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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
2012
Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 07-01-2012, 2012, and ending 06-30-2013

B Check if applicable: <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization MERCY HEALTH SYSTEM CORPORATION		D Employer identification number 39-0816848
	Doing Business As		E Telephone number (608) 756-6000
	Number and street (or P O box if mail is not delivered to street address) Room/suite PO BOX 5003 - 1000 MINERAL POINT		
	City or town, state or country, and ZIP + 4 JANESVILLE, WI 535475003		G Gross receipts \$ 503,893,124

I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (Insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	F Name and address of principal officer: JAVON BEA PO BOX 5003 - 1000 MINERAL POINT JANESVILLE, WI 535475003	H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number
J Website: WWW.MERCYHEALTHSYSTEM.ORG		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other	L Year of formation: 1972	M State of legal domicile: WI

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: THE MISSION OF MERCY HEALTH SYSTEM IS TO PROVIDE EXCEPTIONAL HEALTH CARE SERVICES RESULTING IN HEALING IN THE BROADEST SENSE			
	2 Check this box <input type="checkbox"/> 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	10	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	8	
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	3,841	
	6 Total number of volunteers (estimate if necessary)	6	0	
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	10,489,650	
b Net unrelated business taxable income from Form 990-T, line 34	7b	0		
Revenue			Prior Year	Current Year
	8 Contributions and grants (Part VIII, line 1h)		269,195	192,379
	9 Program service revenue (Part VIII, line 2g)		464,397,477	482,875,091
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		465,256	906,429
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		-2,530,008	4,487,239
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)		462,601,920	488,461,138	
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		0	0
	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)		274,568,874	283,427,073
	16a Professional fundraising fees (Part IX, column (A), line 11e)		0	0
	b Total fundraising expenses (Part IX, column (D), line 25) \rightarrow 0			
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		172,508,843	186,769,727
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)		447,077,717	470,196,800
19 Revenue less expenses Subtract line 18 from line 12		15,524,203	18,264,338	
Net Assets or Fund Balances			Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)		453,287,213	460,754,384
	21 Total liabilities (Part X, line 26)		319,217,698	305,574,103
22 Net assets or fund balances Subtract line 21 from line 20		134,069,515	155,180,281	

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	2014-05-06 Date			
	JAVON BEA CEO Type or print name and title				
Paid Preparer Use Only	Prnt/Type preparer's name WILLIAM T MURPHY CPA	Preparer's signature	Date 2014-05-06	Check <input type="checkbox"/> if self-employed	PTIN P00074580
	Firm's name \rightarrow BAKER TILLY VIRCHOW KRAUSE LLP			Firm's EIN \rightarrow 39-0859910	
	Firm's address \rightarrow 500 MIDLAND COURT PO BOX 8130 JANESVILLE, WI 535478130			Phone no (608) 752-5835	

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission
THE MISSION OF MERCY HEALTH SYSTEM IS TO PROVIDE EXCEPTIONAL HEALTH CARE SERVICES RESULTING IN HEALING IN THE BROADEST SENSE

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 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 \$ 377,709,347 including grants of \$) (Revenue \$ 474,547,840)
HOSPITAL DISCHARGES 8,400, NURSING HOME ADMISSIONS 274, BIRTHS 859, OUTPATIENT VISITS 1,145,410

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 377,709,347

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)? <i>If "Yes," complete Schedule A</i> <input checked="" type="checkbox"/>	Yes	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? <input checked="" type="checkbox"/>	Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		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 "Yes," complete Schedule C, Part II</i>		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? <i>If "Yes," complete Schedule C, Part III</i>		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? <i>If "Yes," complete Schedule D, Part I</i> <input checked="" type="checkbox"/>		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? <i>If "Yes," complete Schedule D, Part II</i> <input checked="" type="checkbox"/>		No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> <input checked="" type="checkbox"/>		No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> <input checked="" type="checkbox"/>		No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> <input checked="" type="checkbox"/>		No
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i> <input checked="" type="checkbox"/>	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? <i>If "Yes," complete Schedule D, Part VII</i> <input checked="" type="checkbox"/>	Yes	
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? <i>If "Yes," complete Schedule D, Part VIII</i> <input checked="" type="checkbox"/>		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? <i>If "Yes," complete Schedule D, Part IX</i> <input checked="" type="checkbox"/>		No
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> <input checked="" type="checkbox"/>	Yes	
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)? <i>If "Yes," complete Schedule D, Part X</i> <input checked="" type="checkbox"/>		No
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i> <input checked="" type="checkbox"/>	Yes	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i> <input checked="" type="checkbox"/>	Yes	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		No
14a Did the organization maintain an office, employees, or agents outside of the United States?		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? <i>If "Yes," complete Schedule F, Parts I and IV</i>		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 United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		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 United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		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? <i>If "Yes," complete Schedule G, Part I (see instructions)</i>		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? <i>If "Yes," complete Schedule G, Part II</i>		No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i> <input checked="" type="checkbox"/>	Yes	
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? <input checked="" type="checkbox"/>	Yes	

Part IV Checklist of Required Schedules *(continued)*

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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 450		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. 1b 0		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	Yes	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return. 2a 3,841		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	Yes	
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	Yes	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? 4a		No
b	If "Yes," enter the name of the foreign country: _____ See 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?		No
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		No
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
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 as charitable contributions?		No
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
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?		No
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		No
7d	If "Yes," indicate the number of Forms 8282 filed during the year. 7d		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		No
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		No
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
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?		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
10a	Initiation fees and capital contributions included on Part VIII, line 12. 10a		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities. 10b		
11	Section 501(c)(12) organizations. Enter		
11a	Gross income from members or shareholders. 11a		
11b	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		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year. 12b		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O. 13a		
13b	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		
13c	Enter the amount of reserves on hand. 13c		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		No
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		

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

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
	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		
1b	Enter the number of voting members included in line 1a, above, who are independent		
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?		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Did the organization have members or stockholders?		No
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?		No
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	Yes	
8b	Each committee with authority to act on behalf of the governing body?	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		No

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?		No
10b	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?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?		No
11b	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	Yes	
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	Yes	
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	Yes	
13	Did the organization have a written whistleblower policy?	Yes	
14	Did the organization have a written document retention and destruction policy?	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?		
15a	The organization's CEO, Executive Director, or top management official	Yes	
15b	Other officers or key employees of the organization	Yes	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		No
16b	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?		

Section C. Disclosure

- 17** List the States with which a copy of this Form 990 is required to be filed **IL, WI**
- 18** Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 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
JOHN COOK 1000 MINERAL POINT JANESVILLE, WI (608) 756-6642

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

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

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

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

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation 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

• 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 (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) ROWLAND MCCLELLAN CHAIRPERSON & DIRECTOR	1 00	X					1,097	0	0	
(2) THOMAS POOL VICE-CHAIRPERSON & DIRECTOR	1 00	X					15,000	0	0	
(3) LARRY SQUIRE TREASURER & DIRECTOR	1 00	X					3,718	0	0	
(4) ELIZABETH HANSCH DIRECTOR	1 00	X					0	0	0	
(5) DAVE SYVERSON DIRECTOR	1 00	X					15,000	0	0	
(6) MARK GOELZER MD DIRECTOR/PHYSICIAN	55 00	X					474,156	0	29,991	
(7) ROBERT CONSIGNY DIRECTOR	1 00	X					0	0	0	
(8) STEVE VAN GALDER DIRECTOR	1 00	X					0	0	0	
(9) KATHERINE SCHACK DIRECTOR	1 00	X					12,561	0	0	
(10) MARK KOPP DIRECTOR	1 00	X					0	0	0	
(11) BARB BORTNER VICE-PRESIDENT	55 00			X			185,153	0	35,086	
(12) DAN COLBY VICE-PRESIDENT	55 00			X			210,562	0	21,232	
(13) DAVID KURTZ VICE-PRESIDENT	55 00			X			197,682	0	27,817	
(14) JOHN COOK VICE-PRESIDENT	55 00			X			347,668	0	35,301	
(15) KATHY HARRIS VICE-PRESIDENT	55 00			X			129,791	0	27,341	
(16) RUTH YARBROUGH VICE-PRESIDENT	55 00			X			233,056	0	21,569	
(17) RICHARD GRUBER VICE-PRESIDENT	55 00			X			162,287	0	23,142	

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(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			
(18) RALPH TOPINKA VICE-PRESIDENT	55 00			X				364,700	0	20,539
(19) JOSEPH NEMETH VICE-PRESIDENT	55 00			X				194,728	0	23,671
(20) SUE RIPSCH VICE-PRESIDENT	55 00			X				347,224	0	31,533
(21) JENNIFER HALLATT VICE-PRESIDENT	1 00			X				202,544	0	34,453
(22) JAVON BEA PRESIDENT & DIRECTOR	55 00	X		X				5,169,487	0	34,716
(23) VIKRAM KHANNA PHYSICIAN	40 00					X		1,549,258	0	48,572
(24) BRADLEY FIDELER PHYSICIAN	40 00					X		1,495,019	0	41,424
(25) DAVID PITTENGER PHYSICIAN	40 00					X		1,368,843	0	40,949
(26) ROBB WHINNEY PHYSICIAN	40 00					X		1,184,988	0	31,743
(27) LONDON RIGGS PHYSICIAN	40 00					X		1,087,939	0	40,533
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								14,952,461	0	569,612

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 **▶377**

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		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? <i>If "Yes," complete Schedule J for such individual</i>	Yes	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization 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
WALSH CONSTRUCTION COMPANY II LLC 929 WEST ADAMS CHICAGO IL 60607	CONSTRUCTION	8,860,311
MAGILL CONSTRUCTION COMPANY 977 KOOPMAN LANE ELKHORN WI 53121	CONSTRUCTION	7,657,106
ELLERBE BECKET INC 1178 PAYSHERE CIR CHICAGO IL 60674	ARCHITECTUAL/ENGINEERING SERVICES	1,905,898
QUEST DIAGNOSTICS 12989 COLLECTIONS CENTER DR CHICAGO IL 606930129	LABORATORY DIAGNOSTIC SERVICES	1,390,348
EPIC SYSTEMS CORPORATION 1979 MILKY WAY VERONA WI 53593	SOFTWARE/SYSTEM MAINTENANCE	1,341,704

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 **▶41**

Part VIII Statement of Revenue

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

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns . . . 1a					
	b Membership dues 1b					
	c Fundraising events 1c					
	d Related organizations 1d	148,000				
	e Government grants (contributions) 1e	32,444				
	f All other contributions, gifts, grants, and similar amounts not included above 1f	11,935				
	g Noncash contributions included in lines 1a-1f \$					
	h Total. Add lines 1a-1f	192,379				
Program Service Revenue	2a PATIENT SERVICE REVENUE	621110	471,210,590	471,210,590		
	b UNRELATED BUSINESS INCOME	561000	10,489,650	10,489,650		
	c CAFETERIA	722210	1,174,851		1,174,851	
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f		482,875,091			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		725,637		725,637	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6a Gross rents	(i) Real				
		(ii) Personal				
		b Less rental expenses				
		c Rental income or (loss)				
	d Net rental income or (loss)					
	7a Gross amount from sales of assets other than inventory	(i) Securities	15,604,311			
		(ii) Other		8,467		
		b Less cost or other basis and sales expenses	15,431,918		68	
		c Gain or (loss)	172,393		8,399	
	d Net gain or (loss)		180,792		180,792	
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a				
		b Less direct expenses				
c Net income or (loss) from fundraising events						
9a Gross income from gaming activities See Part IV, line 19	a					
	b Less direct expenses					
	c Net income or (loss) from gaming activities					
10a Gross sales of inventory, less returns and allowances	a					
	b Less cost of goods sold					
	c Net income or (loss) from sales of inventory					
Miscellaneous Revenue	Business Code					
11a OTHER INVESTMENTS	900099	4,441,164			4,441,164	
b MISCELLANEOUS	900099	46,075			46,075	
c						
d All other revenue						
e Total. Add lines 11a-11d		4,487,239				
12 Total revenue. See Instructions		488,461,138	471,210,590	10,489,650	6,568,519	

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)

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.				
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.				
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.	8,128,658		8,128,658	
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.	225,061,909	183,460,792	41,601,117	
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	6,772,208	5,474,419	1,297,789	
9	Other employee benefits.	30,039,541	22,901,534	7,138,007	
10	Payroll taxes.	13,424,757	10,069,842	3,354,915	
11	Fees for services (non-employees)				
a	Management.				
b	Legal.	893,967		893,967	
c	Accounting.	42,700		42,700	
d	Lobbying.				
e	Professional fundraising services. See Part IV, line 17.				
f	Investment management fees.	41,932		41,932	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	25,547,057	14,927,898	10,619,159	
12	Advertising and promotion.	3,898,426	31,973	3,866,453	
13	Office expenses.	78,162,239	73,638,441	4,523,798	
14	Information technology.	1,099,785	355,020	744,765	
15	Royalties.				
16	Occupancy.	8,753,506	7,852,508	900,998	
17	Travel.	1,034,109	428,349	605,760	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19	Conferences, conventions, and meetings.	1,416,527	980,592	435,935	
20	Interest.	8,149,506	7,310,677	838,829	
21	Payments to affiliates.				
22	Depreciation, depletion, and amortization.	24,594,488	22,068,244	2,526,244	
23	Insurance.	1,038,040	-181,404	1,219,444	
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 DEBTS	20,828,853	20,828,853	0	0
b	WI MEDICAID & OTHER TAX	6,935,306	6,935,306	0	0
c	EQUIPMENT REPAIRS & MAI	6,705,531	4,479,573	2,225,958	0
d	INTER-ENTITY TRANSACTIO	-6,070,228	-4,947,629	-1,122,599	0
e	All other expenses	3,697,983	1,094,359	2,603,624	
25	Total functional expenses. Add lines 1 through 24e.	470,196,800	377,709,347	92,487,453	0
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing	21,020	1	22,285
	2 Savings and temporary cash investments	5,873,542	2	9,996,299
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	67,719,511	4	78,130,447
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Loans and other 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) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	10,180,930	8	10,104,452
	9 Prepaid expenses and deferred charges	4,618,871	9	5,603,206
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 512,233,047		
	b Less accumulated depreciation	10b 220,470,765	289,726,471	10c 291,762,282
	11 Investments—publicly traded securities		11	
	12 Investments—other securities See Part IV, line 11	68,047,607	12	50,226,624
	13 Investments—program-related See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11	7,099,261	15	14,908,789
16 Total assets. Add lines 1 through 15 (must equal line 34)	453,287,213	16	460,754,384	
Liabilities	17 Accounts payable and accrued expenses	63,856,664	17	56,498,293
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities	4,853,930	20	7,084,631
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Loans and other 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	250,507,104	25	241,991,179
	26 Total liabilities. Add lines 17 through 25	319,217,698	26	305,574,103
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	134,069,515	27	155,180,281
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> 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	134,069,515	33	155,180,281	
34 Total liabilities and net assets/fund balances	453,287,213	34	460,754,384	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	488,461,138
2	Total expenses (must equal Part IX, column (A), line 25)	2	470,196,800
3	Revenue less expenses Subtract line 2 from line 1	3	18,264,338
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	134,069,515
5	Net unrealized gains (losses) on investments	5	-427,572
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	3,274,000
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	155,180,281

Part XII Financial Statements and Reporting

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

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ 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? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
2b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input checked="" type="checkbox"/> Both consolidated and separate basis	Yes	
2c 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	Yes	
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
3b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A (Form 990 or 990EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2012

Open to Public Inspection

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.

Name of the organization: MERCY HEALTH SYSTEM CORPORATION

Employer identification number: 39-0816848

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 - Non-functionally integrated
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?

Table with 3 columns: Question, Yes, No. Rows 11g(i), 11g(ii), 11g(iii)

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

Table with 7 main columns: (i) Name of supported organization, (ii) EIN, (iii) Type of organization, (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 monetary support. Includes a Total row.

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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	
15 Public support percentage for 2011 Schedule A, Part II, line 14	15	
16a 33 1/3% support test—2012. 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—2011. 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—2012. 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—2011. 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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	

- 19a 33 1/3% support tests—2012.** 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—2011.** 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.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2012

Open to Public Inspection

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.

Department of the Treasury Internal Revenue Service

Name of the organization MERCY HEALTH SYSTEM CORPORATION

Employer identification number 39-0816848

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.

Table with 3 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 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...?, 6 Did the organization inform all grantees...?

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)
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution...
a Total number of conservation easements
b Total acreage restricted by conservation easements
c Number of conservation easements on a certified historic structure included in (a)
d Number of conservation easements included in (c) acquired after 8/17/06...
3 Number of conservation easements modified, transferred, released, extinguished, or terminated...
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?
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)?
9 In Part XIII, 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 XIII, 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 XIII

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 XIII and complete the following table

	Amount
1c Beginning balance	
1d Additions during the year	
1e Distributions during the year	
1f 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 XIII. Check here if the explanation has been provided in Part XIII

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

- a** Board designated or quasi-endowment
 - b** Permanent endowment
 - c** Temporarily restricted endowment
- The percentages in lines 2a, 2b, and 2c should equal 100%

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

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

4 Describe in Part XIII 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		27,078,424		27,078,424
b Buildings		285,409,615	95,232,538	190,177,077
c Leasehold improvements		5,264,360	3,681,205	1,583,155
d Equipment		183,821,537	116,729,259	67,092,278
e Other		10,659,111	4,827,763	5,831,348
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				291,762,282

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

1	Total revenue, gains, and other support per audited financial statements		1	488,461,138
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 XIII)	2d		
e	Add lines 2a through 2d		2e	0
3	Subtract line 2e from line 1		3	488,461,138
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 XIII)	4b		
c	Add lines 4a and 4b		4c	0
5	Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)		5	488,461,138

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

1	Total expenses and losses per audited financial statements		1	470,196,800
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 XIII)	2d		
e	Add lines 2a through 2d		2e	0
3	Subtract line 2e from line 1		3	470,196,800
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 XIII)	4b		
c	Add lines 4a and 4b		4c	0
5	Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)		5	470,196,800

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

Identifier	Return Reference	Explanation
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SCHEDULE H (Form 990)

Hospitals

OMB No 1545-0047

2012

Open to Public Inspection

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

Department of the Treasury Internal Revenue Service

Name of the organization MERCY HEALTH SYSTEM CORPORATION

Employer identification number 39-0816848

Part I Financial Assistance and Certain Other Community Benefits at Cost

1a Did the organization have a financial assistance policy during the tax year? 1b If "Yes," was it a written policy? 2 If the organization had multiple hospital facilities, indicate which of the following best describes application of the financial assistance policy to its various hospital facilities during the tax year 3 Answer the following based on the financial assistance eligibility criteria that applied to the largest number of the organization's patients during the tax year 3a Did the organization use Federal Poverty Guidelines (FPG) as a factor in determining eligibility for providing free care? 3b Did the organization use FPG as a factor in determining eligibility for providing discounted care? 4 Did the organization's financial assistance policy that applied to the largest number of its patients during the tax year provide for free or discounted care to the "medically indigent"? 5a Did the organization budget amounts for free or discounted care provided under its financial assistance policy during the tax year? 5b If "Yes," did the organization's financial assistance expenses exceed the budgeted amount? 5c If "Yes" to line 5b, as a result of budget considerations, was the organization unable to provide free or discounted care to a patient who was eligible for free or discounted care? 6a Did the organization prepare a community benefit report during the tax year? 6b If "Yes," did the organization make it available to the public?

