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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 10-01-2012, 2012, and ending 09-30-2013

B Check if applicable

☐ Address change

☐ Name change

☐ Initial return

☐ Terminated

☐ Amended return

☐ Application pending

C Name of organization

EXETER HEALTH RESOURCES INC

Doing Business As

Number and street (or P O box if mail is not delivered to street address)

5 ALUMNI DRIVE

Room/suite

City or town, state or country, and ZIP + 4

EXETER, NH 03833

F Name and address of principal officer

KEVIN CALLAHAN

5 ALUMNI DRIVE

EXETER, NH 03833

H(a) Is this a group return for affiliates?

☐ Yes

☒ No

H(b) Are all affiliates included?

☐ Yes

☐ No

If "No," attach a list (see instructions)

H(c) Group exemption number

D Employer identification number

02-0222126

E Telephone number

(603) 580-6695

G Gross receipts \$

9,297,863

I Tax-exempt status

☒ 501(c)(3)

☐ 501(c) ()

☐ (Insert no)

☐ 4947(a)(1) or

☐ 527

J Website:

WWW.EXETERHOSPITAL.COM

K Form of organization

☒ Corporation

☐ Trust

☐ Association

☐ Other

L Year of formation

1985

M State of legal domicile

NH

Part I Summary				
Activities & Governance	1	Briefly describe the organization's mission or most significant activities EXETER HEALTH RESOURCES, INC IS THE HOLDING COMPANY FOR EXETER HOSPITAL, INC , A TAX-EXEMPT 100-BED ACUTE CARE HOSPITAL, EXETER HEALTHCARE, INC , A TAX-EXEMPT ENTITY WHICH CEASED PATIENT CARE OPERATIONS AUGUST 2012 WITH THE COMPANY BEING DISSOLVED AND ASSETS MERGED INTO EXETER HOSPITAL, INC ON AUGUST 31, 2013, ROCKINGHAM VISITING NURSE ASSOCIATION AND HOSPICE, INC , A TAX-EXEMPT HOME HEALTH AND HOSPICE AGENCY, VX HEALTH SERVICES (SYNERGY), A WELLNESS/FITNESS CENTER WHICH CLOSED SERVICES IN DECEMBER 2012, CORE PHYSICIANS LLC, A TAX-EXEMPT MULTI-SPECIALTY PHYSICIAN GROUP PRACTICE, AND EXETER MED REAL, INC, A TAX-EXEMPT REAL ESTATE HOLDING COMPANY		
	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)	13	
	4	Number of independent voting members of the governing body (Part VI, line 1b)	10	
	5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	27	
	6	Total number of volunteers (estimate if necessary)	0	
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	8,830	
	7b	Net unrelated business taxable income from Form 990-T, line 34	0	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year 71,710	Current Year 0
	9	Program service revenue (Part VIII, line 2g)	6,226,507	8,068,571
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7 d)	695,126	1,169,868
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	54,413	56,981
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	7,047,756	9,295,420
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	13,000	7,288
	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)	5,101,356	6,788,496
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b	Total fundraising expenses (Part IX, column (D), line 25) <input type="checkbox"/> 0		
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	1,121,795	1,383,568
	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	6,236,151	8,179,352
	19	Revenue less expenses Subtract line 18 from line 12	811,605	1,116,068
Net Assets or Fund Balances			Beginning of Current Year	End of Year
	20	Total assets (Part X, line 16)	255,577,983	255,597,175
	21	Total liabilities (Part X, line 26)	9,636,777	6,928,836
	22	Net assets or fund balances Subtract line 21 from line 20	245,941,206	248,668,339

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

KEVIN J O'LEARY TREASURER

Type or print name and title

2014-05-09

Date

Paid Preparer Use Only

Print/Type preparer's name

WILLIAM G STEELE JR CPA

Preparer's signature

Date

2014-05-13

Check ☐ if self-employed

PTIN

P00233103

Firm's name

WILLIAM STEELE & ASSOCIATES PC

Firm's EIN

02-0383073

Firm's address

40 STARK STREET

MANCHESTER, NH 03101

Phone no

(603) 622-8881

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

☒ Yes☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2012)

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















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.

[illegible]

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

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> 	1 Yes	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?	2	No
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>	3	No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	4	No
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>	5	No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> 	6	No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> 	7	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> 	8	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> 	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> 	10 Yes	
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> 	11a Yes	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i> 	11b 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> 	11c	No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i> 	11d	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> 	11e 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> 	11f Yes	
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> 	12a	No
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> 	12b Yes	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	14b	No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>	15	No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>	16	No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I (see instructions)</i>	17	No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	18	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>	19	No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	20a	No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV

Checklist of Required Schedules (continued)

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		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, 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	Yes	
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.	22	
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	0	
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	2a	27
b	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).	2b	Yes
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	Yes
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	3b	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?	5a	No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c	
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?	6a	No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7 Organizations that may receive deductible contributions under section 170(c).			
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8822?	7c	No
d	If "Yes," indicate the number of Forms 8822 filed during the year.	7d	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8	
9 Sponsoring organizations maintaining donor advised funds.			
a	Did the organization make any taxable distributions under section 4966?	9a	
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b	
10 Section 501(c)(7) organizations. Enter			
a	Initiation fees and capital contributions included on Part VIII, line 12.	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b	
11 Section 501(c)(12) organizations. Enter			
a	Gross income from members or shareholders.	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	11b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b	
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b	
c	Enter the amount of reserves on hand.	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b	

