,881 0 | 29,338 0 | 167,710 0 | | |
| (5) JEAN CASTER | (ı) (ıı) | 127,742 0 | 0 | 15,808 0 | 11,447 0 | 31,182 0 | 186,179 0 | | |
| (6) KATHERINE WENTWORTH | (ı) (ıı) | 167,089 0 | 18,000 0 | 230 | 15,847 0 | 31,503 0 | 232,669 0 | | |
| (7) TERRY COLE | (I) (II) | 174,354 0 | 26,520 0 | 9,280 0 | 18,875 0 | 31,293 0 | 260,322 0 | | |
| (8) CHARLOTTE MACBETH | (ı) (ıı) | 274,900 0 | 45,842 0 | | 32,940 0 | 31,259 0 | 412,294 0 | | |
| (9) DR CAROLINE CARNEY DOEBBELING | (I) (II) | 277,489 0 | 10,500 0 | 137 0 | 26,953 0 | 4,648 0 | 319,727 0 | | |
| (10) DEBRA TINSLEY | (I) (II) | 108,716 0 | 4,368 0 | | 9,208 | 29,476 0 | 160,762 0 | | |
| (11) JAMIE BRUCE | (I) (II) | 104,624 | 14,250 0 | 3,183 0 | 9,206 0 | 29,687 0 | 160,950 0 | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |

Schedule J (Form 990) 2011 Page **3**

Part III Supplemental Information

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

| Ident if ier | Return Reference | Explanation |
|--------------|---------------------|--|
| Non-fixed | Schedule J, | INTERESTED PERSONS RECEIVE DISCRETIONARY BONUSES BASED ON OVERALL PERFORMANCE OF THE INDIVIDUALS |
| payments | Part I, Line 7 | |

Schedule J (Form 990) 2011

DLN: 93493318033002

OMB No 1545-0047

SCHEDULE 0

Department of the Treasury

Internal Revenue Service

(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

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

Attach to Form 990 or 990-EZ.