7 Financial Assistance and Certain Other Community Benefits at Cost

Table with 7 columns: (a) Number of activities or programs (optional), (b) Persons served (optional), (c) Total community benefit expense, (d) Direct offsetting revenue, (e) Net community benefit expense, (f) Percent of total expense. Rows include Financial Assistance and Means-Tested Government Programs (a-k) and Other Benefits (e-j).

Part II Community Building Activities Complete this table if the organization conducted any community building activities during the tax year, and describe in Part VI how its community building activities promoted the health of the communities it serves.

	(a) Number of activities or programs (optional)	(b) Persons served (optional)	(c) Total community building expense	(d) Direct offsetting revenue	(e) Net community building expense	(f) Percent of total expense
1 Physical improvements and housing						
2 Economic development						
3 Community support			52,000		52,000	0.010 %
4 Environmental improvements						
5 Leadership development and training for community members						
6 Coalition building			32,000		32,000	0.010 %
7 Community health improvement advocacy			20,000		20,000	0 %
8 Workforce development			34,000		34,000	0.010 %
9 Other						
10 Total			138,000		138,000	0.030 %

Part III Bad Debt, Medicare, & Collection Practices

Section A. Bad Debt Expense

		Yes	No
1 Did the organization report bad debt expense in accordance with Healthcare Financial Management Association Statement No. 15?	1	Yes	
2 Enter the amount of the organization's bad debt expense. Explain in Part VI the methodology used by the organization to estimate this amount.	2		
			8,800,311
3 Enter the estimated amount of the organization's bad debt expense attributable to patients eligible under the organization's financial assistance policy. Explain in Part VI the methodology used by the organization to estimate this amount and the rationale, if any, for including this portion of bad debt as community benefit.	3		
			1,126,440
4 Provide in Part VI the text of the footnote to the organization's financial statements that describes bad debt expense or the page number on which this footnote is contained in the attached financial statements.			

Section B. Medicare

5 Enter total revenue received from Medicare (including DSH and IME).	5		57,136,944
6 Enter Medicare allowable costs of care relating to payments on line 5.	6		69,203,901
7 Subtract line 6 from line 5. This is the surplus (or shortfall).	7		-12,066,957
8 Describe in Part VI the extent to which any shortfall reported in line 7 should be treated as community benefit. Also describe in Part VI the costing methodology or source used to determine the amount reported on line 6. Check the box that describes the method used: <input type="checkbox"/> Cost accounting system <input checked="" type="checkbox"/> Cost to charge ratio <input type="checkbox"/> Other			

Section C. Collection Practices

9a Did the organization have a written debt collection policy during the tax year?	9a	Yes	
b If "Yes," did the organization's collection policy that applied to the largest number of its patients during the tax year contain provisions on the collection practices to be followed for patients who are known to qualify for financial assistance? Describe in Part VI.	9b	Yes	

Part IV Management Companies and Joint Ventures (owned 10% or more by officers, directors, trustees, key employees, and physicians—see instructions)

(a) Name of entity	(b) Description of primary activity of entity	(c) Organization's profit % or stock ownership %	(d) Officers, directors, trustees, or key employees' profit % or stock ownership %	(e) Physicians' profit % or stock ownership %
1				
2				
3				
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				

Part V Facility Information

Section A. Hospital Facilities

(List in order of size from largest to smallest—see instructions)

How many hospital facilities did the organization operate during the tax year?

2

Name, address, and primary website address

		Licensed hospital	General medical & surgical	Children's hospital	Teaching hospital	Critical access hospital	Research facility	ER-24 hours	ER-other	Other (Describe)	Facility reporting group
1	MERCY HOSPITAL 1000 MINERAL POINT AVENUE JANESVILLE, WI 53548	X	X		X			X			
2	MERCY WALWORTH HOSPITAL AND MEDICAL CENT N2950 STATE ROAD 67 LAKE GENEVA, WI 53147	X	X			X		X			

Part V Facility Information (continued)

Section B. Facility Policies and Practices

(Complete a separate Section B for each of the hospital facilities or facility reporting groups listed in Part V, Section A)

MERCY HOSPITAL AND TRAUMA CENTER

Name of hospital facility or facility reporting group _____

For single facility filers only: line Number of Hospital Facility (from Schedule H, Part V, Section A) 1

		Yes	No
Community Health Needs Assessment (Lines 1 through 8c are optional for tax years beginning on or before March 23, 2012)			
1	During the tax year or either of the two immediately preceding tax years, did the hospital facility conduct a community health needs assessment (CHNA)? If "No," skip to line 9 If "Yes," indicate what the CHNA report describes (check all that apply)	1 Yes	
a	<input checked="" type="checkbox"/> A definition of the community served by the hospital facility		
b	<input checked="" type="checkbox"/> Demographics of the community		
c	<input checked="" type="checkbox"/> Existing health care facilities and resources within the community that are available to respond to the health needs of the community		
d	<input checked="" type="checkbox"/> How data was obtained		
e	<input checked="" type="checkbox"/> The health needs of the community		
f	<input checked="" type="checkbox"/> Primary and chronic disease needs and other health issues of uninsured persons, low-income persons, and minority groups		
g	<input checked="" type="checkbox"/> The process for identifying and prioritizing community health needs and services to meet the community health needs		
h	<input checked="" type="checkbox"/> The process for consulting with persons representing the community's interests		
i	<input type="checkbox"/> Information gaps that limit the hospital facility's ability to assess the community's health needs		
j	<input type="checkbox"/> Other (describe in Part VI)		
2	Indicate the tax year the hospital facility last conducted a CHNA <u>20 12</u>		
3	In conducting its most recent CHNA, did the hospital facility take into account input from representatives of the community served by the hospital facility, including those with special knowledge of or expertise in public health? If "Yes," describe in Part VI how the hospital facility took into account input from persons who represent the community, and identify the persons the hospital facility consulted	3 Yes	
4	Was the hospital facility's CHNA conducted with one or more other hospital facilities? If "Yes," list the other hospital facilities in Part VI	4 Yes	
5	Did the hospital facility make its CHNA report widely available to the public? If "Yes," indicate how the CHNA report was made widely available (check all that apply)	5 Yes	
a	<input checked="" type="checkbox"/> Hospital facility's website		
b	<input checked="" type="checkbox"/> Available upon request from the hospital facility		
c	<input type="checkbox"/> Other (describe in Part VI)		
6	If the hospital facility addressed needs identified in its most recently conducted CHNA, indicate how (check all that apply to date)		
a	<input checked="" type="checkbox"/> Adoption of an implementation strategy that addresses each of the community health needs identified through the CHNA		
b	<input checked="" type="checkbox"/> Execution of the implementation strategy		
c	<input checked="" type="checkbox"/> Participation in the development of a community-wide plan		
d	<input checked="" type="checkbox"/> Participation in the execution of a community-wide plan		
e	<input checked="" type="checkbox"/> Inclusion of a community benefit section in operational plans		
f	<input checked="" type="checkbox"/> Adoption of a budget for provision of services that address the needs identified in the CHNA		
g	<input checked="" type="checkbox"/> Prioritization of health needs in its community		
h	<input checked="" type="checkbox"/> Prioritization of services that the hospital facility will undertake to meet health needs in its community		
i	<input type="checkbox"/> Other (describe in Part VI)		
7	Did the hospital facility address all of the needs identified in its most recently conducted CHNA? If "No," explain in Part VI which needs it has not addressed and the reasons why it has not addressed such needs	7 Yes	
8a	Did the organization incur an excise tax under section 4959 for the hospital facility's failure to conduct a CHNA as required by section 501(r)(3)?	8a	No
b	If "Yes" to line 8a, did the organization file Form 4720 to report the section 4959 excise tax?	8b	
c	If "Yes" to line 8b, what is the total amount of section 4959 excise tax the organization reported on Form 4720 for all of its hospital facilities? \$ _____		

Part V Facility Information (continued)

Financial Assistance Policy		Yes	No
9	Did the hospital facility have in place during the tax year a written financial assistance policy that explained eligibility criteria for financial assistance, and whether such assistance includes free or discounted care?	9 Yes	
10	Used federal poverty guidelines (FPG) to determine eligibility for providing <i>free</i> care? If "Yes," indicate the FPG family income limit for eligibility for free care <u>150 0000000000000%</u> If "No," explain in Part VI the criteria the hospital facility used	10 Yes	
11	Used FPG to determine eligibility for providing <i>discounted</i> care? If "Yes," indicate the FPG family income limit for eligibility for discounted care <u>300 0000000000000%</u> If "No," explain in Part VI the criteria the hospital facility used	11 Yes	
12	Explained the basis for calculating amounts charged to patients? If "Yes," indicate the factors used in determining such amounts (check all that apply)	12 Yes	
a	<input checked="" type="checkbox"/> Income level		
b	<input checked="" type="checkbox"/> Asset level		
c	<input checked="" type="checkbox"/> Medical indigency		
d	<input checked="" type="checkbox"/> Insurance status		
e	<input checked="" type="checkbox"/> Uninsured discount		
f	<input checked="" type="checkbox"/> Medicaid/Medicare		
g	<input type="checkbox"/> State regulation		
h	<input type="checkbox"/> Other (describe in Part VI)		
13	Explained the method for applying for financial assistance?	13 Yes	
14	Included measures to publicize the policy within the community served by the hospital facility? If "Yes," indicate how the hospital facility publicized the policy (check all that apply)	14 Yes	
a	<input checked="" type="checkbox"/> The policy was posted on the hospital facility's website		
b	<input type="checkbox"/> The policy was attached to billing invoices		
c	<input type="checkbox"/> The policy was posted in the hospital facility's emergency rooms or waiting rooms		
d	<input type="checkbox"/> The policy was posted in the hospital facility's admissions offices		
e	<input type="checkbox"/> The policy was provided, in writing, to patients on admission to the hospital facility		
f	<input checked="" type="checkbox"/> The policy was available upon request		
g	<input checked="" type="checkbox"/> Other (describe in Part VI)		

Billing and Collections			
15	Did the hospital facility have in place during the tax year a separate billing and collections policy, or a written financial assistance policy (FAP) that explained actions the hospital facility may take upon non-payment?	15 Yes	
16	Check all of the following actions against an individual that were permitted under the hospital facility's policies during the tax year before making reasonable efforts to determine the patient's eligibility under the facility's FAP		
a	<input checked="" type="checkbox"/> Reporting to credit agency		
b	<input type="checkbox"/> Lawsuits		
c	<input type="checkbox"/> Liens on residences		
d	<input type="checkbox"/> Body attachments		
e	<input type="checkbox"/> Other similar actions (describe in Part VI)		
17	Did the hospital facility or an authorized third party perform any of the following actions during the tax year before making reasonable efforts to determine the patient's eligibility under the facility's FAP? If "Yes," check all actions in which the hospital facility or a third party engaged	17	No
a	<input type="checkbox"/> Reporting to credit agency		
b	<input type="checkbox"/> Lawsuits		
c	<input type="checkbox"/> Liens on residences		
d	<input type="checkbox"/> Body attachments		
e	<input type="checkbox"/> Other similar actions (describe in Part VI)		

Part V Facility Information *(continued)*

18 Indicate which efforts the hospital facility made before initiating any of the actions listed in line 17 (check all that apply)

- a** Notified individuals of the financial assistance policy on admission
- b** Notified individuals of the financial assistance policy prior to discharge
- c** Notified individuals of the financial assistance policy in communications with the patients regarding the patients' bills
- d** Documented its determination of whether patients were eligible for financial assistance under the hospital facility's financial assistance policy
- e** Other (describe in Part VI)

Policy Relating to Emergency Medical Care

19 Did the hospital facility have in place during the tax year a written policy relating to emergency medical care that requires the hospital facility to provide, without discrimination, care for emergency medical conditions to individuals regardless of their eligibility under the hospital facility's financial assistance policy?

If "No," indicate why

- a** The hospital facility did not provide care for any emergency medical conditions
- b** The hospital facility's policy was not in writing
- c** The hospital facility limited who was eligible to receive care for emergency medical conditions (describe in Part VI)
- d** Other (describe in Part VI)

	Yes	No
19	Yes	

Charges to Individuals Eligible for Assistance under the FAP (FAP-Eligible Individuals)

20 Indicate how the hospital facility determined, during the tax year, the maximum amounts that can be charged to FAP-eligible individuals for emergency or other medically necessary care

- a** The hospital facility used its lowest negotiated commercial insurance rate when calculating the maximum amounts that can be charged
- b** The hospital facility used the average of its three lowest negotiated commercial insurance rates when calculating the maximum amounts that can be charged
- c** The hospital facility used the Medicare rates when calculating the maximum amounts that can be charged
- d** Other (describe in Part VI)

21 During the tax year, did the hospital facility charge any FAP-eligible individuals to whom the hospital facility provided emergency or other medically necessary services, more than the amounts generally billed to individuals who had insurance covering such care?

If "Yes," explain in Part VI

22 During the tax year, did the hospital facility charge any FAP-eligible individuals an amount equal to the gross charge for any service provided to that individual?

If "Yes," explain in Part VI

21		No
22		No

Part V Facility Information (continued)

Section B. Facility Policies and Practices

(Complete a separate Section B for each of the hospital facilities or facility reporting groups listed in Part V, Section A)

MERCY WALWORTH HOSPITAL AND MEDICAL CENT

Name of hospital facility or facility reporting group _____

For single facility filers only: line Number of Hospital Facility (from Schedule H, Part V, Section A) 2

	Yes	No
Community Health Needs Assessment (Lines 1 through 8c are optional for tax years beginning on or before March 23, 2012)		
1 During the tax year or either of the two immediately preceding tax years, did the hospital facility conduct a community health needs assessment (CHNA)? If "No," skip to line 9 If "Yes," indicate what the CHNA report describes (check all that apply)	1 Yes	
a <input checked="" type="checkbox"/> A definition of the community served by the hospital facility		
b <input checked="" type="checkbox"/> Demographics of the community		
c <input checked="" type="checkbox"/> Existing health care facilities and resources within the community that are available to respond to the health needs of the community		
d <input checked="" type="checkbox"/> How data was obtained		
e <input checked="" type="checkbox"/> The health needs of the community		
f <input checked="" type="checkbox"/> Primary and chronic disease needs and other health issues of uninsured persons, low-income persons, and minority groups		
g <input checked="" type="checkbox"/> The process for identifying and prioritizing community health needs and services to meet the community health needs		
h <input checked="" type="checkbox"/> The process for consulting with persons representing the community's interests		
i <input type="checkbox"/> Information gaps that limit the hospital facility's ability to assess the community's health needs		
j <input type="checkbox"/> Other (describe in Part VI)		
2 Indicate the tax year the hospital facility last conducted a CHNA <u>20 12</u>		
3 In conducting its most recent CHNA, did the hospital facility take into account input from representatives of the community served by the hospital facility, including those with special knowledge of or expertise in public health? If "Yes," describe in Part VI how the hospital facility took into account input from persons who represent the community, and identify the persons the hospital facility consulted	3 Yes	
4 Was the hospital facility's CHNA conducted with one or more other hospital facilities? If "Yes," list the other hospital facilities in Part VI	4 Yes	
5 Did the hospital facility make its CHNA report widely available to the public? If "Yes," indicate how the CHNA report was made widely available (check all that apply)	5 Yes	
a <input checked="" type="checkbox"/> Hospital facility's website		
b <input checked="" type="checkbox"/> Available upon request from the hospital facility		
c <input type="checkbox"/> Other (describe in Part VI)		
6 If the hospital facility addressed needs identified in its most recently conducted CHNA, indicate how (check all that apply to date)		
a <input checked="" type="checkbox"/> Adoption of an implementation strategy that addresses each of the community health needs identified through the CHNA		
b <input checked="" type="checkbox"/> Execution of the implementation strategy		
c <input checked="" type="checkbox"/> Participation in the development of a community-wide plan		
d <input checked="" type="checkbox"/> Participation in the execution of a community-wide plan		
e <input checked="" type="checkbox"/> Inclusion of a community benefit section in operational plans		
f <input checked="" type="checkbox"/> Adoption of a budget for provision of services that address the needs identified in the CHNA		
g <input checked="" type="checkbox"/> Prioritization of health needs in its community		
h <input checked="" type="checkbox"/> Prioritization of services that the hospital facility will undertake to meet health needs in its community		
i <input type="checkbox"/> Other (describe in Part VI)		
7 Did the hospital facility address all of the needs identified in its most recently conducted CHNA? If "No," explain in Part VI which needs it has not addressed and the reasons why it has not addressed such needs	7 Yes	
8a Did the organization incur an excise tax under section 4959 for the hospital facility's failure to conduct a CHNA as required by section 501(r)(3)?	8a	No
b If "Yes" to line 8a, did the organization file Form 4720 to report the section 4959 excise tax?	8b	
c If "Yes" to line 8b, what is the total amount of section 4959 excise tax the organization reported on Form 4720 for all of its hospital facilities? \$ _____		

Part V Facility Information (continued)