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to 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	13	
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	10	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	Yes
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	Yes
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	Yes
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	8a	Yes
8b	Each committee with authority to act on behalf of the governing body?	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

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

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	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?	10b	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes
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	12a	Yes
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	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	12c	Yes
13	Did the organization have a written whistleblower policy?	13	Yes
14	Did the organization have a written document retention and destruction policy?	14	Yes
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a	The organization's CEO, Executive Director, or top management official	15a	Yes
15b	Other officers or key employees of the organization	15b	Yes
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	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?	16b	

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed	NH
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. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> 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	KEVIN J O'LEARY 5 ALUMNI DRIVE EXETER, NH (603) 580-6695

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) KEVIN J CALLAHAN CEO/TRUSTEE	40 00 6 00	X		X				603,669	0	194,576
(2) GLENN MCKENZIE CHAIRMAN	1 00 0 00	X		X				0	0	0
(3) ROBERT A EBERLE VICE CHAIRMAN	1 00 0 00	X		X				0	0	0
(4) ROSS GITTELL PHD TRUSTEE	1 00 0 00	X						0	0	0
(5) KATIE D PAINE TRUSTEE	1 00 0 00	X						0	0	0
(6) JOSEPH ARMY TRUSTEE	1 00 0 00	X						0	0	0
(7) WILLIAM SCHLEYER TRUSTEE	1 00 0 00	X						0	0	0
(8) J BONNIE NEWMAN TRUSTEE	1 00 0 00	X						0	0	0
(9) NANCY BRAESE DO EX-OFFICIO MEMBER	1 00 41 00	X						0	168,516	33,016
(10) ROBERT SCHOENBERGER TRUSTEE	1 00 0 00	X						0	0	0
(11) DAVID DONSKER MD TRUSTEE	1 00 0 00	X						0	0	0
(12) STEVE HERMANS TRUSTEE	1 00 0 00	X						0	0	0
(13) MAJ GEN JOSEPH SIMIONE TRUSTEE	1 00 0 00	X						0	0	0
(14) KEVIN J O'LEARY CFO/TREASURER	40 00 6 00			X				349,585	0	100,989
(15) CONSTANCE D SPRAUER SR VP LEGAL AFFAIRS, SECRETARY	40 00 4 00			X				264,743	0	33,086
(16) GLENN D KLINK VP MANAGED CARE/GOV'T RELA	40 00 0 00					X		211,135	0	43,048
(17) DEBRA CRESTA PRES CORE PHYS SVC	40 00 30					X		280,323	0	44,793

Part VII

1b	Sub-Total			
c	Total from continuation sheets to Part VII, Section A			
d	Total (add lines 1b and 1c)	2,405,557	168,516	581,723

2 Total number of individuals (including but not limited to those listed in Item 1) who received more than \$100,000 of reportable compensation from the organization. 15

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. 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
MEDTOUCH LLC 84 SHERMAN STREET SUITE 3 CAMBRIDGE MA 02140	ADVERTISING SERVICES, WEBSITE MAINTENANC	112,709
BENNETT GROUP INC 150 SPEEN STREET FRAMINGHAM MA 01701	ADVERTISING, CONSULTING SERVICES	111,318
EXETER HOSPITAL INC 5 ALUMNI DRIVE EXETER NH 03833	HR, ACCOUNTING SERVICES	102,032

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 ▶3

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			
	e	Government grants (contributions)	1e			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f			
	g	Noncash contributions included in lines 1a-1f \$				
	h	Total. Add lines 1a-1f				
Program Service Revenue	2a	MANAGEMENT FEES	Business Code 541610	8,068,571	8,059,741	8,830
	b					
	c					
	d					
	e					
	f	All other program service revenue				
	g	Total. Add lines 2a-2f		8,068,571		
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)	327,204		
4		Income from investment of tax-exempt bond proceeds				
5		Royalties				
6a		Gross rents	(i) Real 59,424	(ii) Personal		
b		Less rental expenses	2,443			
c		Rental income or (loss)	56,981			
d		Net rental income or (loss)	56,981	56,981		
7a		Gross amount from sales of assets other than inventory	(i) Securities 842,664	(ii) Other		
b		Less cost or other basis and sales expenses	0			
c		Gain or (loss)	842,664			
d		Net gain or (loss)	842,664			842,664
8a		Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a			
b		Less direct expenses	b			
c		Net income or (loss) from fundraising events				
9a		Gross income from gaming activities See Part IV, line 19	a			
b		Less direct expenses	b			
c		Net income or (loss) from gaming activities				
10a		Gross sales of inventory, less returns and allowances	a			
b		Less cost of goods sold	b			
c		Net income or (loss) from sales of inventory				
Miscellaneous Revenue		Business Code				
11a						
b						
c						
d	All other revenue					
e	Total. Add lines 11a-11d					
12	Total revenue. See Instructions		9,295,420	8,116,722	8,830	1,169,868