Open to Public Inspection

Name of the organization MDWISE INC

Employer identification number

35-1931354

| | | 35-1931354 |
|---|---|---|
| ldentifier | Return Reference | Explanation |
| Delegate broad authority to a committee | Form 990, Part VI, Section A, Line 1a | THE ARTICLES OF INCORPORATION ALLOWS FOR THE CREATION OF THE EXECUTIVE COMMITTEE COMPOSED OF ONE OR MORE MEMBERS OF THE BOARD OF DIRECTORS WHICH, TO THE EXTENT PROVIDED IN THE BY LAWS OR SUCH RESOLUTION AND CONSISTENT WITH APPLICABLE LAW, SHALL HAVE AND EXERCISE ALL OF THE AUTHORITY OF THE BOARD OF DIRECTORS IN THE MANAGEMENT OF THE CORPORATION'S AFFAIRS DURING INTERVALS BETWEEN THE MEETINGS OF THE BOARD OF DIRECTORS |
| Family/business relationships amongst interested persons | Form 990, Part VI, Section A, Line 2 | DAN SELLERS AND JOHN FITZGERALD - BUSINESS RELATIONSHIP |
| Classes of members or stockholders | Form 990, Part VI, Section A, Line 6 | THE MEMBERS OF MDWISE, INC. ARE IU HEALTH AND HEALTH AND HOSPITAL CORPORATION OF MARION COUNTY EACH MEMBERS HAS THE RIGHT TO ELECT 3 INDIVIDUALS TO THE GOVERNING BODY |
| Members or stockholders electing members of governing body | Form 990, Part VI, Section A, Line 7a | THE MEMBERS EACH HAVE THE RIGHT TO APPOINT 3 INDIVIDUALS TO THE GOVERNING BODY |
| Decisions requiring approval by members or stockholders | Form 990, Part VI, Section A, Line 7b | THE FOLLOWING CORPORATE ACTIONS REQUIRE APPROVAL BY THE MEMBERS A TO AMEND, ALTER, CHANGE OR REPEAL THE ARTICLES OF INCORPORATION B TO AMEND, ALTER, CHANGE OR REPEAL THE BY LAWS C TO MERGE OR CONSOLIDATE THE CORPORATION WITH ANOTHER ENTITY OR ENTITIES D TO SELL, LEASE, OR EXCHANGE MORE THAN 50% OF THE PROPERTY OR ASSETS OF THE CORPORATION, WHETHER OR NOT SUCH SALE, LEASE, OR EXCHANGE OCCURS IN THE REGULAR COURSE OF BUSINESS E TO APPOINT AND ELECT THE DIRECTORS OF THE CORPORATION AND THE CHAIRMAN OF THE CORPORATIONS BOARD OF DIRECTORS F TO ELECT EACH OFFICER OF THE CORPORATION, TO CHANGE THE TITLE, DUTIES, SALARY OR OTHER COMPENSATION OF ANY SUCH OFFICER, AND (WITH CONSIDERATION OF ANY RECOMMENDATION OF THE BOARD OF DIRECTORS) TO REMOVE ANY SUCH OFFICER G UPON THE CONSIDERATION OF ANY RECOMMENDATION OF THE BOARD OF DIRECTORS, TO APPROVE OR AMEND THE CORPORATION'S ANNUAL BUDGET AND THE MAKING AND TIMING OF GRANTS ON BEHALF OF THE CORPORATION H TO INCUR ANY CORPORATE INDEBTEDNESS IN EXCESS OF \$100,000, OR TO ENTER INTO ANY BUSINESS TRANSACTION OR FINANCIAL COMMITMENT IN EXCESS OF \$100,000 I TO APPROVE ANY CONFLICT-OF-INTEREST BUSINESS TRANSACTION J TO DISSOLVE THE CORPORATION |
| Review of form 990 by governing body | Form 990, Part VI, Section B, Line 11b | THE CFO REVIEWED A FINAL DRAFT OF THE FORM 990 AFTER ANY CHANGES OR QUESTIONS ARE ADDRESSED, A FINAL COPY OF THE FORM 990 IS SENT TO EVERY MEMBER OF THE GOVERNING BODY BEFORE IT WAS FILED WITH THE IRS |
| Conflict of interest policy | Form 990, Part VI, Section B, Line 12c | MDWISE REQUIRES THAT ALL BOARD MEMBERS, OFFICERS, AND KEY EMPLOYEES SIGN A CONFLICT OF INTEREST DISCLOSURE STATEMENT ANNUALLY THE COMPLIANCE OFFICER OF THE ORGANIZATION REVIEWS EACH COMPLETED STATEMENT AND IS PRESENT AT BOARD MEETINGS TO ENFORCE COMPLIANCE WITH THE CONFLICT OF INTEREST POLICY IF AN ISSUE WITH A POTENTIAL CONFLICT IS BROUGHT TO THE TABLE AT A BOARD MEETING, THE PERSON WITH THE POTENTIAL CONFLICT ABSTAINS FROM VOTING ON THE ISSUES |
| Process used to establish compensation of top management official | Form 990, Part VI, Section B, Line 15a | THE EXECUTIVE COMMITTEE OF THE BOARD MEETS IN JUNE OF EACH YEAR TO CONDUCT A PERFORMANCE REVIEW OF THE CEO AND TO REVIEW COMPENSATION THE EXECUTIVE COMMITTEE USES COMPENSATION SURVEYS TO DETERMINE APPROPRIATE COMPENSATION FOR THE CEO THE COMPENSATION SETTING PROCESS AND THE DETERMINATION IS DOCUMENTED IN THE COMMITTEE MINUTES THIS PROCESS WAS LAST UNDERTAKEN IN 2011 |
| Governing documents, conflict of interest policy and financial statements available to the public | Form 990, Part VI, Section C, Line 19 | THESE DOCUMENTS ARE MADE AVAILABLE UPON REQUEST |
| Other changes in net assets or fund balances | Form 990, Part XI, Line 5 | NET UNREALIZED GAINS (LOSSES) ON INVESTMENTS46824, |