Financial Assistance Policy		Yes	No
9	Did the hospital facility have in place during the tax year a written financial assistance policy that explained eligibility criteria for financial assistance, and whether such assistance includes free or discounted care?	9 Yes	
10	Used federal poverty guidelines (FPG) to determine eligibility for providing <i>free</i> care? If "Yes," indicate the FPG family income limit for eligibility for free care <u>150 00000000000000</u> % If "No," explain in Part VI the criteria the hospital facility used	10 Yes	
11	Used FPG to determine eligibility for providing <i>discounted</i> care? If "Yes," indicate the FPG family income limit for eligibility for discounted care <u>300 00000000000000</u> % If "No," explain in Part VI the criteria the hospital facility used	11 Yes	
12	Explained the basis for calculating amounts charged to patients? If "Yes," indicate the factors used in determining such amounts (check all that apply)	12 Yes	
a	<input checked="" type="checkbox"/> Income level		
b	<input checked="" type="checkbox"/> Asset level		
c	<input checked="" type="checkbox"/> Medical indigency		
d	<input checked="" type="checkbox"/> Insurance status		
e	<input checked="" type="checkbox"/> Uninsured discount		
f	<input checked="" type="checkbox"/> Medicaid/Medicare		
g	<input type="checkbox"/> State regulation		
h	<input type="checkbox"/> Other (describe in Part VI)		
13	Explained the method for applying for financial assistance?	13 Yes	
14	Included measures to publicize the policy within the community served by the hospital facility? If "Yes," indicate how the hospital facility publicized the policy (check all that apply)	14 Yes	
a	<input checked="" type="checkbox"/> The policy was posted on the hospital facility's website		
b	<input type="checkbox"/> The policy was attached to billing invoices		
c	<input type="checkbox"/> The policy was posted in the hospital facility's emergency rooms or waiting rooms		
d	<input type="checkbox"/> The policy was posted in the hospital facility's admissions offices		
e	<input type="checkbox"/> The policy was provided, in writing, to patients on admission to the hospital facility		
f	<input checked="" type="checkbox"/> The policy was available upon request		
g	<input checked="" type="checkbox"/> Other (describe in Part VI)		

Billing and Collections			
15	Did the hospital facility have in place during the tax year a separate billing and collections policy, or a written financial assistance policy (FAP) that explained actions the hospital facility may take upon non-payment?	15 Yes	
16	Check all of the following actions against an individual that were permitted under the hospital facility's policies during the tax year before making reasonable efforts to determine the patient's eligibility under the facility's FAP		
a	<input checked="" type="checkbox"/> Reporting to credit agency		
b	<input type="checkbox"/> Lawsuits		
c	<input type="checkbox"/> Liens on residences		
d	<input type="checkbox"/> Body attachments		
e	<input type="checkbox"/> Other similar actions (describe in Part VI)		
17	Did the hospital facility or an authorized third party perform any of the following actions during the tax year before making reasonable efforts to determine the patient's eligibility under the facility's FAP? If "Yes," check all actions in which the hospital facility or a third party engaged	17	No
a	<input type="checkbox"/> Reporting to credit agency		
b	<input type="checkbox"/> Lawsuits		
c	<input type="checkbox"/> Liens on residences		
d	<input type="checkbox"/> Body attachments		
e	<input type="checkbox"/> Other similar actions (describe in Part VI)		

Part V Facility Information *(continued)*

18 Indicate which efforts the hospital facility made before initiating any of the actions listed in line 17 (check all that apply)

- a Notified individuals of the financial assistance policy on admission
- b Notified individuals of the financial assistance policy prior to discharge
- c Notified individuals of the financial assistance policy in communications with the patients regarding the patients' bills
- d Documented its determination of whether patients were eligible for financial assistance under the hospital facility's financial assistance policy
- e Other (describe in Part VI)

Policy Relating to Emergency Medical Care

19 Did the hospital facility have in place during the tax year a written policy relating to emergency medical care that requires the hospital facility to provide, without discrimination, care for emergency medical conditions to individuals regardless of their eligibility under the hospital facility's financial assistance policy?

If "No," indicate why

- a The hospital facility did not provide care for any emergency medical conditions
- b The hospital facility's policy was not in writing
- c The hospital facility limited who was eligible to receive care for emergency medical conditions (describe in Part VI)
- d Other (describe in Part VI)

	Yes	No
19	Yes	

Charges to Individuals Eligible for Assistance under the FAP (FAP-Eligible Individuals)

20 Indicate how the hospital facility determined, during the tax year, the maximum amounts that can be charged to FAP-eligible individuals for emergency or other medically necessary care

- a The hospital facility used its lowest negotiated commercial insurance rate when calculating the maximum amounts that can be charged
- b The hospital facility used the average of its three lowest negotiated commercial insurance rates when calculating the maximum amounts that can be charged
- c The hospital facility used the Medicare rates when calculating the maximum amounts that can be charged
- d Other (describe in Part VI)

21 During the tax year, did the hospital facility charge any FAP-eligible individuals to whom the hospital facility provided emergency or other medically necessary services, more than the amounts generally billed to individuals who had insurance covering such care?

If "Yes," explain in Part VI

22 During the tax year, did the hospital facility charge any FAP-eligible individuals an amount equal to the gross charge for any service provided to that individual?

If "Yes," explain in Part VI

21		No
22		No

Part V Facility Information *(continued)***Section C. Other Health Care Facilities That Are Not Licensed, Registered, or Similarly Recognized as a Hospital Facility**

(list in order of size, from largest to smallest)

How many non-hospital health care facilities did the organization operate during the tax year?

50

Name and address	Type of Facility (describe)
1 See Additional Data Table	
2	
3	
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8	
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Part VI Supplemental Information

Complete this part to provide the following information

- 1 Required descriptions.** Provide the descriptions required for Part I, lines 3c, 6a, and 7, Part II, Part III, lines 4, 8, and 9b, Part V, Section A, and Part V, Section B, lines 1j, 3, 4, 5c, 6i, 7, 10, 11, 12h, 14g, 16e, 17e, 18e, 19c, 19d, 20d, 21, and 22
- 2 Needs assessment.** Describe how the organization assesses the health care needs of the communities it serves, in addition to any needs assessments reported in Part V, Section B
- 3 Patient education of eligibility for assistance.** Describe how the organization informs and educates patients and persons who may be billed for patient care about their eligibility for assistance under federal, state, or local government programs or under the organization's financial assistance policy
- 4 Community information.** Describe the community the organization serves, taking into account the geographic area and demographic constituents it serves
- 5 Promotion of community health.** Provide any other information important to describing how the organization's hospital facilities or other health care facilities further its exempt purpose by promoting the health of the community (e.g., open medical staff, community board, use of surplus funds, etc.)
- 6 Affiliated health care system.** If the organization is part of an affiliated health care system, describe the respective roles of the organization and its affiliates in promoting the health of the communities served
- 7 State filing of community benefit report.** If applicable, identify all states with which the organization, or a related organization, files a community benefit report
- 8 Facility reporting group(s).** If applicable, for each hospital facility in a facility reporting group provide the descriptions required for Part V, Section B, lines 1j, 3, 4, 5c, 6i, 7, 10, 11, 12h, 14g, 16e, 17e, 18e, 19c, 19d, 20d, 21, and 22

Identifier	ReturnReference	Explanation
		PART I, LINE 6A MERCY HEALTH SYSTEM, CORP (MHS) SUBMITS AN ANNUAL COMMUNITY BENEFIT STATEMENT TO THE WISCONSIN HOSPITAL ASSOCIATION PERIODICALLY, IT PUBLISHES A PAMPHLET EXPLAINING THE COMMUNITY BENEFITS THAT MERCY HEALTH SYSTEM CORP, AND THE RELATED ORGANIZATIONS OF MHS PROVIDE TO THE COMMUNITIES THEY SERVE MHS HAS SUPPLIED SUPPLEMENTAL COMMUNITY BENEFIT STATEMENT INFORMATION WITH ITS 990 TAX RETURN SINCE FISCAL YEAR 2006 (TAX FORM 2005)
		PART I, LINE 7 A COST-TO-CHARGE RATIO METHODOLOGY WAS USED TO DETERMINE COSTS ASSOCIATED WITH CHARITY CARE, UNREIMBURSED MEDICAID, AND OTHER MEANS TESTED GOVERNMENT PROGRAMS THE COST-TO-CHARGE RATIO WAS DERIVED FROM IRS WORKSHEET 2 RATIO OF PATIENT CARE COST-TO-CHARGE THE COST OF THE OTHER BENEFITS REFERENCED IN THE TABLE OF LINE 7 (COMMUNITY HEALTH IMPROVEMENT SERVICES AND COMMUNITY BENEFIT OPERATIONS, HEALTH PROFESSIONS EDUCATION, SUBSIDIZED HEALTH SERVICES, CASH AND IN-KIND CONTRIBUTIONS) WERE DETERMINED USING ACTUAL DEPARTMENT/SERVICE SPECIFIC DATA AND/OR COST ACCOUNTING DERIVED DATA

Identifier	ReturnReference	Explanation
		PART I, LINE 7G THE SUBSIDIZED HEALTH CARE LINE INCLUDES \$2,866,033 OF EXPENSES (COLUMN C) AND \$754,173 OF NET EXPENSES (COLUMN E) ATTRIBUTABLE TO THE COSTS OF TRAUMA SURGEONS THESE SURGEONS STAFF THE LEVEL II TRAUMA PROGRAM OF MERCY HEALTH SYSTEM CORPORATION 24/7 MERCY SOUTH - FAMILY PRACTICE CLINIC WAS ALSO INCLUDED IN THIS LINE EXPENSES IN COLUMN C TOTALED \$3,199,672 AND COLUMN E HAD \$82,736 OF NET EXPENSES
		PART I, L7 COL(F) BAD DEBT EXPENSE OF \$20,828,853 INCLUDED ON FORM 990, PART IX, LINE 25, WAS EXCLUDED FROM EXPENSES WHEN CALCULATING THE PERCENTAGE IN THIS COLUMN

Identifier	ReturnReference	Explanation
		<p>PART II MERCY'S MANY HEALTH IMPROVEMENT AND BENEFIT SERVICES/OPERATIONS WERE THE RESULT OF MERCY FILLING A COMMUNITY NEED MERCY'S COLLABORATIVE EFFORTS AND THE EFFORTS OF ITS RELATED ENTITIES HAVE BROUGHT ASSISTANCE TO THE AREA'S UNDERSERVED (AS DETAILED IN #2 ABOVE)</p>
		<p>PART III, LINE 4 BAD DEBT EXPENSE IS ACCOUNTED FOR IN THE FOLLOWING MANNER (AS DETAILED IN NOTE 1 OF THE AUDITED FINANCIAL STATEMENTS OF MERCY HEALTH SYSTEM CORPORATION AND SUBSIDIARIES) PATIENT ACCOUNTS RECEIVABLE ARE RECORDED NET OF CONTRACTUAL ADJUSTMENTS AND ALLOWANCE FOR DOUBTFUL ACCOUNTS WHICH REFLECTS MANAGEMENT'S BEST ESTIMATE OF THE AMOUNTS THAT WILL NOT BE COLLECTED IN EVALUATING THE COLLECTIBILITY OF PATIENT ACCOUNTS RECEIVABLE, MHSC ANALYZES HISTORICAL LOSS EXPERIENCE ON REVENUE FOR ALL PAYORS USING THE LOSS EXPERIENCE RATE, MHSC ESTIMATES THE APPROPRIATE ALLOWANCE FOR DOUBTFUL ACCOUNTS AND PROVISION FOR BAD DEBTS THE DIFFERENCE BETWEEN THE STANDARD RATES (OR THE DISCOUNTED RATES IF NEGOTIATED) AND THE AMOUNTS ACTUALLY COLLECTED AFTER ALL REASONABLE COLLECTION EFFORTS HAVE BEEN EXHAUSTED IS CHARGED AGAINST THE ALLOWANCE FOR DOUBTFUL ACCOUNTS THE COST OF BAD DEBT ON LINE 2 PART III WAS DETERMINED BY APPLYING THE COST TO CHARGE RATIO TO THOSE CHARGES ESTIMATED AND EXPENSED AS UNCOLLECTIBLE THE ESTIMATE OF BAD DEBT DOLLARS THAT MAY HAVE BEEN COVERED THROUGH MERCY'S FINANCIAL ASSISTANCE/CHARITY CARE POLICY (HAD THE PROPER PAPER WORK BEEN COMPLETED BY THE INDIVIDUAL NEEDING ASSISTANCE) IS ESTIMATED AT 12.8% THIS FIGURE WAS BASED ON THE PERCENT OF BAD DEBT ACCOUNT DOLLARS THAT ARE RECLASSIFIED FOR CHARITY AND/OR BANKRUPTCY PURPOSES</p>

Identifier	ReturnReference	Explanation
		PART III, LINE 8 DATA FOR LINES 5 & 6 OF PART III AND THE MEDICARE SHORTFALL IS BASED ON MERCY'S TWO HOSPITALS' MEDICARE COST REPORTS
		PART III, LINE 9B PATIENTS WHO ARE SELF-PAY, REGARDLESS OF WHETHER THEY QUALIFY FOR MERCY'S COMMUNITY CARE PROGRAM, WILL RECEIVE A 20% DISCOUNT FROM MERCY'S STANDARD FEE SCHEDULE ALL SELF-PAY PATIENTS MEET WITH PATIENT FINANCIAL COUNSELORS AND DISCUSS PAYMENT OPTIONS INCLUDING MERCY'S COMMUNITY CARE PROGRAM PATIENTS MUST APPLY FOR COMMUNITY CARE AND SUPPLY MERCY WITH THE NECESSARY FINANCIAL AND OTHER INFORMATION REQUIRED PATIENTS WHO QUALIFY FOR COMMUNITY CARE BENEFITS WILL RECEIVE A REDUCTION IN THE BALANCE OWED, EXTENDED PAYMENT TERMS, OR BOTH THE AMOUNT OF THE COMMUNITY CARE BENEFIT WILL BE BASED ON THE PATIENT'S ABILITY TO PAY AND THE SIZE OF THE OUTSTANDING BALANCE

Identifier	ReturnReference	Explanation
MERCY HOSPITAL AND TRAUMA CENTER		<p>PART V, SECTION B, LINE 3 THE STEERING COMMITTEE FOR THE ROCK COUNTY NEEDS ASSESSMENT SURVEY WAS COMPOSED OF A CORE GROUP OF AGENCIES AND COMMUNITY MEMBERS WHO REPRESENTED THE SPECTRUM OF THE HEALTHCARE INFRASTRUCTURE WITHIN THE COUNTY COMMUNITY PARTNERS ENGAGED IN THIS PROCESS INCLUDE REPRESENTATIVES FROM THE FOLLOWING ORGANIZATIONS - BELOIT MEMORIAL HOSPITAL - BELOIT AREA COMMUNITY HEALTH CENTER- EDGERTON HOSPITAL - HEALTHNET OF ROCK COUNTY - MERCY HEALTH SYSTEM - ROCK COUNTY PUBLIC HEALTH DEPARTMENT- ROCK COUNTY HUMAN SERVICES - ST MARY'S JANESVILLE HOSPITAL - THE UNIVERSITY OF WISCONSIN EXTENSION OFFICE STEERING COMMITTEE MEMBERS CONDUCTED NINE FOCUS GROUPS WITH ROCK COUNTY RESIDENTS FROM EACH MAJOR COMMUNITY THE FOCUS GROUPS SOUGHT FEEDBACK FROM COMMUNITY MEMBERS REGARDING THEIR PERCEPTIONS OF HEALTH SERVICES IN THE AREA OVER THE NINE FOCUS SESSIONS, RESIDENTS OF ROCK COUNTY OFFERED VARIOUS PERSPECTIVES ON OPPORTUNITIES FOR IMPROVEMENT AND ANSWERED THE QUESTION, "WHAT CONSTITUTES A HEALTHY COMMUNITY?" TO COMPLEMENT THE FOCUS GROUP DISCUSSIONS, THE STEERING COMMITTEE DISTRIBUTED HEALTH QUESTIONNAIRES TO A RANDOM SAMPLE OF ROCK COUNTY RESIDENTS THE FORTY-NINE QUESTION SURVEY, DISTRIBUTED TO 1,300 MEMBERS OF THE COMMUNITY, COVERED A WAIDE RANGE OF TOPICS RANGING FROM ACCESS TO CARE, QUALITY OF LIFE, CHRONIC ILLNESSES, AND LIFESTYLE FACTORS RESPONSE RATE WAS 19 6% ONCE THE SURVEY RESPONSES WERE TABULATED, THE SURVEY RESULTS WERE EVALUATED AND ANALYZED FOR HEALTH AND DEMOGRAPHIC TRENDS A LOCAL PUBLIC HEALTH SYSTEM ASSESSMENT (LPHSA) WAS CONDUCTED THIS PROVIDED A COMPREHENSIVE ASSESSMENT OF ALL THE ORGANIZATIONS AND ENTITIES THAT CONTRIBUTE TO THE DELIVERY OF HEALTH SERVICES IN THE AREA IT MEASURED THE CAPABILITIES AND NEEDS OF THE HEALTH INFRASTRUCTURE ITSELF IN ADDITION TO THE DATA GATHERED FROM HOUSEHOLD SURVEYS AND FOCUS GROUPS, THE COMMITTEE ALSO ANALYZED HEALTH-RELATED DATA FROM A VARIETY OF EXISTING SOURCES, INCLUDING THE WISCONSIN DEPARTMENT OF TRANSPORTATION, WISCONSIN COUNTY HEALTH RANKINGS, DEPARTMENT OF EDUCATION AND WISCONSIN DEPARTMENT OF HEALTH SERVICES SECONDARY SOURCE DATA, WHEN COMBINED WITH THE QUALITATIVE AND QUANTITATIVE INFORMATION GATHERED FROM THE MAPP ASSESSMENTS, PROVIDED THE STEERING COMMITTEE WITH A CLEAR PICTURE OF WHAT IS WORKING WELL IN ADDITION TO IDENTIFYING OPPORTUNITIES FOR IMPROVEMENT FOR THE HEALTHCARE INFRASTRUCTURE OF ROCK COUNTY -- INFORMATION TAKEN DIRECTLY FROM ROCK COUNTY'S NEEDS ASSESSMENT DOCUMENT</p>
MERCY WALWORTH HOSPITAL AND MEDICAL CENT		<p>PART V, SECTION B, LINE 3 WALWORTH COUNTIES COMMUNITY HEALTH IMPROVEMENT PLAN AND PROCESS (CHIP) STEERING COMMITTEE MEMBERS WAS COMPRISED OF REPRESENTATIVES OF THE COMMUNITY, LEADERS WITH KNOWLEDGE OF THE COMMUNITY, AND INDIVIDUALS INTERESTED AND COMMITTED TO CREATING A HEALTHIER COMMUNITY CHIP STEERING COMMITTEE MEMBERS AURORA LAKELAND MEDICAL CENTER, ELKHORN SCHOOLS, ROCK-WALWORTH COMMUNITY ACTION, MERCY HEALTH SYSTEMS (WALWORTH HOSPITAL), ELKHORN SCHOOL DISTRICT, COMMUNITY HEALTH SYSTEMS INC , AURORA HEALTH CARE, GATEWAY TECHNICAL COLLEGE, WALWORTH COUNTY JOB CENTER, AURORA HEALTH CARE EAST TROY, UW-WHITEWATER, ST BENEDICT CHURCH, FORT HEALTH CARE, UNIV HEALTH & COUNSELING CENTER, GODFREY, LEIBSLE, BLACKBURN, & HOWARTH, DENTAL PERFECTIONS, UW-EXTENSION, LAKELAND ANIMAL SHELTER, FRANKLIN HEALTH DEPARTMENT, MEDICAL COLLEGE OF WISCONSIN - WALWORTH, BENEFIT CONCEPTS INC , ROCK-WALWORTH COMPREHENSIVE FAMILY SRV, CO PUBLIC HEALTH STUDENT, DUNCAN MEDICATION & CONSULTING SRV LLC, VIP SERVICES INC EXPERTISE WAS ALSO DERIVED FROM A PLAN DEVELOPED BY THE STATE OF WISCONSIN AND FROM COUNTY HEALTH RANKINGS HEALTHIEST WISCONSIN 2020 IMPROVEMENT PLAN, IDENTIFIES 12 HEALTH FOCUS PRIORITY AREAS AND 9 HEALTH INFRASTRUCTURE PRIORITY AREAS THAT ARE THE UNDERLYING AND INTERRELATED CAUSES OF MANY DISEASES AND HEALTH CONDITIONS IN THE STATE OF WISCONSIN (THESE AREAS WERE IDENTIFIED DURING A TWO YEAR, INTERDISCIPLINARY STATEWIDE STUDY) THE COUNTY HEALTH RANKINGS, A SURVEY APPLIED NATIONWIDE TO DETERMINE THE HEALTH STATUS OF COUNTIES IN A VARIETY OF DIFFERENT AREAS, AND TO ALLOW COMPARISONS BETWEEN THE HEALTH STATUS ACROSS STATES, WAS USED PRIMARILY IN THE IDENTIFICATION OF STRATEGIC ISSUES AND TO HELP PUT INTO CONTEXT THE STATE OF HEALTH IN WALWORTH COUNTY FOCUS GROUPS WERE CONDUCTED DURING THE COURSE OF THE COMMUNITY HEALTH IMPROVEMENT PROCESS TO GAIN A BETTER UNDERSTANDING OF WHAT HEALTH ISSUES AFFECT WALWORTH COUNTY RESIDENTS AND HOW HEALTH IS PERCEIVED IN THE COUNTY RESPONSES WERE COLLECTED FROM THE SCHOOL NURSES OF WALWORTH COUNTY, SCHOOL SYSTEMS, THE PUBLIC HEALTH STAFF, WIC STAFF, DHHS MANAGEMENT TEAM AND EARLY HEAD START STAFF RESULTS FROM THIS SECTION REFLECT OPINION AND PERCEPTION AND MAY NOT ACTUALLY BE INDICATIVE OF THE ACTUAL HEALTH STATUS, BUT HELPED THE STEERING COMMITTEE TO UNDERSTAND COMMUNITY PERCEPTION OF HEALTH -- INFORMATION TAKEN DIRECTLY FROM THE WALWORTH COUNTY CHIP DOCUMENT</p>