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.	7,288	7,288		
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.	1,217,997	1,217,997		
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.	3,888,232	3,888,232		
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	105,000	105,000		
9	Other employee benefits.	1,355,593	1,355,593		
10	Payroll taxes.	221,674	221,674		
11	Fees for services (non-employees):				
a	Management.				
b	Legal.	20,611		20,611	
c	Accounting.	53,500		53,500	
d	Lobbying.				
e	Professional fundraising services. See Part IV, line 17.				
f	Investment management fees.				
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).				
12	Advertising and promotion.	598,878	598,878		
13	Office expenses.	55,888	55,888		
14	Information technology.	9,039	9,039		
15	Royalties.				
16	Occupancy.	136,417	136,417		
17	Travel.	35,035	35,035		
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19	Conferences, conventions, and meetings.				
20	Interest.				
21	Payments to affiliates.				
22	Depreciation, depletion, and amortization.	82,705	82,705		
23	Insurance.	162,862	162,862		
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	CONSULTING	89,575	89,575		
b	REFRESHMENTS	54,108	54,108		
c	OUTSIDE SERVICES	43,106	43,106		
d	MISCELLANEOUS	41,236	41,236		
e	All other expenses	608	608		
25	Total functional expenses. Add lines 1 through 24e.	8,179,352	8,105,241	74,111	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)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			248,743	1	707,042
	2	Savings and temporary cash investments				2	
	3	Pledges and grants receivable, net				3	
	4	Accounts receivable, net				4	
	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			315,674	7	490,916
	8	Inventories for sale or use				8	
	9	Prepaid expenses and deferred charges			179,650	9	96,653
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	1,322,503	540,791	10c	461,771
	b	Less accumulated depreciation	10b	860,732			
	11	Investments—publicly traded securities				11	
	12	Investments—other securities See Part IV, line 11			245,682,652	12	244,269,407
	13	Investments—program-related See Part IV, line 11				13	
	14	Intangible assets				14	
	15	Other assets See Part IV, line 11			8,610,473	15	9,571,386
16	Total assets. Add lines 1 through 15 (must equal line 34)			255,577,983	16	255,597,175	
Liabilities	17	Accounts payable and accrued expenses			830,665	17	1,149,256
	18	Grants payable				18	
	19	Deferred revenue				19	
	20	Tax-exempt bond liabilities				20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D				21	
	22	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			8,806,112	25	5,779,580
	26	Total liabilities. Add lines 17 through 25			9,636,777	26	6,928,836
	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			225,161,485	27	227,958,635
28		Temporarily restricted net assets			1,205,370	28	1,119,382
29		Permanently restricted net assets			19,574,351	29	19,590,322
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			245,941,206	33	248,668,339
34		Total liabilities and net assets/fund balances			255,577,983	34	255,597,175

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	9,295,420
2	Total expenses (must equal Part IX, column (A), line 25)	2	8,179,352
3	Revenue less expenses Subtract line 2 from line 1	3	1,116,068
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	245,941,206
5	Net unrealized gains (losses) on investments	5	1,455,298
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	155,767
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	248,668,339

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 checked="" type="checkbox"/> Consolidated basis <input 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)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

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

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization EXETER HEALTH RESOURCES INC	Employer identification number 02-0222126
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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	<input type="checkbox"/>	A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
2	<input type="checkbox"/>	A school described in section 170(b)(1)(A)(ii). (Attach Schedule E)
3	<input type="checkbox"/>	A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
4	<input type="checkbox"/>	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	<input type="checkbox"/>	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	<input type="checkbox"/>	A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
7	<input type="checkbox"/>	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	<input type="checkbox"/>	A community trust described in section 170(b)(1)(A)(vi) (Complete Part II)
9	<input type="checkbox"/>	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	<input type="checkbox"/>	An organization organized and operated exclusively to test for public safety See section 509(a)(4).
11	<input checked="" type="checkbox"/>	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 <div>a <input type="checkbox"/> Type I b <input checked="" type="checkbox"/> Type II c <input type="checkbox"/> Type III - Functionally integrated d <input type="checkbox"/> Type III - Non-functionally integrated</div>
e	<input checked="" type="checkbox"/>	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 <input type="checkbox"/>
g		Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons? <div>(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?</div>
h		Provide the following information about the supported organization(s)

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
See Additional Data Table									
Total									0

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 IIISupport 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 ▶						

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

Additional Data

Software ID:
Software Version:
EIN: 02-0222126
Name: EXETER HEALTH RESOURCES INC

Form 990, Sch A, Part I, Line 11h - Provide the following information about the supported organization(s).

(i) Name of Supported Organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section)	(iv) Is the organization in (i) listed in your governing document?		(v) Did you notify the organization in (i) of your support?		(vi) Is the organization in (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
EXETER HOSPITAL INC	222674014	3	Yes		Yes		Yes		0
EXETER HEALTHCARE INC	020360966	9		No	Yes		Yes		0
RVNA	020274905	9		No	Yes		Yes		0
CORE PHYSICIANS LLC	870807914	9		No	Yes		Yes		0
MATRIX HEALTH INC	020473737	509(A)(3)		No	Yes		Yes		0

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization EXETER HEALTH RESOURCES INC	Employer identification number 02-0222126
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Part I

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

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

Part II

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

1

Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or education)☐ Preservation of an historically important land area☐ Protection of natural habitat☐ Preservation of a certified historic structure☐ Preservation of open space

2

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

	Held at the End of the Year
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, and not on a historic structure listed in the National Register