Identifier	ReturnReference	Explanation
MERCY HOSPITAL AND TRAUMA CENTER		PART V, SECTION B, LINE 4 BELOIT, EDGERTON, ST MARY'S JANESVILLE
MERCY WALWORTH HOSPITAL AND MEDICAL CENT		PART V, SECTION B, LINE 4 AURORA LAKELAND MEDICAL CENTER

Identifier	ReturnReference	Explanation
MERCY HOSPITAL AND TRAUMA CENTER		PART V, SECTION B, LINE 14G AVAILABLE THROUGH PATIENT FINANCIAL COUNSELORS WHO DO PRE- OR POST-FOLLOW UP WITH SELF-PAY PATIENTS
MERCY WALWORTH HOSPITAL AND MEDICAL CENT		PART V, SECTION B, LINE 14G AVAILABLE THROUGH PATIENT FINANCIAL COUNSELORS WHO DO PRE- OR POST-FOLLOW UP WITH SELF-PAY PATIENTS

Identifier	ReturnReference	Explanation
		<p>PART VI, LINE 2 MERCY HEALTH SYSTEM CORPORATION DOES COMMUNITY NEEDS ASSESSMENTS IN CONJUNCTION WITH THE PUBLIC HEALTH DEPARTMENTS OF WALWORTH (WI), ROCK (WI), AND MCHENRY (IL) COUNTIES EVERY 18 MONTHS MERCY HAS DEDICATED STAFF THAT WORKS WITH VARIOUS AGENCIES/PROGRAMS OF NEARBY COMMUNITIES TO ASSESS HEALTH NEEDS COLLABORATIVE EXAMPLES OF MERCY AND MERCY'S RELATED ENTITIES INCLUDE I) THE COMMUNITY HEALTH CENTER AT MERCY CLINIC SOUTH PARTNERSHIP WITH THE COMMUNITY HEALTH CENTER, INC OF BELOIT, WI IN 2006, MERCY PARTNERED WITH COMMUNITY HEALTH CENTER, INC TO OPEN THIS CLINIC IN JANESVILLE IT PROVIDES FREE AND LOW-COST CARE TO LOW-INCOME, UNINSURED AND UNDERINSURED PATIENTS THIS FIRST-OF-ITS-KIND PARTNERSHIP IS THE RESULT OF YEARS OF WORK WITH LOCAL PARTNERS AND THE FEDERAL GOVERNMENT TO DESIGN AND DEBUT A NEW MODEL OF CARE FOR THE UNDERSERVED THE CLINIC SEES OVER 200 NEW PATIENTS EACH MONTH, HAS SIGNIFICANTLY IMPROVED PATIENT OUTCOMES, AND HAS SAVED MILLIONS IN UNNECESSARY EMERGENCY DEPARTMENT COSTS II) HEALTHNET FREE CLINIC IN JANESVILLE MERCY PHYSICIANS VOLUNTEER THEIR SERVICES MERCY ALSO DONATES LAB, RADIOLOGY AND OTHER ANCILLARY SERVICES TO PATIENTS III) COOPERATIVE CHILD CARE INSTITUTE COLLABORATION WITH JANESVILLE PUBLIC SCHOOL DISTRICT AND ROCK COUNTY HUMAN SERVICES TO SERVE EMOTIONALLY CHALLENGED CHILDREN IV) FAMILY HEALTH PARTNERSHIP CLINIC AND WELL CHILD CLINIC IN WOODSTOCK, IL AND HARVARD FREE CLINIC IN MCHENRY COUNTY, IL MERCY PHYSICIANS VOLUNTEER THEIR SERVICES V) FAMILY HEALTH PARTNERSHIP CLINIC MCHENRY COUNTY DEPARTMENT OF HEALTH COLLABORATION TO PROVIDE MAMMOGRAMS AT MERCY FACILITIES FOR WOMEN WHO CANNOT OTHERWISE AFFORD THE SERVICE VI) ROCK COUNTY HEALTH DEPARTMENT BIOTERRORISM READINESS PROJECT VII) RED CROSS BLOOD DRIVE AND COOPERATIVE VOLUNTEER EFFORTS VIII) UNITED WAY FUND RAISING CAMPAIGN AND ROCK COUNTY NEEDS ASSESSMENT SURVEY CONTRIBUTOR IX) AREA POLICE AND FIRE DEPARTMENTS PROVIDE PORTABLE DEFIBRILLATORS FOR POLICE VEHICLES AND FREE OR REDUCED-COST PARAMEDIC/EMT EDUCATIONAL OPPORTUNITIES X) COMMUNITY ACTION, INC MERCY LEADERSHIP SERVES ON STRATEGIC PLANNING COMMITTEE AND COMMUNITY ACTION DEVELOPMENT BOARD</p>
		<p>PART VI, LINE 3 ALL UNINSURED PATIENTS ARE NOTIFIED OF MERCY'S FINANCIAL AIDE POLICY UPON REGISTRATION INFORMATION IS ALSO AVAILABLE AT THE HEALTH SYSTEM'S WEBSITE, IN OUR EMERGENCY ROOMS, FINANCIAL SERVICES OFFICES, AND WITH THE PATIENT FINANCIAL COUNSELORS APPROPRIATE PERSONNEL HAVE BEEN TRAINED ON HOW TO INTERACT WITH PATIENTS ABOUT FINANCIAL AID AVAILABILITY, AND HOW TO DIRECT PATIENTS TO APPROPRIATE FINANCIAL AID STAFF THE HOSPITALS HAVE TRANSLATION SERVICES AVAILABLE AS NEEDED</p>

Identifier	ReturnReference	Explanation
		<p>PART VI, LINE 4 ONE HOSPITAL OF MERCY HEALTH SYSTEM CORPORATION IS LOCATED IN JANESVILLE, WI IT IS NOW ONE OF TWO ACUTE CARE HOSPITALS LOCATED IN JANESVILLE, WI IT IS LICENSED FOR 240 BEDS AND IS LOCATED IN ROCK COUNTY, WI ABOUT 13% OF ROCK COUNTY RESIDENTS LIVED BELOW THE POVERTY LEVEL IN 2009 THIS PROPORTION EXCEEDS THE STATE AVERAGE (12.4%) BUT IS LESS THAN THE NATIONAL AVERAGE (15.1%) APPROXIMATELY 16% OF CHILDREN LIVE IN POVERTY, WHICH IS GREATER THAN BOTH THE STATE AVERAGE (14%) AND NATIONAL BENCHMARK (11%) MEDIAN HOUSEHOLD INCOME IS \$49,347, WHICH IS LOWER THAN BOTH THE STATE AND NATIONAL AVERAGES OF \$49,994 AND \$51,425, RESPECTIVELY HIGH UNEMPLOYMENT RATES AND A DECREASING LABOR FORCE ARE TWO FACTORS CONTRIBUTING TO THE OVERALL ECONOMIC CLIMATE IN THE COUNTY ROCK COUNTY HAS EXPERIENCED UNEMPLOYMENT RATES GREATER THAN THE STATE AND NATIONAL AVERAGES FOR SEVERAL YEARS, HOWEVER, THE COUNTY'S RATE HAS BEEN ON A DOWNWARD TREND SINCE 2009 WHILE THE LABOR FORCE DECLINED CONSIDERABLY FROM 2006 THROUGH 2010, ECONOMIC DEVELOPMENT EFFORTS HAVE RESULTED IN LABOR FORCE GROWTH IN 2010 AND 2011 ROCK COUNTY'S UNEMPLOYMENT RATE AS OF 2011 WAS AT 9.8%, COMPARED TO WISCONSIN'S 7.6% MERCY HEALTH SYSTEM'S SECOND HOSPITAL IS IN WALWORTH COUNTY IT IS DESIGNATED AS A CRITICAL ACCESS 25 BED HOSPITAL WALWORTH COUNTY WAS ALSO ESTIMATED TO HAVE APPROXIMATELY 10.3% OF THE POPULATION BELOW THE POVERTY LEVEL, THIS REPRESENTS A SIGNIFICANT INCREASE SINCE 2000 WALWORTH'S UNEMPLOYMENT RATE IN 2011 WAS 7.9% THE TWO HOSPITALS' PAYOR DEMOGRAPHICS INCLUDED 38.8% MEDICARE, AND 14.2% MEDICAID FOR THE FISCAL YEAR OF JULY 1, 2012 - JUNE 30, 2013 (AS DETERMINED BY CHARGES BILLED)</p>
		<p>PART VI, LINE 5 THE HOSPITALS OF MERCY HEALTH SYSTEM HAVE AN OPEN MEDICAL STAFF WITH PRIVILEGES AVAILABLE TO ALL QUALIFIED PHYSICIANS IN THE AREA MERCY HEALTH SYSTEM HAS A GOVERNING BODY IN WHICH INDEPENDENT PERSONS REPRESENTATIVE OF THE COMMUNITY COMPRISE A MAJORITY</p>

Identifier	ReturnReference	Explanation
		<p>PART VI, LINE 6 MERCY HEALTH SYSTEM CORPORATION OPERATES TWO HOSPITALS AND HAS COMMUNITY CLINICS LOCATED THROUGHOUT SIX COUNTIES OF WISCONSIN AND ILLINOIS IT IS PART OF A LARGER INTEGRATED HEALTH SYSTEM AND AFFILIATED WITH OTHER SEPARATELY REPORTED ORGANIZATIONS MERCY ALLIANCE INC IS THE PARENT COMPANY OF MERCY HEALTH SYSTEM CORPORATION, MERCY ASSISTED CARE INC, AND MERCY HARVARD HOSPITAL INC MERCY ASSISTED CARE PROVIDES HOME HEALTH SERVICES AND DME (DURABLE MEDICAL EQUIPMENT) SERVICES, THUS PROVIDING CONTINUATION OF CARE TO MERCY HEALTH SYSTEM PATIENTS AND THE COMMUNITY AS A WHOLE MERCY HARVARD HOSPITAL PROVIDES ACUTE CARE SERVICES IN MCHENRY COUNTY ILLINOIS MERCY HEALTH SYSTEM CORP WORKS WITH THE MERCY FOUNDATION, INC TO OPERATE A HOMELESS SHELTER IN JANESVILLE, WI THE HOUSE OF MERCY HOMELESS CENTER PROVIDES SHELTER, SUPPORT, AND TRAINING TO WOMEN, CHILDREN, AND FAMILIES TO HELP FIGHT HOMELESSNESS IT OPENED IN 1996, AND SHELTERED AN AVERAGE OF 290 INDIVIDUALS/YEAR THE LAST THREE YEARS MERCY HOSPITAL ASSOCIATION OF VOLUNTEERS, INC IS THE ORGANIZATION/TAX ENTITY OF MERCY'S VOLUNTEERS VOLUNTEERS NUMBERED 1,037 IN CALENDAR YEAR 2012 THIS ORGANIZATION NOT ONLY SUPPORTS MERCY'S SERVICES, BUT PROVIDES BENEFITS TO THE COMMUNITY AS A WHOLE IN CONJUNCTION WITH MERCY HEALTH SYSTEM'S MEAL PREPARATION, THE VOLUNTEERS PARTICIPATE IN AND OVERSEE A MEALS ON WHEELS PROGRAM PARTICIPANT/NUTRITION SPECIFIC MEALS ARE PREPARED AND DELIVERED TO THE ELDERLY NEEDING ASSISTANCE IN JANESVILLE THE VOLUNTEER ASSOCIATION RUNS A HOSPITALITY HOUSE IN WHICH FAMILY MEMBERS OF PATIENTS ARE OFFERED FREE HOUSING DURING THEIR LOVED ONES EXTENDED HOSPITAL STAY AND REHABILITATION</p>
REPORTS FILED WITH STATES	PART VI, LINE 7	WI

Additional Data

Software ID:
Software Version:
EIN: 39-0816848
Name: MERCY HEALTH SYSTEM CORPORATION

Form 990 Schedule H, Part V Section C. Other Facilities That Are Not Licensed, Registered, or Similarly Recognized as a Hospital Facility**Section C. Other Health Care Facilities That Are Not Licensed, Registered, or Similarly Recognized as a Hospital Facility**

(list in order of size, from largest to smallest)

How many non-hospital health care facilities did the organization operate during the tax year?

50

Name and address	Type of Facility (describe)
MERCY MANOR TRANSITION CENTER 1000 MINERAL POINT AVENUE JANESVILLE, WI 53548	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY REGIONAL CANCER CENTER 1000 MINERAL POINT AVENUE JANESVILLE, WI 53548	SKILLED NURSING/SUB-ACUTE CARE FACILITY
HOUSE OF MERCY HOMELESS SHELTER 320 LINCOLN STREET JANESVILLE, WI 53548	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY ALGONQUIN MEDICAL CENTER 2401 HARNISH DRIVE SUITE 101 ALGONQUIN, WI 60102	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY BARIATRIC WELLNESS CENTER 250 E CENTER DRIVE SUITE 201 VERNON HILLS, WI 60061	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY BARRINGTON MEDICAL CENTER 500 WEST HIGHWAY 22 BARRINGTON, WI 60010	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY BELOIT MEDICAL CENTER 2825 PRAIRIE AVENUE BELOIT, WI 53511	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY BRODHEAD MEDICAL CENTER 2310 FIRST CENTER AVENUE BRODHEAD, WI 53520	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY CENTER FOR CORRECTIVE EYE SURGERY 5400 W ELM STREET SUITE 120 MCHENRY, IL 60050	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY CENTER FOR CORRECTIVE EYE SURGERY 8780 W GOLF ROAD STE 304 NILES, IL 60714	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY CLINIC EAST 3524 EAST MILWAUKEE STREET JANESVILLE, WI 53546	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY CLINIC EAST PHARMACY 3524 EAST MILWAUKEE STREET JANESVILLE, WI 53546	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY CLINIC SOUTH 849 KELLOGG AVENUE JANESVILLE, WI 53546	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY CLINIC WEST 1000 MINERAL POINT AVENUE JANESVILLE, WI 53548	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY CLINIC WEST PHARMACY 1000 MINERAL POINT AVENUE JANESVILLE, WI 53548	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY CRYSTAL LAKE CHIROPRACTIC AND REHA 330 W TERRA COTTA ROAD RTE 176 CRYSTAL LAKE, IL 60014	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY CRYSTAL LAKE MEDICAL CENTER EAST 390 CONGRESS PARKWAY CRYSTAL LAKE, IL 60014	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY CRYSTAL LAKE MEDICAL CENTER WEST 350 CONGRESS PARKWAY CRYSTAL LAKE, IL 60014	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY CRYSTAL LAKE OBGYN 750 E TERRA COTTA STE B CRYSTAL LAKE, IL 60014	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY CRYSTAL LAKE MEDICAL CENTER SOUTH 415-A CONGRESS PARKWAY CRYSTAL LAKE, IL 60014	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY DELAVAN MEDICAL CENTER 1038 E GENEVA ST DELAVAN, WI 53115	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY EDGERTON MEDICAL CENTER 217 N MAIN STREET EDGERTON, WI 53534	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY EVANSVILLE MEDICAL CENTER 300 UNION STREET EVANSVILLE, WI 53536	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY HARVARD CLINIC SOUTH 348 S DIVISION HARVARD, IL 60033	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY HEALTH MALL 1010 NORTH WASHINGTON JANESVILLE, WI 53548	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY HEALTH MALL PHARMACY 1010 NORTH WASHINGTON JANESVILLE, WI 53548	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY LAKE GENEVA MEDICAL CENTER 350 PELLER ROAD LAKE GENEVA, WI 53147	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY LAKESIDE ORTHOPAEDICS 352 PELLER ROAD LAKE GENEVA, WI 53147	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY MCHENRY INTERNAL MEDICINE CENTER 633 RIDGEVIEW DRIVE MCHENRY, IL 60050	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY MCHENRY MEDICAL CENTER 3922 MERCY DRIVE MCHENRY, IL 60050	SKILLED NURSING/SUB-ACUTE CARE FACILITY

Form 990 Schedule H, Part V Section C. Other Facilities That Are Not Licensed, Registered, or Similarly Recognized as a Hospital Facility

Section C. Other Health Care Facilities That Are Not Licensed, Registered, or Similarly Recognized as a Hospital Facility

(list in order of size, from largest to smallest)

How many non-hospital health care facilities did the organization operate during the tax year?

50

Name and address	Type of Facility (describe)
MERCY MILTON MEDICAL CENTER 725 SOUTH JANESVILLE STREET MILTON, WI 53563	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY MILTON PHARMACY 725 SOUTH JANESVILLE STREET MILTON, WI 53563	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY NORTHWEST WOMEN'S GROUP 47 WEST ACORN LANE LAKE IN THE HILLS, IL 601564804	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY OPTIONS-COOPERATIVE CHILDCARE INST 20 EAST COURT STREET JANESVILLE, WI 53548	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY OPTIONS-JANESVILLE 903 MINERAL POINT AVENUE JANESVILLE, WI 53548	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY REGIONAL DIALYSIS CENTER 903 MINERAL POINT AVENUE JANESVILLE, WI 53548	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY REGIONAL LUNG CENTER 903 MINERAL POINT AVENUE JANESVILLE, WI 53548	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY RICHMOND MEDICAL CENTER 9715 PRAIRIE RIDGE RICHMOND, IL 60071	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY SHARON MEDICAL CENTER 118 PLAIN STREET SHARON, WI 53585	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY SPORTS MEDICINE AND REHABILITATION 557 NORTH WASHINGTON JANESVILLE, WI 53548	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY TERRACE 510 N TERRACE STREET JANESVILLE, WI 53548	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY WALWORTH PHARMACY N2950 STATE ROAD 67 LAKE GENEVA, WI 53147	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY WHITEWATER MEDICAL CENTER 507 WEST MAIN STREET WHITEWATER, WI 53190	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY WHITEWATER SPORTS MEDICINE & REHAB 519 WEST MAIN STREET WHITEWATER, WI 53190	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY WOODSTOCK MEDICAL CENTER 2000 LAKE AVENUE WOODSTOCK, IL 60098	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY WOODSTOCK PHARMACY 2000 LAKE AVENUE WOODSTOCK, IL 60098	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY WOMEN'S HEALTHCARE CENTER - ALCONQ 2230 N HUNTINGTON DR ALGONQUIN, IL 60102	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY WOMEN'S HEALTHCARE CENTER - ELGIN 750 FLETCHER DR STE 206 ELGIN, IL 60123	SKILLED NURSING/SUB-ACUTE CARE FACILITY
WOMEN'S HEALTH CENTER - HOFFMAN ESTATES 1555 BARRINGTON RD STE 2300A HOFFMAN ESTATES, IL 60169	SKILLED NURSING/SUB-ACUTE CARE FACILITY
MERCY ELKHORN MEDICAL CENTER 839 N WISCONSIN ST ELKHORN, WI 53121	SKILLED NURSING/SUB-ACUTE CARE FACILITY

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2012

Open to Public Inspection

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

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

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization
MERCY HEALTH SYSTEM CORPORATION

Employer identification number

39-0816848

Part I Questions Regarding Compensation

- 1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.
- | | |
|--|---|
| <input type="checkbox"/> First-class or charter travel | <input checked="" type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input checked="" type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input checked="" type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input checked="" type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

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

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

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

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input checked="" type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

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

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

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

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

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

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

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

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

	Yes	No
1b	Yes	
2	Yes	
4a		No
4b	Yes	
4c		No
5a		No
5b		No
6a		No
6b		No
7		No
8		No
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 and Title	(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				
See Additional Data Table							

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

Identifier	Return Reference	Explanation
	PART I, LINE 1A	RESIDENCE FOR PERSONAL USE - THE CEO IS PROVIDED WITH A RESIDENCE THE COST OF RENTING THE RESIDENCE IS TREATED AS TAXABLE COMPENSATION PAYMENTS FOR BUSINESS USE OF PERSONAL RESIDENCE - THE CEO IS REIMBURSED FOR INTERNET ACCESS AND COMMUNICATION COSTS USED FOR BUSINESS PURPOSES AT HIS PERSONAL RESIDENCE THE REIMBURSEMENT IS TREATED AS TAXABLE COMPENSATION HEALTH CLUB DUES - THE CEO IS REIMBURSED FOR HEALTH CLUB DUES THIS IS TREATED AS TAXABLE COMPENSATION PERSONAL SERVICES - THE CEO IS REIMBURSED FOR INCOME TAX PREPARATION SERVICES THIS IS TREATED AS TAXABLE COMPENSATION

Software ID:
Software Version:
EIN: 39-0816848
Name: MERCY HEALTH SYSTEM CORPORATION

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
MARK GOELZER MD	(i) (ii)	468,860 0	0 0	5,296 0	16,548 0	13,443 0	504,147 0	0 0
BARB BORTNER	(i) (ii)	129,477 0	51,734 0	3,942 0	12,073 0	23,013 0	220,239 0	0 0
DAN COLBY	(i) (ii)	180,252 0	22,695 0	7,615 0	13,117 0	8,115 0	231,794 0	0 0
DAVID KURTZ	(i) (ii)	132,598 0	51,734 0	13,350 0	12,550 0	15,267 0	225,499 0	0 0
JOHN COOK	(i) (ii)	248,191 0	93,750 0	5,727 0	16,548 0	18,753 0	382,969 0	0 0
KATHY HARRIS	(i) (ii)	85,197 0	33,826 0	10,768 0	7,567 0	19,774 0	157,132 0	0 0
RUTH YARBROUGH	(i) (ii)	161,459 0	60,489 0	11,108 0	14,800 0	6,769 0	254,625 0	0 0
RICHARD GRUBER	(i) (ii)	135,240 0	17,245 0	9,802 0	10,039 0	13,103 0	185,429 0	0 0
RALPH TOPINKA	(i) (ii)	254,147 0	95,625 0	14,928 0	16,548 0	3,991 0	385,239 0	0 0
JOSEPH NEMETH	(i) (ii)	138,223 0	52,729 0	3,776 0	12,347 0	11,324 0	218,399 0	0 0
SUE RIPSCH	(i) (ii)	242,195 0	92,270 0	12,759 0	16,548 0	14,985 0	378,757 0	0 0
JENNIFER HALLATT	(i) (ii)	143,999 0	56,250 0	2,295 0	13,340 0	21,113 0	236,997 0	0 0
JAVON BEA	(i) (ii)	940,949 0	755,086 0	3,473,452 0	16,548 0	18,168 0	5,204,203 0	0 0
VIKRAM KHANNA	(i) (ii)	1,547,550 0	0 0	1,708 0	16,548 0	32,024 0	1,597,830 0	0 0
BRADLEY FIDELER	(i) (ii)	1,493,401 0	0 0	1,618 0	16,548 0	24,876 0	1,536,443 0	0 0
DAVID PITTENGER	(i) (ii)	1,367,225 0	0 0	1,618 0	16,548 0	24,401 0	1,409,792 0	0 0
ROBB WHINNEY	(i) (ii)	1,183,922 0	0 0	1,066 0	16,548 0	15,195 0	1,216,731 0	0 0
LANDON RIGGS	(i) (ii)	1,086,609 0	0 0	1,330 0	15,236 0	25,297 0	1,128,472 0	0 0

Schedule L (Form 990 or 990-EZ)

Transactions with Interested Persons

OMB No 1545-0047

2012

Open to Public Inspection

Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b. Attach to Form 990 or Form 990-EZ. See separate instructions.

Department of the Treasury Internal Revenue Service

Name of the organization MERCY HEALTH SYSTEM CORPORATION

Employer identification number

39-0816848

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

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

Table with 4 main columns: (a) Name of disqualified person, (b) Relationship between disqualified person and organization, (c) Description of transaction, (d) Corrected? (Yes/No)

2 Enter the amount of tax incurred by organization managers or disqualified persons during the year under section 4958 \$
3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization \$

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

Table with 9 main columns: (a) Name of interested person, (b) Relationship with organization, (c) Purpose of loan, (d) Loan to or from the organization (To/From), (e) Original principal amount, (f) Balance due, (g) In default? (Yes/No), (h) Approved by board or committee? (Yes/No), (i) Written agreement? (Yes/No)

Part III Grants or Assistance Benefitting Interested Persons.

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

Table with 5 main columns: (a) Name of interested person, (b) Relationship between interested person and the organization, (c) Amount of assistance, (d) Type of assistance, (e) Purpose of assistance

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) KRISTEN GOELZER	FAMILY MEMBER OF MARK GOELZER, DIRECTOR	341,463	EMPLOYMENT - PHYSICIAN		No
(2) JAMIE KURTZ	FAMILY MEMBER OF DAVID KURTZ, OFFICER	35,308	EMPLOYMENT - PATIENT ACCOUNT REPRESENTATIVE		No
(3) LISA NEMETH	FAMILY MEMBER OF JOSEPH NEMETH, OFFICER	15,159	EMPLOYMENT - REIMBURSEMENT ANALYST		No
(4) JOANNA BENNING	FAMILY MEMBER OF JAVON BEA, PRESIDENT & DIRECTOR	98,844	EMPLOYMENT - DIRECTOR		No
(5) MEGAN KRAUSE	FAMILY MEMBER OF SUE RIPSCH, OFFICER	82,436	EMPLOYMENT - MANAGER		No
(6) LAUREN GRUBER	FAMILY MEMBER OF RICHARD GRUBER, OFFICER	50,531	EMPLOYMENT - RN/HIB		No

Part V Supplemental Information

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

Identifier	Return Reference	Explanation
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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
MERCY HEALTH SYSTEM CORPORATION

Employer identification number

39-0816848

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	NO REVIEW WAS OR WILL BE CONDUCTED
	FORM 990, PART VI, SECTION B, LINE 12C	OFFICERS, DIRECTORS, AND KEY EMPLOYEES ARE REQUIRED TO REPORT ALL CONFLICTS OF INTEREST. THE COMPLIANCE OFFICER IS RESPONSIBLE FOR INVESTIGATING ALL CONFLICTS AND REPORTING TO THE BOARD.
	FORM 990, PART VI, SECTION B, LINE 15	THE MERCY ALLIANCE COMPENSATION COMMITTEE IS COMPRISED OF THE BOARD CHAIRPERSON, SECRETARY, AND THE TREASURER. THE COMPENSATION COMMITTEE IS ASSISTED BY INDEPENDENT LEGAL COUNCIL AND AN INDEPENDENT COMPENSATION CONSULTANT. THE COMPENSATION COMMITTEE, LEGAL COUNCIL, AND THE COMPENSATION CONSULTANT MEET THROUGHOUT THE YEAR AND REPORT DIRECTLY TO THE BOARD OF DIRECTORS ANNUALLY. THIS PROCESS WAS COMPLETED FOR 2012.
	FORM 990, PART VI, SECTION C, LINE 19	GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY & FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST.
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 9	CHANGES IN PENSION OBLIGATIONS 3,274,000
TOTAL NUMBER OF VOLUNTEERS	FORM 990, PART I, LINE 6	MERCY HEALTH SYSTEM CORPORATION HAS REPORTED ZERO FOR THE TOTAL NUMBER OF VOLUNTEERS. THIS IS DUE TO THE FACT THAT ALL 1,037 VOLUNTEERS FOR THE MERCY HEALTH SYSTEM CORPORATION ARE TECHNICALLY VOLUNTEERS OF THE MERCY HEALTH SYSTEM ASSOCIATION OF VOLUNTEERS AND AS SUCH HAVE BEEN REPORTED ON THEIR TAX RETURN. PLEASE SEE THE MERCY HEALTH SYSTEM ASSOCIATION OF VOLUNTEERS TAX RETURN FOR MORE INFORMATION ON MERCY VOLUNTEER ACTIVITIES.

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2012

**Open to Public
Inspection**

▶ **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.**

Department of the Treasury
Internal Revenue Service

Name of the organization
MERCY HEALTH SYSTEM CORPORATION

Employer identification number

39-0816848

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

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

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" 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	No
(1) MERCY ALLIANCE INC 1000 MINERAL POINT JANESVILLE, WI 535475003 39-1679859	MANAGEMENT OF HEALTHCARE ORGANIZATIONS	WI	501(C)(3)	11A	N/A		No
(2) MERCY FOUNDATION INC 1000 MINERAL POINT JANESVILLE, WI 535475003 23-7275336	TO SUPPORT MERCY HEALTH SYSTEM & THE HOUSE OF MERCY	WI	501(C)(3)	11A	MERCY HEALTH SYSTEM CORPORATION		No
(3) MERCY HEALTH SYSTEM ASSOCIATION OF VOLUNTEERS 1000 MINERAL POINT JANESVILLE, WI 535475003 39-0912682	TO SUPPORT MERCY HEALTH SYSTEM CORPORATION	WI	501(C)(3)	11C	MERCY HEALTH SYSTEM CORPORATION		No
(4) MERCY ASSISTED CARE INC 901 MINERAL POINT JANESVILLE, WI 535475003 39-1035110	HOME HEALTH CARE & SERVICES	WI	501(C)(3)	9	MERCY ALLIANCE INC		No
(5) MERCY ALLIANCE INC 901 GRANT STREET HARVARD, IL 60033 31-1551871	MEDICAL HEALTHCARE	IL	501(C)(3)	3	MERCY ALLIANCE INC		No
(6) HARVARD MEMORIAL HOSPITAL FOUNDATION 901 GRANT STREET HARVARD, IL 60033 36-4308662	TO SUPPORT MERCY HARVARD HOSPITAL, INC	IL	501(C)(3)	11A	MERCY HARVARD HOSPITAL INC		No
(7) MERCY CRYSTAL LAKE HOSPITAL AND MEDICAL CENTER 1000 MINERAL POINT JANESVILLE, WI 535475003 20-1673011	NONE	IL	501(C)(3)	3	MERCY ALLIANCE INC		No

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

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

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	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1) JANESVILLE MEDICAL CENTER INC 1000 MINERAL POINT JANESVILLE, WI 535475003 39-1520130	MANAGEMENT ENTITY OF UNION EMPLOYEES	WI	MERCY HEALTH SYSTEM CORPORATION	C		72,500	100 000 %		No
(2) MERCYCARE INSURANCE COMPANY 3430 PALMER DRIVE JANESVILLE, WI 53545 39-1768192	INSURANCE COMPANY	WI	MERCY HEALTH SYSTEM CORPORATION	C	115,756,854	42,645,419	100 000 %		No
(3) MERCYCARE HMO INC - CONSOLIDATED WITH MERCYCARE INSURANCE CO 3430 PALMER DRIVE JANESVILLE, WI 53545 20-1482553	INSURANCE COMPANY	WI	MERCY HEALTH SYSTEM CORPORATION	C			100 000 %		No

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

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

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

- a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)

- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)

- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)

- p** Reimbursement paid to related organization(s) for expenses
- q** Reimbursement paid by related organization(s) for expenses

- r** Other transfer of cash or property to related organization(s)
- s** Other transfer of cash or property from related organization(s)

	Yes	No
1a	Yes	
1b		No
1c		No
1d		No
1e	Yes	
1f		No
1g		No
1h		No
1i		No
1j	Yes	
1k	Yes	
1l		No
1m		No
1n	Yes	
1o	Yes	
1p		No
1q	Yes	
1r	Yes	
1s		No

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

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) MERCYCARE INSURANCE COMPANY	Q	7,152,400	COST OF SERVICES PROVIDED

Software ID:
Software Version:
EIN: 39-0816848
Name: MERCY HEALTH SYSTEM CORPORATION

Part VII Supplemental Information

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

Identifier	Return Reference	Explanation	
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Mercy Health System Corporation and Subsidiaries

Janesville, Wisconsin

Consolidated Financial Statements and Supplementary Information

Years Ended June 30, 2013 and 2012

Mercy Health System Corporation and Subsidiaries

Consolidated Financial Statements and Supplementary Information

Years Ended June 30, 2013 and 2012

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Independent Auditor's Report

Board of Directors
Mercy Health System Corporation
Janesville, Wisconsin

We have audited the accompanying consolidated financial statements of Mercy Health System Corporation and Subsidiaries, which comprise the consolidated balance sheets as of June 30, 2013 and 2012, and the related consolidated statements of operations and changes in net assets, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States, this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Mercy Health System Corporation and Subsidiaries as of June 30, 2013 and 2012, and the results of their operations, changes in their net assets, and their cash flows for the years then ended in conformity with accounting principles generally accepted in the United States.