3

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

4

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

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes☐ No

6

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

7

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

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

☐ Yes☐ No

9

In Part 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

▶ \$ _____

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

Cat No 52283D

Schedule D (Form 990) 2012

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

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

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

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part 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	b (c)Two years back	(d)Three years back	(e)Four years back
1a Beginning of year balance	3,899,278	3,904,419	3,921,519	3,931,063	4,265,621
b Contributions	1,709	2,879	2,537	8,311	7,182
c Net investment earnings, gains, and losses					
d Grants or scholarships					341,740
e Other expenditures for facilities and programs	-85,003	-8,020	-19,639	-17,855	
f Administrative expenses					
g End of year balance	3,815,984	3,899,278	3,904,419	3,921,519	3,931,063

2

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

a

Board designated or quasi-endowment

16 490 %

b

Permanent endowment

83 510 %

c

Temporarily restricted endowment

0 %

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

(i) unrelated organizations

3a(i)

☐ Yes

☐ No

(ii) related organizations

3a(ii)

☐ Yes

☐ No

b

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

☐ Yes

☐ No

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		204,202		204,202
b Buildings		922,122	720,662	201,460
c Leasehold improvements				
d Equipment		196,179	140,070	56,109
e Other				
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				461,771

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	
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	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b		4c	
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)		5	

Part XII

Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

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

Part 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
DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	THE GOAL OF THE PERMANENT ENDOWMENT FUND IS TO PROVIDE A SOURCE OF FINANCIAL SUPPORT TO EXETER'S PATIENT CARE ACTIVITIES. THESE FUNDS ARE INVESTED IN A PRUDENT MANNER WITH REGARD TO PRESERVING PRINCIPAL WHILE PROVIDING REASONABLE RETURNS. THESE RETURNS ARE THEN USED FOR CAPITAL EXPENDITURES, OTHER MAJOR PROGRAM NEEDS, AND TO GENERALLY INCREASE THE FINANCIAL STRENGTH OF THE ORGANIZATION. THE QUASI-ENDOWMENTS ARE FUNDS WHICH HAVE BEEN DONATED TO THE ORGANIZATION FOR A PURPOSE SPECIFIED BY THE DONOR. THESE FUNDS ARE HELD UNTIL USED FOR THE PURPOSE INTENDED BY THE DONOR.
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X, LINE 2	INCLUDED IN THE CONSOLIDATED AUDITED FINANCIAL STATEMENTS IS THE FOLLOWING "MANAGEMENT EVALUATED THE TAX POSITIONS OF THESE ENTITIES AND HAS CONCLUDED THAT THEY HAVE MAINTAINED THEIR TAX-EXEMPT STATUS, DO NOT HAVE ANY SIGNIFICANT UNRELATED BUSINESS INCOME, AND HAVE TAKEN NO UNCERTAIN TAX POSITIONS THAT REQUIRE ADJUSTMENT TO THE CONSOLIDATED FINANCIAL STATEMENTS."

Schedule J (Form 990) <div>Department of the Treasury Internal Revenue Service</div>	Compensation Information 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.	OMB No 1545-0047
		2012
		Open to Public Inspection

Name of the organization EXETER HEALTH RESOURCES INC	Employer identification number 02-0222126
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Part I	Questions Regarding Compensation		Yes	No	
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items				
	<div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Travel for companions</div><div><input checked="" type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Discretionary spending account</div></div> <div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input checked="" type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div>				
1b	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			No	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?		Yes		
3	Indicate which, if any, of the following the 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				
	<div><div><input checked="" type="checkbox"/> Compensation committee</div><div><input checked="" type="checkbox"/> Independent compensation consultant</div><div><input type="checkbox"/> Form 990 of other organizations</div></div> <div><div><input type="checkbox"/> Written employment contract</div><div><input checked="" type="checkbox"/> Compensation survey or study</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div>				
	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			
	<div>4a</div> <div>4b</div> <div>4c</div>	<div>Receive a severance payment or change-of-control payment?</div> <div>Participate in, or receive payment from, a supplemental nonqualified retirement plan?</div> <div>Participate in, or receive payment from, an equity-based compensation arrangement?</div>		<div>No</div> <div>Yes</div> <div>No</div>	
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				
	<div>5a</div> <div>5b</div>	<div>The organization?</div> <div>Any related organization?</div>		<div>No</div> <div>No</div>	
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				
	<div>6a</div> <div>6b</div>	<div>The organization?</div> <div>Any related organization?</div>		<div>No</div> <div>No</div>	
If "Yes," to line 6a or 6b, describe in Part III					
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III		Yes		
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III			No	
	9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?			