Wipfli LLP

Wipfli LLP

August 15, 2013
Milwaukee, Wisconsin

Mercy Health System Corporation and Subsidiaries

Consolidated Balance Sheets

June 30, 2013 and 2012

<i>Assets</i>	(In Thousands)	
	2013	2012
Current assets		
Cash and cash equivalents	\$ 10,744	\$ 5,036
Patient accounts receivable - Net	76,820	66,441
Supplies	10,104	10,181
Prepaid expenses	3,685	2,894
Due from third-party payors	546	853
Due from related party	6,187	405
Other receivables	8,927	6,591
Total current assets	117,013	92,401
Assets limited as to use	58,758	78,236
Property and equipment - Net	291,762	289,726
Other assets		
Unamortized debt issuance costs - Net	2,168	2,274
Other	2,070	1,707
Total other assets	4,238	3,981
TOTAL ASSETS	\$ 471,771	\$ 464,344

<i>Liabilities and Net Assets</i>	<i>(In Thousands)</i>	
	2013	2012
Current liabilities		
Current maturities of long-term debt	\$ 1,817	\$ 1,335
Accounts payable		
Trade	8,391	5,971
Construction	695	3,500
Salaries, wages, and payroll taxes	23,084	23,802
Due to related party	3,869	4,411
Other accrued expenses	42,345	48,452
Total current liabilities	80,201	87,471
Long-term liabilities.		
Long-term debt, less current maturities	5,532	3,849
Deferred compensation	7,493	6,124
Pension liability	19,580	24,889
Due to related party, less current portion	202,185	206,489
Total long-term liabilities	234,790	241,351
Total liabilities	314,991	328,822
Total net assets - Unrestricted	156,780	135,522
TOTAL LIABILITIES AND NET ASSETS	\$ 471,771	\$ 464,344

Mercy Health System Corporation and Subsidiaries

Consolidated Statements of Operations and Changes in Net Assets

Years Ended June 30, 2013 and 2012

	(In Thousands)	
	2013	2012
Revenue		
Patient service revenue (net of contractual allowances and discounts)	\$ 395,737	\$ 384,622
Provision for bad debts	(20,829)	(16,272)
Net patient service revenue less provision for bad debts	374,908	368,350
Premium revenue	89,630	91,574
Other revenue	9,329	6,680
Total revenue	473,867	466,604
Expenses		
Salaries and wages	232,824	227,033
Employee benefits	35,565	33,140
Professional fees and purchased services	28,403	24,865
Medical claims and capitation payments	26,690	29,355
Medical supplies, other supplies, and drugs	73,572	73,937
Utilities	6,071	5,550
Insurance	1,038	6,042
Other	22,812	24,714
Depreciation and amortization	24,594	22,080
Interest	8,150	5,845
Total expenses	459,719	452,561
Income from operations	14,148	14,043
Nonoperating income - Net	2,106	1,951
Excess of revenue over expenses	16,254	15,994
Other changes in unrestricted net assets		
Change in net unrealized gains and losses on investments other than trading securities	1,730	(616)
Changes in pension obligation other than pension expense	3,274	(11,494)
Transfers to affiliates - Net	-	(5,000)
Change in unrestricted net assets	21,258	(1,116)
Unrestricted net assets at beginning	135,522	136,638
Unrestricted net assets at end	\$ 156,780	\$ 135,522

See accompanying notes to consolidated financial statements.

Mercy Health System Corporation and Subsidiaries

Consolidated Statements of Cash Flows

Years Ended June 30, 2013 and 2012

	(In Thousands)	
	2013	2012
Increase (decrease) in cash and cash equivalents		
Cash flows from operating activities		
Change in net assets	\$ 21,258	\$ (1,116)
Adjustments to reconcile change in net assets to net cash provided by operating activities		
Transfers to affiliates	-	5,000
Changes in pension obligation other than pension expense	(3,274)	11,494
Change in net unrealized gains and losses on investments other than trading securities	(1,730)	616
Provision for bad debts	20,829	16,272
Net realized gains and losses from sales of investments	(211)	(156)
Depreciation and amortization	24,594	22,080
(Gain) loss on sale of property and equipment	(8)	180
Loss on early retirement of debt	-	985
Changes in operating assets and liabilities		
Patient accounts receivable	(31,208)	(22,062)
Supplies and other current assets	(8,832)	(1,159)
Accounts payable	2,420	12
Accrued liabilities and other	(8,712)	(6,077)
Due from/to third-party payors	307	(1,453)
Net cash provided by operating activities	15,433	24,616
Cash flows from investing activities		
Increase in assets limited as to use	21,419	(668)
Capital expenditures	(29,303)	(98,324)
Proceeds from sale of property and equipment	8	51
Net cash used in investing activities	(7,876)	(98,941)

Mercy Health System Corporation and Subsidiaries

Consolidated Statements of Cash Flows (Continued)

Years Ended June 30, 2013 and 2012

	(In Thousands)	
	2013	2012
Cash flows from financing activities		
Proceeds from issuance of long-term debt	\$ 3,944	\$ 3,051
Principal payments on long-term debt	(1,779)	(1,335)
Early retirement of long-term debt	-	(37,380)
Net change in borrowings from Mercy Alliance, Inc.	(4,014)	98,769
Payments for financing costs	-	(1,285)
Transfers to affiliates	-	(5,000)
Net cash provided by (used in) financing activities	(1,849)	56,820
Net increase (decrease) in cash and cash equivalents	5,708	(17,505)
Cash and cash equivalents at beginning	5,036	22,541
Cash and cash equivalents at end	\$ 10,744	\$ 5,036

Supplemental cash flow information:

Cash paid for interest, excluding related-party interest	\$ 239	\$ 2,926
Capital expenditures in accounts payable	\$ 695	\$ 3,500

Mercy Health System Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note 1 **Summary of Significant Accounting Policies**

The Entity and Principles of Consolidation

The consolidated financial statements include the accounts and operations of Mercy Health System Corporation and its wholly owned or controlled subsidiaries (collectively, the "Corporation"). The Corporation's sole member is Mercy Alliance, Inc. (MAI). A brief description of each organization follows

- Mercy Health System Corporation (MHSC)
Operates a 240-bed hospital (licensed beds) in Janesville, Wisconsin, approximately 43 physician clinics in southern Wisconsin and northern Illinois, a skilled nursing facility (SNF) that operates as a subacute care unit of the hospital building, and Mercy Walworth Hospital and Medical Center (MWH), a 25-bed hospital facility in Walworth County, Wisconsin. MWH is reimbursed by Medicare as a critical access hospital (CAH).
- Mercy Foundation, Inc. (MFI)
MFI's primary activity is fund-raising for MHSC and its programs in accordance with its bylaws.
- MercyCare Insurance Company (MCIC)
An indemnity insurance company that contracts with local employers. MCIC has a wholly owned subsidiary, MercyCare HMO, which operates as a health maintenance organization (HMO) under Wisconsin statutes. MCIC and its subsidiary contract for services with MHSC and other MAI affiliates.

All significant intercompany accounts and transactions have been eliminated in consolidation.

Financial Statement Presentation

The Corporation follows accounting standards set by the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC). The ASC is the single source of authoritative accounting principles generally accepted in the United States (GAAP) to be applied to nongovernmental entities.

Mercy Health System Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note 1 **Summary of Significant Accounting Policies** (Continued)

Use of Estimates in Preparation of Financial Statements

The preparation of the accompanying consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that directly affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. Estimates also affect the reported amounts of revenue and expenses during the reporting period. Actual results may differ from these estimates.

The Corporation considers critical accounting estimates to be those that require more significant judgments which include the valuation of accounts receivable (including contractual allowances and allowance for doubtful accounts), estimated third-party settlements, reserves for losses and expenses related to self-insurance for employee health care claims and malpractice claims, valuation of the defined benefit plan liability, and reserves for unpaid claims for participants in MCIC insurance programs.

Cash Equivalents

Highly-liquid debt instruments with an original maturity of three months or less are considered to be cash equivalents, excluding amounts limited as to use.

Patient Accounts Receivables and Credit Policy

Patient accounts receivable are uncollateralized patient obligations that are stated at the amount management expects to collect from outstanding balances. These obligations are primarily from local residents, most of whom are insured under third-party payor agreements. MHSC bills third-party payors on the patients' behalf, or if a patient is uninsured, the patient is billed directly. Once claims are settled with the primary payor, any secondary insurance is billed, and patients are billed for copay and deductible amounts that are the patients' responsibility. Payments on accounts receivable are applied to the specific claim identified on the remittance advice or statement. MHSC does not have a policy to charge interest on past due accounts.

Mercy Health System Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note 1 **Summary of Significant Accounting Policies** (Continued)

Patient Accounts Receivables and Credit Policy (Continued)

Patient accounts receivable are recorded in the accompanying consolidated balance sheets net of contractual adjustments and an allowance for doubtful accounts which reflects management's best estimate of the amounts that will not be collected. Management provides for contractual adjustments under terms of third-party reimbursement agreements through a reduction of gross revenue and a credit to patient accounts receivable. In evaluating the collectibility of patient accounts receivable, MHSC analyzes historical loss experience on revenue from all payors. Using the loss experience rate, MHSC estimates the appropriate allowance for doubtful accounts and provision for bad debts. The difference between the standard rates (or the discounted rates if negotiated) and the amounts actually collected after all reasonable collection efforts have been exhausted is charged against the allowance for doubtful accounts.

Supplies

Supplies are valued at the lower of cost, determined on the first-in, first-out (FIFO) method, or market.

Assets Limited as to Use and Investment Income

Assets limited as to use include assets the Board of Directors have designated for future plant replacement and expansion over which the Board retains control and may at its discretion subsequently use for other purposes, amounts set aside for compensation agreements, amounts restricted for regulatory compliance, and assets held by a trustee under revenue bond indenture agreements.

Mercy Health System Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note 1 **Summary of Significant Accounting Policies** (Continued)

Assets Limited as to Use and Investment Income (Continued)

Certificates of deposit are stated at the principal contributed plus any accrued interest earned. All other investments included in assets limited as to use are measured at fair value in the accompanying consolidated balance sheets. Investment income or loss (including realized gains and losses on investments, interest, and dividends) is included in nonoperating income unless the income or loss is restricted by donor or law. Unrealized gains and losses on investments are excluded from excess of revenue over expenses unless the investments are trading securities. Realized gains and losses are determined by specific identification.

The Corporation monitors the difference between the cost and fair value of its investments. A decline in market value of an individual investment security below cost that is deemed to be other-than-temporary results in an impairment and the Corporation reduces the investment's carrying value to fair value. A new cost basis is established for the investment and any impairment loss is recorded as a realized loss in investment income.

Fair Value Measurements

The Corporation measures fair value of its financial instruments, including assets within the defined benefit noncontributory retirement plan, using a three-tier hierarchy which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of fair value hierarchy are as follows:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Corporation has the ability to access.

Mercy Health System Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note 1 **Summary of Significant Accounting Policies** (Continued)

Fair Value Measurements (Continued)

Level 2 Inputs to the valuation methodology include

- Quoted prices for similar assets or liabilities in active markets,
- Quoted prices for identical or similar assets in inactive markets,
- Inputs, other than quoted prices, that are observable for the asset or liability,
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs.

Property and Equipment

Property and equipment acquisitions are recorded at cost. Depreciation is provided over the estimated useful life of each class of depreciable asset and is computed using the straight-line method. Leasehold improvements are amortized over the shorter period of the estimated useful life or the remaining term of the lease. Donated property and equipment are recorded at fair value at the date of donation, which is then treated as cost. Interest costs incurred on borrowed funds during the period of construction of capital assets is capitalized as a component of the cost of acquiring those assets, net of any earnings on these funds. Estimated useful lives range from 2 to 20 years for land improvements, 5 to 20 years for leasehold improvements, 5 to 25 years for buildings and improvements, and 3 to 20 years for major moveable equipment.

Mercy Health System Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note 1 **Summary of Significant Accounting Policies** (Continued)

Unamortized Debt Issuance Costs

Bond issuance costs related to the issuance of long-term debt are amortized over the life of the related debt using the straight-line method.

Long-Lived Assets

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If impairment has occurred, a loss will be recognized. No impairment losses were recognized in 2013 or 2012.

Asset Retirement Obligation

ASC Topic 410-20, *Accounting for Conditional Asset Retirement Obligation*, clarifies when an entity is required to recognize a liability for a conditional asset retirement obligation. Management has considered ASC Topic 410-20, specifically as it relates to its legal obligation to perform asset retirement activities, such as asbestos removal, on its existing properties. Management believes that there is an indeterminate settlement date for the asset retirement obligations because the range of time over which the Corporation may settle the obligation is unknown and cannot be estimated. As a result, management cannot reasonably estimate the liability related to these asset retirement activities as of June 30, 2013 and 2012.

Mercy Health System Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note 1 **Summary of Significant Accounting Policies** (Continued)

Patient Service Revenue

The Corporation recognizes patient service revenue associated with services provided to patients who have third-party payor coverage primarily on the basis of contractual rates for the services rendered. For uninsured patients that do not qualify for charity care, the Corporation recognizes revenue on the basis of discounted rates established under the Corporation's uninsured patient policy. The provision for contractual adjustments (that is, the differences between established rates and expected third-party payor payments) and the discounts (that is, the difference between established rates and the amount billable) are recognized on the accrual basis. These amounts are deducted from gross patient service revenue to determine patient service revenue (net of contractual allowances and discounts). Based on the historical experience of the Corporation, a significant portion of uninsured patients will be unwilling or unable to pay for services provided. Thus, the Corporation records a provision for bad debts related to uninsured patients in the period the services are provided. The provision for bad debts is based on historical loss experience and is deducted from patient service revenue (net of contractual allowances and discounts) to determine net patient service revenue less provision for bad debts. The Corporation also accrues retroactive adjustments under reimbursement agreements with third-party payors on an estimated basis in the period the related services are provided. Estimates are adjusted in future periods as final settlements are determined.

Premium Revenue and Claims Payable

Premiums are billed monthly for coverage in the following month and are recognized as revenue in the month for which insurance protection is provided. Claims payable, included in other accrued expenses, are determined using statistical analyses and represent estimates of the ultimate net cost of all reported and unreported claims that are unpaid at the end of each accounting period. Although it is not possible to measure the degree of variability inherent in such estimates, management believes that the liabilities for claims are adequate. The estimates are reviewed periodically and, as adjustments to these liabilities become necessary, such adjustments are reflected in current operations. The Corporation has recorded a provision of \$7,622,000 and \$7,609,000 at June 30, 2013 and 2012, respectively, for claims payable.

Mercy Health System Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note 1 **Summary of Significant Accounting Policies** (Continued)

Hospital Assessments

Wisconsin state regulations require eligible hospitals to pay the state an annual assessment. The assessment period is the state's fiscal year, which runs from July 1 to June 30. The assessment is based on each hospital's gross revenues, as defined. The revenue generated from the assessment is to be used, in part, to increase overall reimbursement under the Wisconsin Medicaid program. The Corporation's assessment expense was approximately \$6,924,000 and \$6,688,000 for the years ended June 30, 2013 and 2012, respectively, and is included in other expense in the accompanying consolidated statements of operations and changes in net assets. Increases in reimbursement from Medicaid are included in patient service revenue (net of contractual allowances and discounts).

Excess of Revenue Over Expenses

The accompanying consolidated statements of operations and changes in net assets include excess of revenue over expenses, which is considered the operating indicator. Changes in unrestricted net assets which are excluded from the operating indicator include unrealized gains and losses on investments other than trading securities, changes in pension obligation other than pension expense, permanent transfer of assets to and from affiliates for other than goods and services, and contributions of long-lived assets.

Charity Care

The Corporation provides care to patients who meet certain criteria under its charity care policy without charge or at amounts less than its established rates. Because collection is not pursued on amounts determined to qualify as charity care, these amounts are not included in net patient service revenue less provision for bad debts in the accompanying consolidated statements of operations and changes in net assets.

The estimated cost of providing care to patients under the Corporation's charity care policy is calculated by multiplying the ratio of cost to gross charges by the gross uncompensated charity care charges. The costs to provide the Corporation's charity care policy was approximately \$6,167,000 and \$5,990,000 for the years ended June 30, 2013 and 2012, respectively.

Mercy Health System Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note 1 **Summary of Significant Accounting Policies** (Continued)

Contributions and Unconditional Promises to Give

Contributions are considered to be available for unrestricted uses unless specifically restricted by the donor.

Unconditional promises to give cash and other assets are reported at fair value at the date the promise is received. Conditional promises to give and indications of intentions to give are reported at fair value at the date the gift is deemed unconditional. The gifts are reported as either temporarily restricted or permanently restricted support if they are received with donor stipulations that limit the use of donated assets. Donor-imposed contributions whose restrictions are met within the same year as received are reflected as unrestricted contributions in the accompanying consolidated financial statements.

Advertising Costs

Advertising costs are expensed as incurred.

Income Taxes

MHSC and MFI are not-for-profit corporations as described in Section 501(c)(3) of the Internal Revenue Code (the "Code") and are exempt from federal income taxes on related income pursuant to Section 501(a) of the Code. MHSC and MFI are also exempt from state income taxes on related income.

Federal and state income taxes are paid on nonexempt unrelated business income in accordance with the Code.

MCIC and MercyCare HMO are taxable entities for both federal and Wisconsin income tax purposes and file a consolidated return on a calendar year basis. Deferred income taxes have been provided under the liability method. Deferred tax assets and liabilities are determined based upon the difference between the financial statement and tax bases of assets and liabilities, as measured by the enacted tax rates, which are expected to be in effect when these differences are expected to reverse. Income tax expense is not significant in relation to the consolidated financial statements.

Mercy Health System Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note 1 **Summary of Significant Accounting Policies** (Continued)

Income Tax (Continued)

In order to account for any uncertain tax positions, the Corporation determines whether it is more likely than not that a tax position will be sustained upon examination on the technical merits of the position, assuming the taxing authority has full knowledge of all information. If the tax position does not meet the more likely than not recognition threshold, the benefit of that position is not recognized in the financial statements. The Corporation recorded no assets or liabilities related to uncertain tax positions in 2013 and 2012. Tax returns for tax years 2009 and beyond remain subject to examination by the applicable taxing authorities.

Subsequent Events

Subsequent events have been evaluated through August 15, 2013, which is the date the financial statements were issued.

Note 2 **Reimbursement Arrangements With Third-Party Payors**

Agreements are maintained with third-party payors that provide for reimbursement at amounts which vary from its established rates. A summary of the basis of reimbursement with major third-party payors follows

Government Payors

MHSC:

Medicare - Inpatient hospital acute care services provided by MHSC are paid at prospectively determined rates per discharge. These rates vary according to a patient classification system that is based on clinical, diagnostic, and other factors. Outpatient, clinic, and subacute care services are reimbursed primarily on a prospective payment methodology based upon a patient classification system or fixed fee schedules.

Medicaid - Inpatient and outpatient services are reimbursed primarily based upon prospectively determined rates.

Mercy Health System Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note 2 **Reimbursement Arrangements With Third-Party Payors** (Continued)

MWH:

Under the CAH designation, inpatient and outpatient hospital services rendered to Medicare and Medicaid beneficiaries are paid based on a cost-reimbursement methodology.

Other Payors

The Corporation has entered into payment agreements with commercial insurance carriers, health maintenance organizations, and preferred provider organizations. The basis for payment under these agreements includes prospectively determined rates per discharge, discounts from established charges, fee schedules, and prospectively determined daily rates.

Accounting for Contractual Arrangements

Certain Medicare and Medicaid services are reimbursed at tentative rates, with final settlements determined after audit of the related annual cost reports. The cost reports have been audited by the Medicare and Medicaid fiscal intermediaries through June 30, 2008.

Compliance

The health care industry is subject to numerous laws and regulations of federal, state, and local governments. Compliance with these laws and regulations, particularly those relating to the Medicare and Medicaid programs, can be subject to government review and interpretation, as well as regulatory actions unknown and unasserted at this time. Allegations concerning possible violations by health care providers of regulations could result in the imposition of significant fines and penalties, as well as significant repayments of previously billed and collected revenue from patient services. Management believes that the Corporation is in substantial compliance with current laws and regulations.

Mercy Health System Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note 2 **Reimbursement Arrangements With Third-Party Payors** (Continued)

Compliance (Continued)

The Centers for Medicare and Medicaid Services (CMS) uses Recovery Audit Contractors (RACs) as part of its efforts to ensure accurate payments under the Medicare program. RACs search for potentially inaccurate Medicare payments that may have been made to health care providers and that were not detected through existing CMS program integrity efforts. Once a RAC identifies a claim it believes is inaccurate, the RAC makes a deduction from or addition to the provider's Medicare reimbursement in an amount estimated to equal the overpayment or underpayment. The provider will then have the opportunity to appeal the adjustment before final settlement of the claim is made. As of June 30, 2013, the Corporation has received notices from the RAC of certain claims identified by the RAC as inaccurate. MHSC is appealing a number of these adjustments and management believes any reimbursement adjustments related to these claims will not be significant.

Electronic Health Record Payments

The American Recovery and Reinvestment Act of 2009 (ARRA) provides for incentive payments under the Medicare and Medicaid programs for certain hospitals and physician practices that demonstrate meaningful use of certified electronic health record (EHR) technology. These provisions of ARRA, collectively referred to as the Health Information Technology for Economic and Clinical Health Act (the "HITECH Act"), are intended to promote the adoption and meaningful use of health information technology and qualified EHR technology.

Incentive payments to non-CAH hospitals will generally be made over a four year period. For the first payment year, the Corporation must attest that it met the meaningful use criteria for a continuous 90-day period. For subsequent payment years, the Corporation must demonstrate meaningful use for the entire year. The incentive payments are made based on a statutory formula, with the payments subject to final adjustment based in part on information from the Corporation's Medicare cost reports. Incentive payments to CAH hospitals are based on the cost of the EHR technology for which the CAH has demonstrated meaningful use.

Mercy Health System Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note 2 Reimbursement Arrangements With Third-Party Payors (Continued)

Electronic Health Record Payments (Continued)

During 2013, MHSC successfully met the stage 1 criteria for meaningful use for the initial 90-day reporting period, MWH incurred qualifying costs for certified technology and met meaningful use successfully, and, a majority of eligible physicians demonstrated meaningful use and qualified for incentives. Accordingly, the Corporation recorded approximately \$5,431,000 in EHR incentive revenue from the Medicare program in 2013, which is recorded in other revenue in the accompanying consolidated statements of operations and changes in net assets. No Medicare EHR incentive revenue was recorded in 2012. In addition, the Corporation recorded approximately \$887,000 and \$1,109,000 in EHR incentive revenue from the Medicaid program in 2013 and 2012, respectively, which is also included in other revenue in the accompanying consolidated statements of operations and changes in net assets.

Note 3 Patient Accounts Receivable

Patient accounts receivable consisted of the following at June 30, 2013 and 2012

	(In Thousands)	
	2013	2012
Patient accounts receivable	\$ 160,175	\$ 143,885
Less		
Contractual adjustments	60,058	57,540
Allowance for doubtful accounts	23,297	19,904
Patient accounts receivable - Net	\$ 76,820	\$ 66,441

Write-offs as a percentage of gross revenue increased 0.4% in 2013 compared to 2012. The Corporation's gross revenue increased approximately 3.8% in 2013 compared to 2012. These factors contributed to the allowance for doubtful accounts increasing from 13.8% of patient accounts receivable at June 30, 2012 to 14.5% of patient accounts receivable at June 30, 2013. The System has not changed its charity care or uninsured discount policies during 2013 or 2012.

Mercy Health System Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note 4 Assets Limited as to Use

Assets limited as to use are invested as follows at June 30, 2013 and 2012.

	(In Thousands)	
	2013	2012
Certificate of deposit	\$ 1,371	\$ 1,371
Money market funds	2,048	17,374
Government and agency obligations	12,076	12,021
Municipal obligations	71	96
Corporate obligations	6,390	6,283
Foreign obligations	254	388
Equity mutual funds	21,569	17,255
Pooled separate accounts		
Fixed income	14,322	22,902
Domestic equity	657	546
Total assets limited as to use	\$ 58,758	\$ 78,236

The composition of assets limited as to use at June 30, 2013 and 2012, are as follows

	(In Thousands)	
	2013	2012
Held by trustee under bond indenture agreements	\$ 4,909	\$ 19,961
Held by Treasurer of State of Wisconsin for regulatory requirements	3,999	4,119
Internally designated		
Deferred compensation	7,493	6,124
Expansion and capital improvements	15,720	24,196
Regulatory compliance	26,637	23,836
Total assets limited as to use	\$ 58,758	\$ 78,236

Mercy Health System Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note 4 Assets Limited as to Use (Continued)

Investment income, which includes investments earnings on cash equivalents and assets limited as to use, was comprised of the following

	(In Thousands)	
	2013	2012
Interest and dividend income	\$ 1,404	\$ 1,079
Net realized gains on sales of investments	211	156
Total investment income	1,615	1,235
Change in net unrealized gains and losses on investments other than trading securities	1,730	(616)
Totals	\$ 3,345	\$ 619

Investments, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of certain investments will occur in the near term and that such changes could materially affect the amounts reported in the consolidated financial statements.

Management assesses individual investment securities as to whether declines in market value are other-than-temporary and result in an impairment. For equity securities and mutual funds, the Corporation considers whether it has the ability and intent to hold the investment until a market price recovery. Evidence considered in this includes the reasons for the impairment, the severity and duration of the impairment, changes in value subsequent to year-end, the issuer's financial condition, and the general market condition in the geographic area or industry the investee operates in. For debt securities, if the Corporation has made a decision to sell the security, or if it's more likely than not the Corporation will sell the security before the recovery of the security's cost basis, an other-than-temporary impairment is considered to have occurred. If the Corporation has not made a decision or does not have an intention to sell the debt security, but the debt security is not expected to recover its value due to a credit loss, an other-than temporary impairment is considered to have occurred.

Mercy Health System Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note 4 **Assets Limited as to Use** (Continued)

Because the Corporation has the intent and the ability to hold investment securities until a market price recovery or maturity, investment securities at June 30, 2013 and 2012 are not considered other-than temporarily impaired. No impairment losses were recognized by the Corporation during 2013 and 2012.

Note 5 **Fair Value Measurements**

Following is a description of the valuation methodologies used for assets measured at fair value, including assets held in the Corporation's defined benefit retirement plan (Note 10).

Money market funds Valued using a net asset value (NAV) of \$1.

Equity mutual funds Valued at the daily closing price as reported by the fund. Mutual funds held by the Corporation are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Corporation are deemed to be actively traded.

Government and agency obligations, municipal obligations, corporate obligations, and foreign obligations Valued using pricing models maximizing the use of observable inputs for similar securities. This includes basing value on yields currently available on comparable securities of issuers with similar credit ratings.

Common stocks (Note 10) Valued at the closing price reported on the active market on which the individual securities are traded.

Pooled separate accounts and common trust fund (Note 10) Accounts invested in a single mutual fund are valued at the daily closing price as reported by the mutual fund. Other accounts are valued at the NAV of units of the separate account or fund. The NAV, as provided by the issuer/trustee, is used as a practical expedient to estimating fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities.

Mercy Health System Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note 5 Fair Value Measurements (Continued)

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Corporation believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Corporation's assets at fair value as of June 30

	(In Thousands)			
	2013			
	Level 1	Level 2	Level 3	Total
Money market funds	\$ 48	\$ 3,859	\$ -	\$ 3,907
Government and agency obligations	-	12,076	-	12,076
Municipal obligations	-	71	-	71
Corporate obligations	-	6,390	-	6,390
Foreign obligations	-	254	-	254
Equity mutual funds	21,569	-	-	21,569
Pooled separate accounts				
Fixed income	14,322	-	-	14,322
Domestic equity	657	-	-	657
Total assets at fair value	\$ 36,596	\$ 22,650	\$ -	\$ 59,246

Mercy Health System Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note 5 Fair Value Measurements (Continued)

	(In Thousands)			
	2012			
	Level 1	Level 2	Level 3	Total
Money market funds	\$ 15,685	\$ 4,701	\$ -	\$ 20,386
Government and agency obligations	-	12,021	-	12,021
Municipal obligations	-	96	-	96
Corporate obligations	-	6,283	-	6,283
Foreign obligations	-	388	-	388
Equity mutual funds	17,255	-	-	17,255
Pooled separate accounts:				
Fixed income	22,902	-	-	22,902
Domestic equity	546	-	-	546
Total assets at fair value	\$ 56,388	\$ 23,489	\$ -	\$ 79,877

Note 6 Property and Equipment

Property and equipment consisted of the following at June 30, 2013 and 2012

	(In Thousands)	
	2013	2012
Land	\$ 27,078	\$ 26,701
Land improvements	6,090	5,844
Leasehold improvements	5,264	5,208
Buildings and improvements	285,410	239,885
Major movable equipment	183,822	162,602
Total property and equipment	507,664	440,240
Less - Accumulated depreciation	220,471	196,960
Net depreciated value	287,193	243,280
Construction in progress	4,569	46,446
Property and equipment - Net	\$ 291,762	\$ 289,726

Mercy Health System Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note 6 Property and Equipment (Continued)

The Corporation completed a construction project to expand and renovate MWH in 2013. During 2013 and 2012, the Corporation placed approximately \$43,000,000 and \$27,500,000, respectively, of costs into service related to the project.

The remaining amounts in construction in progress relate to routine capital projects for renovating and updating the Corporation's facilities.

Note 7 Long-Term Debt

Long-term debt consisted of the following at June 30, 2013 and 2012

	(In Thousands)	
	2013	2012
Equipment loans and other	\$ 7,349	\$ 5,184
Less:		
Current maturities	1,817	1,335
Long-term portion	\$ 5,532	\$ 3,849

The carrying value of long-term debt approximates its fair value.

Mercy Health System Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note 7 Long-Term Debt (Continued)

Scheduled payments of principal on long-term debt at June 30, 2013, including current maturities, are summarized as follows

	(In Thousands)	
2014	\$	1,817
2015		1,736
2016		1,519
2017		1,087
2018		855
Thereafter		335
Total	\$	7,349

Note 8 Related-Party Transactions

The Corporation had the following receivables (payables) with affiliated entities at June 30, 2013 and 2012

	(In Thousands)	
	2013	2012
MAI.		
Long-term borrowings	\$ (206,037)	\$ (210,051)
Other	1,388	405
Mercy Assisted Care, Inc.	130	(272)
Mercy Harvard Hospital, Inc.	4,652	(577)
Total related-party payables - Net	\$ (199,867)	\$ (210,495)

Mercy Health System Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note 8 **Related-Party Transactions** (Continued)

Beginning with the year ended June 30, 2005, substantially all long-term borrowings are done by MAI through the issuance of revenue bonds. The proceeds from the revenue bonds issued by MAI are loaned to affiliated entities, at interest rates from 4.39% to 4.68%, through intercompany payables. The Obligated Group for these borrowings includes MHSC and MAI, along with Mercy Assisted Care, Inc. (MAC) and Mercy Harvard Hospital, Inc. (MHH), affiliated entities. All members of the Obligated Group are jointly and severally liable for the debt, and the Obligated Group has pledged as security for long-term debt substantially all of its property, equipment, and revenue. As of June 30, 2013, total principal of revenue bonds outstanding, for which each member of the Obligated Group is jointly and severally liable debt, totaled \$205,625,000. The revenue bond agreements contain various restrictive covenants. Management believes the Obligated Group is in compliance with restrictive covenants at June 30, 2013.

Amounts due to MAI related to long-term borrowings plus allocated unamortized premiums totaled \$206,037,000 and \$210,051,000 at June 30, 2013 and 2012, respectively. Current maturities of these borrowings were \$3,724,000 and \$3,562,000 at June 30, 2013 and 2012, respectively, and are included in current liabilities in the accompanying consolidated balance sheets. The portion of the revenue bond proceeds allocated to the Corporation that have not yet been expended and an allocation of debt service reserve funds are included in assets limited as to use. Interest expense includes \$7,886,000 and \$2,451,000 for the years ended June 30, 2013 and 2012, respectively, related to these intercompany borrowings. In addition, the Corporation capitalized \$1,441,000 and \$702,000 of interest expense during 2013 and 2012, respectively, related to these borrowings.

Mercy Health System Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note 8 Related-Party Transactions (Continued)

Scheduled principal payments on long-term intercompany borrowings reflect the scheduled maturities of the underlying revenue bonds held by MAI and are as follows at June 30, 2013

	(In Thousands)	
2014	\$	3,852
2015		4,342
2016		4,539
2017		4,736
2018		4,994
Thereafter		183,574
Total	\$	206,037

MHSC transferred cash of \$5,000,000 to MAI during the years ended June 30, 2012. No funds were transferred in 2013.

Note 9 Patient Service Revenue (Net of Contractual Allowances and Discounts)

The following table sets forth the detail of net patient service revenue (net of contractual allowances and discounts) for the years ended June 30, 2013 and 2012

	(In Thousands)	
	2013	2012
Gross patient service revenue	\$ 895,638	\$ 857,097
Deductions - Contractual allowances and discounts.		
Medicare	(209,038)	(201,380)
Medicaid	(87,621)	(81,872)
Managed care	(61,220)	(55,239)
Commercial and other	(135,638)	(128,130)
Uninsured patients	(6,384)	(5,854)
Patient service revenue (net of contractual allowances and discounts)	\$ 395,737	\$ 384,622

Mercy Health System Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note 9 Patient Service Revenue (Net of Contractual Allowances and Discounts) (Continued)

During 2013 and 2012, approximately 30.3% and 28.0% of the Corporation's patient service revenue (net of contractual allowances and discounts) related to patients participating in the Medicare and Medicaid programs.

Patient service revenue (net of contractual allowances and discounts) recognized in the year ended June 30, from these major payor sources is as follows.

	(In Thousands)	
	2013	2012
Medicare, Medicaid, Managed care, and commercial and other	\$ 374,300	\$ 365,580
Uninsured patients	21,437	19,042
Patient service revenue (net of allowances and discounts)	\$ 395,737	\$ 384,622

Note 10 Retirement Plans

The Corporation has a defined benefit noncontributory retirement plan (the "Plan") which covers its employees who work more than 1,000 hours annually in addition to meeting certain eligibility requirements as specified in the Plan. All assets of the Plan, principally marketable securities, are held in a separate bank-administered trust. The funding policy is to contribute amounts sufficient to meet the minimum funding requirements set forth in the Employee Retirement Income Security Act of 1974.

Mercy Health System Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note 10 Retirement Plans (Continued)

The following table provides further information about the Plan as of the Plan years ended June 30, 2013 and 2012

	(In Thousands)	
	2013	2012
Change in benefit obligation.		
Benefit obligation at beginning of year	\$ 106,413	\$ 94,053
Service cost	6,674	6,769
Interest cost	4,489	4,833
Plan amendments	-	-
Benefits paid	(6,136)	(6,066)
Actuarial (gain) loss	(79)	6,824
Benefit obligation at end of year	111,361	106,413
Change in plan assets		
Fair value of plan assets at beginning of year	75,023	70,304
Actual return on plan assets	7,914	497
Employer contributions	8,035	10,288
Benefits paid	(6,136)	(6,066)
Fair value of plan assets at end of year	84,836	75,023
Funded status	\$ (26,525)	\$ (31,390)
Accumulated benefit obligation	\$ 107,112	\$ 101,513

Mercy Health System Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note 10 Retirement Plans (Continued)

Amounts recognized in the accompanying consolidated balance sheets at June 30, 2013 and 2012, consisted of

	(In Thousands)	
	2013	2012
Current liability - Other accrued expenses	\$ 6,945	\$ 6,501
Long-term liability	19,580	24,889
Total	\$ 26,525	\$ 31,390
Total net assets - Unrestricted		
Prior service cost	\$ 514	\$ 621
Net actuarial loss	21,026	24,193
Total amount recognized in net assets	\$ 21,540	\$ 24,814

Pension expense for the years ended June 30, 2013 and 2012, was comprised of the following

	(In Thousands)	
	2013	2012
Pension expense		
Service cost	\$ 6,674	\$ 6,769
Interest cost	4,489	4,833
Expected return on assets	(5,890)	(5,567)
Amortization of prior service cost	107	107
Amortization of unrecognized actuarial loss	1,064	293
Total pension expense	6,444	6,435
Other changes in plan assets and benefit obligations recognized in other changes in net assets.		
Net actuarial (gain) loss	(2,103)	11,894
Amortization of actuarial loss	(1,064)	(293)
Amortization of prior service cost	(107)	(107)
Total recognized in other changes in net assets	(3,274)	11,494
Total recognized as pension expense and other changes in net assets	\$ 3,170	\$ 17,929

Mercy Health System Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note 10 Retirement Plans (Continued)

The estimated prior service cost and actuarial loss that will be amortized from net assets into pension expense over the next fiscal year is \$1,185,000.