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

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

Note. The sum of columns (B)(i)-(iii) 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				
(1)KEVIN J CALLAHAN CEO/TRUSTEE	(i) (ii)	509,869 0	0 0	93,800 0	167,500 0	27,076 0	798,245 0	0 0
(2)NANCY BRAESE DO EX-OFFICIO MEMBER	(i) (ii)	0 125,943	0 18,916	0 23,657	0 5,305	0 27,711	0 201,532	0 0
(3)KEVIN J O'LEARY CFO/TREASURER	(i) (ii)	296,066 0	0 0	53,519 0	83,000 0	17,989 0	450,574 0	0 0
(4)CONSTANCE D SPRAUER SR VP LEGAL AFFAIRS, SECRETARY	(i) (ii)	219,965 0	0 0	44,778 0	15,000 0	18,086 0	297,829 0	0 0
(5)GLENN D KLINK VP MANAGED CARE/GOV'T RELA	(i) (ii)	172,049 0	0 0	39,086 0	13,040 0	30,008 0	254,183 0	0 0
(6)DEBRA CRESTA PRES CORE PHYS SVC	(i) (ii)	252,204 0	0 0	28,119 0	15,000 0	29,793 0	325,116 0	0 0
(7)SUSAN BURNS-TISDALE SR VP CLINICAL OPERATIONS	(i) (ii)	245,658 0	0 0	31,214 0	15,000 0	27,613 0	319,485 0	0 0
(8)DAVID BRIDEN VP INFORMATION SERVICES	(i) (ii)	189,683 0	0 0	23,672 0	13,296 0	32,059 0	258,710 0	0 0
(9)MARK WHITNEY VP STRATEGIC PLANNING/COMMUNITY RELA	(i) (ii)	198,746 0	0 0	7,129 0	12,730 0	31,517 0	250,122 0	0 0

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	TAX INDEMNIFICATION AND GROSS UP PAYMENTS WERE PROVIDED TO KEVIN CALLAHAN, NANCY BRAESE DO, KEVIN O'LEARY, CONSTANCE SPRAUER, SUSAN BURNS-TISDALE, DEBRA CRESTA, MARK WHITNEY, DAVID BRIDEN AND GLENN KLINK (FOR ACQUISITION OF SUPPLEMENTAL LONG TERM DISABILITY INSURANCE) THE BENEFIT WAS TREATED AS TAXABLE INCOME. TRUSTEES ARE ELIGIBLE FOR DISCOUNTED MEMBERSHIP FEES AT A WELLNESS CENTER OWNED BY A SUBSIDIARY OF EXETER HEALTH RESOURCES. THE BENEFIT IS REPORTED AS TAXABLE INCOME TO THE TRUSTEE.
	PART I, LINE 1B	THERE WAS NO EXISTING POLICY CONCERNING TAX INDEMNIFICATION AND GROSS UP PAYMENTS. HOWEVER, IN THE INSTANCE OF SUCH ACTION RELATED TO THE ACQUISITION OF LONG TERM DISABILITY INSURANCE DESCRIBED ABOVE, THE TAX INDEMNIFICATION AND GROSS UP PAYMENTS WERE APPROVED BY THE BOARD OF TRUSTEES EXECUTIVE COMMITTEE COMPRISED OF DISINTERESTED PERSONS.
	PART I, LINE 4B	THE ORGANIZATION MAINTAINS A SPLIT DOLLAR SUPPLEMENTAL RETIREMENT PLAN FOR TWO EXECUTIVES (LISTED BELOW WITH AMOUNTS) SELECTED BY THE EXETER HEALTH RESOURCES BOARD OF TRUSTEES. THE PLAN IS CLOSED TO FUTURE PARTICIPANTS. THE PLAN PROVIDES FOR ANNUAL PAYMENTS OF PREMIUMS FOR LIFE INSURANCE POLICIES INSURING THE LISTED INDIVIDUALS. THOSE LIFE INSURANCE PREMIUMS ARE COLLATERALLY ASSIGNED TO THE CORPORATION AND ANY EXCESS ACCUMULATED VALUE IN THE POLICIES (NET OF ACCUMULATED PREMIUM PAYMENTS) ARE AVAILABLE TO BE PAID TO THE PARTICIPANT ONCE VESTED AT AGE 62. KEVIN CALLAHAN - EXCESS ACCUMULATED VALUE - \$1,118,815. KEVIN O'LEARY - EXCESS ACCUMULATED VALUE - \$466,844. CERTAIN OF THE LISTED EMPLOYEES PARTICIPATE IN A NONQUALIFIED DEFERRED COMPENSATION PLAN AS DESCRIBED IN INTERNAL REVENUE CODE SECTION 457(F) SPONSORED BY EXETER HEALTH RESOURCES. IN THE CALENDAR YEAR ENDED DEC 31, 2012, THE CONTRIBUTION TO THE PLAN FOR THE NON-VESTED BENEFIT OF KEVIN CALLAHAN WAS \$160,000 AND THE CONTRIBUTION TO THE PLAN FOR THE NON-VESTED BENEFIT OF KEVIN O'LEARY WAS \$68,000. PARTICIPANTS IN THE 457(F) PLAN DO NOT VEST UNTIL AGE 62.
	PART I, LINE 7	THE ORGANIZATION PROVIDES AN ANNUAL INCENTIVE COMPENSATION PLAN FOR EXECUTIVES SELECTED BY THE EXETER HEALTH RESOURCES BOARD OF TRUSTEES. THESE EXECUTIVES INCLUDE KEVIN CALLAHAN, KEVIN O'LEARY, CONSTANCE SPRAUER, SUSAN BURNS-TISDALE, DEBRA CRESTA, MARK WHITNEY, DAVID BRIDEN AND GLENN KLINK. THE BOARD AND /OR ITS EXECUTIVE COMMITTEE APPROVES MEASURABLE ACHIEVEMENT CRITERIA FOR QUALITY, PATIENT SATISFACTION, PROCESS IMPROVEMENT, FINANCIAL PERFORMANCE, SERVICES INNOVATION AND OTHER COMPELLING AREAS OF STRATEGIC AND OPERATIONAL INTEREST. ADDITIONALLY, THE BOARD AND /OR ITS EXECUTIVE COMMITTEE ESTABLISHES MINIMUM, TARGETED AND MAXIMUM LEVELS FOR INCENTIVE AWARDS AND APPROVES ALL AWARDS FOR PARTICIPATING EXECUTIVES. NANCY BRAESE DO IS COMPENSATED UNDER CORE PHYSICIANS, LLC'S COMPENSATION PROGRAM. COMPENSATION IS DETERMINED USING SURVEYS OF CURRENT COMPENSATION WITHIN COMPARABLE MARKETS AND THE ADVICE OF OUTSIDE CONSULTANTS. THE PHYSICIANS' COMPENSATION IS APPROVED BY CORE PHYSICIANS, LLC'S COMPENSATION COMMITTEE WHICH IS COMPRISED OF SYSTEM MANAGERS WHO ARE APPROVED BY THE EXETER HEALTH RESOURCES BOARD OF TRUSTEES.

Software ID:
Software Version:
EIN: 02-0222126
Name: EXETER HEALTH RESOURCES INC

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				
KEVIN J CALLAHAN	(i)	509,869	0	93,800	167,500	27,076	798,245	0
	(ii)	0	0	0	0	0	0	0
NANCY BRAESE DO	(i)	0	0	0	0	0	0	0
	(ii)	125,943	18,916	23,657	5,305	27,711	201,532	0
KEVIN J O'LEARY	(i)	296,066	0	53,519	83,000	17,989	450,574	0
	(ii)	0	0	0	0	0	0	0
CONSTANCE D SPRAUER	(i)	219,965	0	44,778	15,000	18,086	297,829	0
	(ii)	0	0	0	0	0	0	0
GLENN D KLINK	(i)	172,049	0	39,086	13,040	30,008	254,183	0
	(ii)	0	0	0	0	0	0	0
DEBRA CRESTA	(i)	252,204	0	28,119	15,000	29,793	325,116	0
	(ii)	0	0	0	0	0	0	0
SUSAN BURNS-TISDALE	(i)	245,658	0	31,214	15,000	27,613	319,485	0
	(ii)	0	0	0	0	0	0	0
DAVID BRIDEN	(i)	189,683	0	23,672	13,296	32,059	258,710	0
	(ii)	0	0	0	0	0	0	0
MARK WHITNEY	(i)	198,746	0	7,129	12,730	31,517	250,122	0
	(ii)	0	0	0	0	0	0	0