Weighted average assumptions used as of June 30, the measurement date, in developing the benefit obligation are as follows

	2013	2012
Discount rate for obligation	4.60%	4.35%
Discount rate for net periodic cost	4.35%	5.30%
Expected long-term return on plan assets	7.50%	7.50%
Rate of compensation increase for obligation	2.0%	2.0%
	1.5% grading to	1.0% grading to
Rate of compensation increase for net periodic cost	2.0%	2.5%

To develop the expected long-term rate of return on assets assumption, the Corporation considered the historical returns and future expectations for returns in each asset class, as well as targeted asset allocation percentages within the Plan portfolio.

The Corporation intends to provide an appropriate range of investment options that span the risk/return spectrum. The investment options allow for an investment portfolio consistent with Plan circumstances, goals, time horizons, and tolerance for risk.

Mercy Health System Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note 10 Retirement Plans (Continued)

The Corporation's asset allocations at June 30, are as follows.

	2013	2012
Asset category		
Cash and cash equivalents	1.7%	1.4%
Government and agency obligations	-	2.7%
Corporate obligations	-	1.0%
Foreign bonds	-	0.3%
Pooled separate accounts.		
Fixed income	47.0%	12.8%
Domestic equity	46.5%	46.1%
International real estate	4.8%	-
International equity	-	10.5%
Common stocks	-	7.4%
Common trust fund	-	17.8%
Totals	100.0%	100.0%

The following table sets forth by level, within the fair value hierarchy, the Corporation's Plan assets at fair values as of June 30, 2013 and 2012

	(In Thousands)			Total
	2013			
	Level 1	Level 2	Level 3	
Cash equivalents	\$ -	\$ 1,421	\$ -	\$ 1,421
Pooled separate accounts.				
Fixed income	-	39,867	-	39,867
Domestic equity	-	39,469	-	39,469
International real estate	-	4,079	-	4,079
Total assets at fair value	\$ -	\$ 84,836	\$ -	\$ 84,836

Mercy Health System Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note 10 Retirement Plans (Continued)

	(In Thousands)			
	2012			
	Level 1	Level 2	Level 3	Total
Cash equivalents	\$ -	\$ 1,033	\$ -	\$ 1,033
Government and agency obligations	-	2,035	-	2,035
Corporate obligations	-	733	-	733
Foreign bonds	-	199	-	199
Pooled separate accounts				
Fixed income	9,593	-	-	9,593
Domestic equity	34,554	-	-	34,554
International equity	7,861	-	-	7,861
Common stocks	5,580	-	-	5,580
Common trust fund	-	13,435	-	13,435
Total assets at fair value	\$ 57,588	\$ 17,435	\$ -	\$ 75,023

The following table sets forth additional disclosures of the Corporation's investments whose fair value is estimated at net asset value per share as of June 30.

Investment	2013			
	(In Thousands) Fair Value	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Pooled separate accounts				
Fixed income funds (a)	\$ 39,867	-	Continuously	N/A
Domestic equity (b)	39,469	-	Continuously	N/A
International real estate (c)	4,079	-	Continuously	N/A

Mercy Health System Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note 10 Retirement Plans (Continued)

Investment	2012			
	(In Thousands) Fair Value	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Common trust fund (a)	13,435	-	Continuously	N/A

(a) Invests mainly in bonds, or debt of a company or government entity (including U.S. and non-U.S.).

(b) Invests in stock or shares of ownership of U.S. companies.

(c) Invests in ventures or entities that hold a variety of foreign properties

The Corporation expects to contribute \$11,200,000 to the Plan in fiscal 2014.

Benefit payments are expected to be paid as follows

	(In Thousands)
2014	\$ 6,945
2015	6,826
2016	8,303
2017	9,057
2018	10,192
Years 2019 through 2023	59,022

Mercy Health System Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note 10 Retirement Plans (Continued)

The Corporation also participates in a contributory tax-deferred annuity plan, which covers all employees at least 18 years of age with one year of service. Employees may contribute up to 4% of compensation to the annuity plan on a tax-deferred basis, plus additional amounts subject to a regulatory limit. The Corporation may contribute discretionary amounts up to 50% of employees' tax-deferred contribution, up to 4% of compensation. Total contribution expense for the annuity plan was \$2,240,000 and \$1,842,000 for the years ended June 30, 2013 and 2012, respectively.

The Corporation also contributes to a multi-employer defined benefit plan which covers employees pursuant to the terms of collective bargaining agreements. Total contribution expense for the multi-employer defined benefit plan was \$235,000 and \$218,000 for the years ended June 30, 2013 and 2012, respectively. The Corporation also contributes to a 401(k) plan for this same group of employees an amount, based on a matching percentage of participant contributions, set by the terms of collective bargaining agreements. Total contribution expense for the 401(k) plan was \$94,000 and \$77,000 for the years ended June 30, 2013 and 2012, respectively.

The Corporation also sponsors deferred compensation programs covering certain physicians and officers. Investments and corresponding liabilities totaling \$7,493,000 and \$6,124,000 at June 30, 2013 and 2012, respectively, are included in the accompanying consolidated balance sheets. Total deferred compensation expense was \$1,420,000 and \$1,365,000 in 2013 and 2012, respectively.

Mercy Health System Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note 11 **Operating Leases**

The Corporation leases office space, office equipment, and certain medical equipment from unrelated organizations. Total rental expense was approximately \$3,248,000 and \$3,157,000 in 2013 and 2012, respectively. Future minimum lease payments, by year and in the aggregate, under non-cancelable lease agreements are summarized as follows.

	(In Thousands)
2014	\$ 1,347
2015	653
2016	445
2017	385
2018	140
Total minimum lease payments	<u>\$ 2,970</u>

Note 12 **Malpractice Insurance**

The Corporation manages a self-insurance program for its professional liability on a claims-made basis. The Corporation retains the first \$1,000,000 per occurrence and \$3,000,000 per year for Wisconsin claims. Coverage against losses in excess of these amounts is maintained through mandatory participation in the Patients' Compensation Fund of the State of Wisconsin. For Illinois claims, the Corporation generally retains the first \$2,000,000 of loss per claim and has purchased an umbrella policy that provides excess coverage.

The Corporation has provided a reserve of \$20,677,000 and \$26,250,000 for potential claims for services provided to patients through June 30, 2013 and 2012, respectively, which have not yet been asserted. These amounts are included in other accrued expenses in the accompanying consolidated balance sheets.

Mercy Health System Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note 13 Concentration of Credit Risk

Financial instruments that potentially subject the Corporation to credit risk consist principally of accounts receivable and cash deposits in excess of insured limits in financial institutions.

The mix of receivables from patients and third-party payors is as follows at June 30, 2013 and 2012

	2013	2012
Medicare	27%	22%
Medicaid	8%	11%
Other third-party payors	33%	37%
Patients	32%	30%
Totals	100%	100%

The Corporation maintains depository relationships with area financial institutions that are Federal Deposit Insurance Corporation (FDIC) insured institutions. The Corporation maintains cash in accounts at these institutions which are insured by the FDIC up to \$250,000. At June 30, 2013, the Corporation's deposits exceeded the insured limits by approximately \$17,640,000.

Note 14 Functional Expenses

The Corporation provides general health care services to residents within its geographic location and contracts with various health care providers to provide medical services to members insured by MCIC. Expenses related to providing these services are as follows.

	(In Thousands)	
	2013	2012
Health care services	\$ 340,218	\$ 334,351
General and administrative	119,501	118,210
Total expenses	\$ 459,719	\$ 452,561

Supplementary Information



Independent Auditor's Report on Supplementary Information

Board of Directors
Mercy Health System Corporation
Janesville, Wisconsin

We have audited the basic consolidated financial statements of Mercy Health System Corporation and Subsidiaries as of and for the years ended June 30, 2013 and 2012, and our report thereon dated August 15, 2013, which expressed an unmodified opinion on those consolidated financial statements, appears on page 1. Our audits were conducted for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The supplementary information appearing on pages 40 through 43 is presented for purposes of additional analysis and is not a required part of the basic consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the basic consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States. In our opinion, the information is fairly presented in all material respects in relation to the basic consolidated financial statements taken as a whole.

A handwritten signature in cursive script that reads 'Wipfli LLP'.

Wipfli LLP

August 15, 2013
Milwaukee, Wisconsin

Mercy Health System Corporation and Subsidiaries

Consolidating Balance Sheet

June 30, 2013

<i>Assets</i>	(In Thousands)				
	Mercy Health System Corporation	MercyCare Insurance Company	Mercy Foundation, Inc.	Eliminations	Mercy Health System Corporation Consolidated
Current assets					
Cash and cash equivalents	\$ 8,648	\$ 1,995	\$ 101	\$ -	\$ 10,744
Patient accounts receivable - Net	78,130	-	-	(1,310)	76,820
Supplies	10,104	-	-	-	10,104
Prepaid expenses	5,604	-	-	(1,919)	3,685
Due from third-party payors	546	-	-	-	546
Due from related party	6,224	-	-	(37)	6,187
Other receivables	5,972	2,955	-	-	8,927
Total current assets	115,228	4,950	101	(3,266)	117,013
Assets limited as to use	31,295	25,948	1,515	-	58,758
Property and equipment - Net	291,762	-	-	-	291,762
Other assets					
Unamortized debt issuance costs - Net	2,168	-	-	-	2,168
Investment in subsidiary	18,985	-	-	(18,985)	-
Other	1,317	753	-	-	2,070
Total other assets	22,470	753	-	(18,985)	4,238
TOTAL ASSETS	\$ 460,755	\$ 31,651	\$ 1,616	\$ (22,251)	\$ 471,771
<i>Liabilities and Net Assets</i>					
Current liabilities					
Current maturities of long-term debt	\$ 1,817	\$ -	\$ -	\$ -	\$ 1,817
Accounts payable					
Trade	8,391	-	-	-	8,391
Construction	695	-	-	-	695
Salaries, wages, and payroll taxes	23,084	-	-	-	23,084
Due to related party	3,869	21	16	(37)	3,869
Other accrued expenses	32,929	12,645	-	(3,229)	42,345
Total current liabilities	70,785	12,666	16	(3,266)	80,201
Long-term liabilities					
Long-term debt, less current maturities	5,532	-	-	-	5,532
Deferred compensation	7,493	-	-	-	7,493
Pension liability	19,580	-	-	-	19,580
Due to related party, less current portion	202,185	-	-	-	202,185
Total long-term liabilities	234,790	-	-	-	234,790
Total liabilities	305,575	12,666	16	(3,266)	314,991
Total net assets - Unrestricted	155,180	18,985	1,600	(18,985)	156,780
TOTAL LIABILITIES AND NET ASSETS	\$ 460,755	\$ 31,651	\$ 1,616	\$ (22,251)	\$ 471,771

See Independent Auditor's Report on Supplementary Information.

Mercy Health System Corporation and Subsidiaries

Consolidating Balance Sheet (Continued)

June 30, 2012

<i>Assets</i>	(In Thousands)				
	Mercy Health System Corporation	MercyCare Insurance Company	Mercy Foundation, Inc	Eliminations	Mercy Health System Corporation Consolidated
Current assets					
Cash and cash equivalents	\$ 4,524	\$ 373	\$ 139	\$ -	\$ 5,036
Patient accounts receivable - Net	67,720	-	-	(1,279)	66,441
Supplies	10,181	-	-	-	10,181
Prepaid expenses	4,620	-	-	(1,726)	2,894
Due from third-party payors	853	-	-	-	853
Due from related party	588	-	88	(271)	405
Other receivables	3,358	3,233	-	-	6,591
Total current assets	91,844	3,606	227	(3,276)	92,401
Assets limited as to use	53,568	23,278	1,390	-	78,236
Property and equipment - Net	289,726	-	-	-	289,726
Other assets					
Unamortized debt issuance costs - Net	2,274	-	-	-	2,274
Investment in subsidiary	14,544	-	-	(14,544)	-
Other	1,332	375	-	-	1,707
Total other assets	18,150	375	-	(14,544)	3,981
TOTAL ASSETS	\$ 453,288	\$ 27,259	\$ 1,617	\$ (17,820)	\$ 464,344
<i>Liabilities and Net Assets</i>					
Current liabilities					
Current maturities of long-term debt	\$ 1,335	\$ -	\$ -	\$ -	\$ 1,335
Accounts payable					
Trade	5,971	-	-	-	5,971
Construction	3,500	-	-	-	3,500
Salaries, wages, and payroll taxes	23,802	-	-	-	23,802
Due to related party	4,499	18	165	(271)	4,411
Other accrued expenses	38,760	12,697	-	(3,005)	48,452
Total current liabilities	77,867	12,715	165	(3,276)	87,471
Long-term liabilities					
Long-term debt, less current maturities	3,849	-	-	-	3,849
Deferred compensation	6,124	-	-	-	6,124
Pension liability	24,889	-	-	-	24,889
Due to related party, less current portion	206,489	-	-	-	206,489
Total long-term liabilities	241,351	-	-	-	241,351
Total liabilities	319,218	12,715	165	(3,276)	328,822
Total net assets - Unrestricted	134,070	14,544	1,452	(14,544)	135,522
TOTAL LIABILITIES AND NET ASSETS	\$ 453,288	\$ 27,259	\$ 1,617	\$ (17,820)	\$ 464,344

See Independent Auditor's Report on Supplementary Information.

Mercy Health System Corporation and Subsidiaries

Consolidating Statement of Operations and Changes in Net Assets

Year Ended June 30, 2013

	(In Thousands)				
	Mercy Health System Corporation	MercyCare Insurance Company	Mercy Foundation, Inc.	Eliminations	Mercy Health System Corporation Consolidated
Revenue					
Patient service revenue (net of contractual allowances and discounts)	\$ 464,742	\$ -	\$ -	\$ (69,005)	\$ 395,737
Provision for bad debts	(20,829)	-	-	-	(20,829)
Net patient service revenue less provision for bad debts	443,913	-	-	(69,005)	374,908
Premium revenue	-	104,638	-	(15,008)	89,630
Other revenue	9,329	-	-	-	9,329
Total revenue	453,242	104,638	-	(84,013)	473,867
Expenses					
Salaries and wages	232,824	-	-	-	232,824
Employee benefits	50,573	-	-	(15,008)	35,565
Professional fees and purchased services	27,606	797	-	-	28,403
Medical claims and capitation payments	-	95,695	-	(69,005)	26,690
Medical supplies, other supplies, and drugs	73,572	-	-	-	73,572
Utilities	6,071	-	-	-	6,071
Insurance	1,038	-	-	-	1,038
Other	15,925	6,887	-	-	22,812
Depreciation and amortization	24,594	-	-	-	24,594
Interest	8,150	-	-	-	8,150
Total expenses	440,353	103,379	-	(84,013)	459,719
Income from operations	12,889	1,259	-	-	14,148
Nonoperating income - Net	5,375	1,088	84	(4,441)	2,106
Excess of revenue over expenses	18,264	2,347	84	(4,441)	16,254
Other changes in unrestricted net assets					
Change in net unrealized gains and losses on investments other than trading securities	(428)	2,094	64	-	1,730
Changes in pension obligation other than pension expense	3,274	-	-	-	3,274
Change in unrestricted net assets	21,110	4,441	148	(4,441)	21,258
Unrestricted net assets at beginning	134,070	14,544	1,452	(14,544)	135,522
Unrestricted net assets at end	\$ 155,180	\$ 18,985	\$ 1,600	\$ (18,985)	\$ 156,780

Mercy Health System Corporation and Subsidiaries

Consolidating Statement of Operations and Changes in Net Assets (Continued)

Year Ended June 30, 2012

	(In Thousands)				
	Mercy Health System Corporation	MercyCare Insurance Company	Mercy Foundation, Inc.	Eliminations	Mercy Health System Corporation Consolidated
Revenue					
Patient service revenue (net of contractual allowances and discounts)	\$ 456,797	\$ -	\$ -	\$ (72,175)	\$ 384,622
Provision for bad debts	(16,272)	-	-	-	(16,272)
Net patient service revenue less provision for bad debts	440,525	-	-	(72,175)	368,350
Premium revenue	-	105,970	-	(14,396)	91,574
Other revenue	6,680	-	-	-	6,680
Total revenue	447,205	105,970	-	(86,571)	466,604
Expenses					
Salaries and wages	227,033	-	-	-	227,033
Employee benefits	47,536	-	-	(14,396)	33,140
Professional fees and purchased services	24,109	756	-	-	24,865
Medical claims and capitation payments	-	101,530	-	(72,175)	29,355
Medical supplies, other supplies, and drugs	73,937	-	-	-	73,937
Utilities	5,550	-	-	-	5,550
Insurance	6,042	-	-	-	6,042
Other	17,585	7,129	-	-	24,714
Depreciation and amortization	22,080	-	-	-	22,080
Interest	5,845	-	-	-	5,845
Total expenses	429,717	109,415	-	(86,571)	452,561
Income (loss) from operations	17,488	(3,445)	-	-	14,043
Nonoperating income (loss) - Net	(1,964)	738	80	3,097	1,951
Excess (deficiency) of revenue over expenses	15,524	(2,707)	80	3,097	15,994
Other changes in unrestricted net assets					
Change in net unrealized gains and losses on investments other than trading securities	(234)	(390)	8	-	(616)
Changes in pension obligation other than pension expense	(11,494)	-	-	-	(11,494)
Transfers to affiliates - Net	(5,000)	-	-	-	(5,000)
Change in unrestricted net assets	(1,204)	(3,097)	88	3,097	(1,116)
Unrestricted net assets at beginning	135,274	17,641	1,364	(17,641)	136,638
Unrestricted net assets at end	\$ 134,070	\$ 14,544	\$ 1,452	\$ (14,544)	\$ 135,522