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 EXETER HEALTH RESOURCES INC	Employer identification number 02-0222126
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Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 6	THE MEMBERS OF THE ORGANIZATION ARE THE PERSONS SERVING AS TRUSTEES, EX-OFFICIO AND OTHERS SELECTED BY THE MEMBERS
	FORM 990, PART VI, SECTION A, LINE 7A	THE MEMBERS HAVE THE RIGHT TO ELECT THE "ELECTED TRUSTEES"
	FORM 990, PART VI, SECTION A, LINE 7B	THE DECISIONS OF THE GOVERNING BODY ARE SUBJECT TO APPROVAL BY THE MEMBERS OF THE ORGANIZATION
	FORM 990, PART VI, SECTION B, LINE 11	THE 990 IS PREPARED BY AN OUTSIDE TAX ACCOUNTANT WITH INFORMATION PROVIDED BY THE ORGANIZATION. THE 990 IS REVIEWED BY THE ORGANIZATION'S TREASURER THEN PRESENTED TO THE BOARD OF TRUSTEES BEFORE IT IS FILED WITH THE IRS
	FORM 990, PART VI, SECTION B, LINE 12C	THE BOARD OF TRUSTEES HAS ADOPTED A CONFLICT OF INTEREST POLICY THAT REQUIRES THE DISCLOSURE OF CONFLICTS OF INTEREST EITHER WHEN THE INTEREST BECOMES A MATTER OF POSSIBLE ACTION BY THE BOARD OR DURING AN ANNUAL DISCLOSURE PROCESS. TRUSTEES, OFFICERS, AND KEY EMPLOYEES, AS WELL AS ALL MEMBERS OF SENIOR MANAGEMENT, ARE PART OF THE ANNUAL DISCLOSURE PROCESS, WHICH IS INITIATED BY THE ISSUANCE OF A MEMORANDUM AND ACCOMPANYING QUESTIONNAIRE BY THE PRESIDENT AND CHIEF EXECUTIVE OFFICER (CEO). ALL DISCLOSURES ARE REVIEWED. ANY TRUSTEE WITH A CONFLICT OF INTEREST IS REQUIRED TO ABSTAIN FROM VOTING AND IS NOT INCLUDED IN A QUORUM DETERMINATION ON THE MATTER AND ANY OFFICER, KEY EMPLOYEE, OR MEMBER OF SENIOR MANAGEMENT WITH A CONFLICT DOES NOT TAKE PART IN MAKING AND IS NOT PRESENT FOR ANY DECISION REGARDING THE MATTER. THE POLICY IS MONITORED AND ENFORCED BY BOTH THE PRESIDENT AND CEO AND THE FULL BOARD. A SEPARATE ORGANIZATIONAL POLICY REQUIRES ALL EMPLOYEES TO DISCLOSE ANY CONFLICT OF INTEREST IN WRITING UPON HIRE. THEREAFTER, ON AN ANNUAL BASIS, STAFF WITHIN HUMAN RESOURCES WILL SURVEY ALL EMPLOYEES AND CONTRACTED STAFF SERVING IN A MANAGERIAL ROLE, AS WELL AS ALL MEMBERS OF ANY COMMITTEES THAT MAKE RECOMMENDATIONS OR DECISIONS REGARDING THE PURCHASE OF GOODS OR SERVICES BY EXETER HEALTH RESOURCES AS A MEANS TO ENSURE THAT ANY CONFLICT OF INTEREST, CONFLICT OF COMMITMENT AND/OR PERSONAL INTEREST IS DISCLOSED AND APPROPRIATELY MANAGED. EMPLOYEES OTHERWISE ARE REQUIRED TO MAKE ANY FURTHER WRITTEN DISCLOSURE AT THE TIME A CONFLICT ARISES. THIS POLICY IS MONITORED AND ENFORCED BY THE VICE PRESIDENT OF HUMAN RESOURCES AND THE VICE PRESIDENT OF CORPORATE INTEGRITY AND COMPLIANCE. ANY IDENTIFIED CONFLICT OF INTEREST IS MANAGED BY DISCLOSURE, RECUSAL, OR DIVESTITURE OF THE INTEREST.
	FORM 990, PART VI, SECTION B, LINE 15	THE ORGANIZATION HAS A FORMAL PROCESS FOR DETERMINING TOTAL COMPENSATION FOR THE CEO AND OTHER LISTED OFFICERS THAT IS INTENDED TO PROVIDE REASONABLE COMPENSATION FOR ACHIEVING THE ORGANIZATION'S MISSION, TO RECOGNIZE INDIVIDUAL AND TEAM PERFORMANCE, AND TO COMPLY WITH THE ORGANIZATION'S OBLIGATIONS AS A TAX-EXEMPT CHARITABLE ORGANIZATION. THE EXECUTIVE COMMITTEE OF THE ORGANIZATION'S BOARD OF TRUSTEES CONDUCTS AN ANNUAL REVIEW OF THE COMPENSATION OF THE CEO AND OTHER LISTED OFFICERS. IN DOING SO, THE COMMITTEE RETAINS A QUALIFIED INDEPENDENT COMPENSATION CONSULTANT TO CONDUCT COMPETITIVE MARKET ANALYSIS OF THE MARKET RANGES OF BASE, INCENTIVE AND TOTAL CASH COMPENSATION, AND TO PROVIDE ADVICE CONCERNING THE REASONABLENESS OF THE COMPENSATION OF THE CEO AND OTHER LISTED OFFICERS. THE COMMITTEE UTILIZES THAT ANALYSIS AND OTHER APPROPRIATE INFORMATION IN CONNECTION WITH ITS ANNUAL REVIEW AND MAKES RECOMMENDATIONS TO THE FULL BOARD FOR ADJUSTMENT OF THE CEO'S COMPENSATION AND THE COMPENSATION FOR OTHER LISTED OFFICERS. INFORMATION WHICH THE COMMITTEE MAY CONSIDER CAN INCLUDE BUT IS NOT LIMITED TO THE PERFORMANCE OF AN INDIVIDUAL AND/OR THAT INDIVIDUAL'S CONTRIBUTIONS TO A TEAM, THE PERFORMANCE OF THE ORGANIZATION IN WHOLE AND IN PART, THE ELEMENTS OF TOTAL COMPENSATION AND SALARY HISTORY, THE ORGANIZATION'S COMPENSATION TARGETS AND COMPARABILITY DATA, INCLUDING THE DATA PREPARED BY THE INDEPENDENT CONSULTANT AND REVIEWED WITH THE COMMITTEE. THE COMMITTEE INCORPORATES A PERFORMANCE APPRAISAL PROCESS IN THE CEO'S, AND THE LISTED OFFICERS' COMPENSATION REVIEW. THE CEO AND OTHER LISTED OFFICERS ARE NOT PRESENT WHEN THE COMMITTEE DISCUSSES THEIR RESPECTIVE COMPENSATION. IN ADDITION, THE COMMITTEE DETERMINES IF THE THRESHOLD REQUIREMENTS FOR INCENTIVE AWARDS ARE MET, CONSISTING OF THE ORGANIZATION'S PERFORMANCE RESULTS FOR QUALITY, OPERATING SYSTEM EXCELLENCE AND FINANCIAL PERFORMANCE. THE RESULTS OF THE COMMITTEE'S DELIBERATIONS ARE PRESENTED TO THE BOARD AND INCLUDE RECOMMENDATIONS CONCERNING SALARY RANGE ADJUSTMENTS AND INCENTIVE AWARDS AND THE BASIS FOR THE COMMITTEE'S DECISIONS / RECOMMENDATIONS. THE DELIBERATIONS OF THE BOARD ARE CONDUCTED IN EXECUTIVE SESSION WITH THE INDEPENDENT MEMBERS OF THE BOARD BUT DO INCLUDE THE CEO ONLY FOR THAT PERIOD OF TIME IN WHICH THE BOARD HAS QUESTIONS CONCERNING THE PERFORMANCE OF ANY LISTED OFFICER OTHER THAN THE CEO. THE BOARD REVIEWS THE CEO'S PERFORMANCE AND DETERMINES IF THE ADJUSTMENTS AND AWARDS RECOMMENDED BY THE COMMITTEE FOR THE CEO ARE IN THE ORGANIZATION'S BEST INTEREST AND FOR ITS BENEFIT. FOR THE OTHER LISTED OFFICER POSITIONS, ADJUSTMENTS AND INCENTIVE AWARDS ARE APPROVED UPON RECOMMENDATION OF THE CEO BY THE EXECUTIVE COMMITTEE WITHIN BOARD APPROVED PARAMETERS AND RATIFIED BY THE BOARD OF TRUSTEES.
	FORM 990, PART VI, SECTION C, LINE 19	THESE DOCUMENTS ARE AVAILABLE UPON REQUEST
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 9	EQUITY IN EARNINGS OF SUBSIDIARIES -3,985,657 PENSION LIABILITY ADJUSTMENT 4,211,441 INCREASE IN BENEFICIAL INTEREST 15,971 NET ASSETS RELEASED FROM RESTRICTIONS -129,584 RESTRICTED GIFTS, BEQUESTS, AND CONTRIBUTIONS 43,596

SCHEDULE R
(Form 990)

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
EXETER HEALTH RESOURCES INC

Employer identification number
02-0222126

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) EXETER HOSPITAL 5 ALUMNI DR EXETER, NH 03833 22-2674014	HOSPITAL	NH	501(C)(3)	3	EXETER HEALTH RESOURCES INC		No
(2) CORE PHYSICIANS LLC 5 ALUMNI DR EXETER, NH 03833 87-0807914	PHYSICIAN PRACTICES	NH	501(C)(3)	9	EXETER HEALTH RESOURCES INC		No
(3) EXETER HEALTHCARE 5 ALUMNI DR EXETER, NH 03833 02-0360966	SUBACUTE NURSING FACILITY	NH	501(C)(3)	9	EXETER HEALTH RESOURCES INC		No
(4) ROCKINGHAM VISITING NURSE ASSOC 5 ALUMNI DR EXETER, NH 03833 02-0274905	HOME CARE HOSPICE	NH	501(C)(3)	9	EXETER HEALTH RESOURCES INC		No
(5) MATRIX HEALTH 5 ALUMNI DR EXETER, NH 03833 02-0473737	MANAGE RESOURCES	NH	501(C)(3)	11	EXETER HEALTH RESOURCES INC		No
(6) EXETER MED REAL 5 ALUMNI DR EXETER, NH 03833 02-0418718	REAL ESTATE HOLDING	NH	501(C)(25)		EXETER HEALTH RESOURCES INC		No
(7) EXETER HEALTH RESOURCES SELF INS TRUST 5 ALUMNI DR EXETER, NH 03833 20-0753662	SELF INSURANCE TRUST	NH	501(C)(3)	11	EXETER HEALTH RESOURCES 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) CONVERGENT HEALTH SYSTEMS INC 5 ALUMNI DRIVE EXETER, NH 03833 02-1469711	WELLNESS CENTER	NH	EXETER HEALTH RESOURCES INC	C	-2,498	15,060	100 000 %		No
(2) VX HEALTH SERVICES 5 ALUMNI DRIVE EXETER, NH 03833 02-0469712	FITNESS CENTER	NH	CONVERGENT HEALTH SYSTEMS	C	-405,944		100 000 %		No
(3) EXETER MEDICAL SERVICES 5 ALUMNI DRIVE EXETER, NH 03833 02-0419850	INACTIVE PHYSICIAN PRACTICE	NH	CONVERGENT HEALTH SYSTEMS	C			100 000 %		No
(4) CORE HEALTH SERVICES OF MA 5 ALUMNI DRIVE EXETER, NH 03833 20-1598042	INACTIVE PHYSICIAN PRACTICE	MA	EXETER HEALTH RESOURCES INC	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		No
1b	Yes	
1c		No
1d		No
1e		No
1f		No
1g		No
1h		No
1i		No
1j	Yes	
1k	Yes	
1l	Yes	
1m	Yes	
1n		No
1o	Yes	
1p		No
1q		No
1r	Yes	
1s	Yes	

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
See Additional Data Table			

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

[illegible]

Software ID:

Software Version:

EIN: 02-0222126

Name: EXETER HEALTH RESOURCES INC

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

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
CORE PHYSICIANS LLC	R	7,700,000	CASH
EXETER HOSPITAL	S	11,528,700	CASH
EXETER HOSPITAL	L	5,857,723	CASH
EXETER HEALTHCARE	L	68,431	CASH
CORE PHYSICIANS LLC	L	1,369,612	CASH
ROCKINGHAM VISITING NURSE ASSN	L	304,359	CASH
EXETER MED REAL	K	71,236	CASH
EXETER HOSPITAL	M	102,032	CASH
VX HEALTH SERVICES	L	8,830	CASH
EXETER HOSPITAL	J	59,424	CASH
EXETER HOSPITAL	O	174,115	CASH
CORE PHYSICIANS LLC	O	356,810	CASH
ROCKINGHAM VISITING NURSE ASSN	O	30,726	CASH
EXETER HEALTHCARE	K	45,059	CASH
EXETER HEALTHCARE	R	865,000	CASH
CONVERGENT HEALTH SYSTEMS	R	540,700	CASH
EXETER HOSPITAL	R	89,765	CASH
EXETER HOSPITAL	K	7,268	
EXETER HOSPITAL	B	93,096	CASH
EXETER MED REAL	R	1,950,506	CASH