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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 **OCT 1, 2012** and ending **SEP 30, 2013**


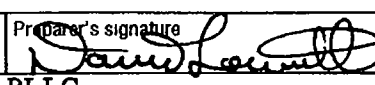
<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization <b>PROHEALTH CARE FOUNDATION, INC. F/K/A WAUKESHA MEMORIAL HOSPITAL FOUNDATION</b>		<b>D</b> Employer identification number <b>39-1314542</b>
	Doing Business As		<b>E</b> Telephone number <b>(262) 928-2981</b>
	Number and street (or P.O. box if mail is not delivered to street address) <b>725 AMERICAN AVE</b>	Room/suite	
	City, town, or post office, state, and ZIP code <b>WAUKESHA, WI 53188-5031</b>		<b>G</b> Gross receipts \$ <b>20,482,436.</b>
	<b>F</b> Name and address of principal officer <b>SUSAN EDWARDS</b> <b>SAME AS C ABOVE</b>		<b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) <b>H(c)</b> Group exemption number ▶
<b>I</b> 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			
<b>J</b> Website: ▶ <b>WWW.PROHEALTHCARE.ORG</b>			
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		<b>L</b> Year of formation: <b>1978</b> <b>M</b> State of legal domicile: <b>WI</b>	

**Part I Summary**

Activities & Governance	<b>1</b> Briefly describe the organization's mission or most significant activities: <b>TO SUPPORT CHARITABLE AND EDUCATIONAL HEALTH SERVICES.</b>		
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	<b>22</b>
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	<b>21</b>
	<b>5</b> Total number of individuals employed in calendar year 2012 (Part V, line 2a)	<b>5</b>	<b>18</b>
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	<b>378</b>
	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	<b>293,166.</b>
<b>b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	<b>217,945.</b>	
Revenue	<b>8</b> Contributions and grants (Part VIII, line 1h)	Prior Year <b>2,735,841.</b>	Current Year <b>4,699,393.</b>
	<b>9</b> Program service revenue (Part VIII, line 2g)	<b>0.</b>	<b>0.</b>
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	<b>2,101,023.</b>	<b>1,473,000.</b>
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	<b>370,880.</b>	<b>276,530.</b>
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<b>5,207,744.</b>	<b>6,448,923.</b>
Expenses	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	<b>3,982,779.</b>	<b>3,021,718.</b>
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	<b>0.</b>	<b>0.</b>
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	<b>0.</b>	<b>0.</b>
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	<b>0.</b>	<b>0.</b>
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ <b>25,694.</b>		
Net Assets or Fund Balances	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	<b>151,806.</b>	<b>467,748.</b>
	<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	<b>4,134,585.</b>	<b>3,489,466.</b>
	<b>19</b> Revenue less expenses. Subtract line 18 from line 12	<b>1,073,159.</b>	<b>2,959,457.</b>
	<b>20</b> Total assets (Part X, line 16)	Beginning of Current Year <b>19,788,388.</b>	End of Year <b>33,393,970.</b>
	<b>21</b> Total liabilities (Part X, line 26)	<b>0.</b>	<b>900,274.</b>
	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20	<b>19,788,388.</b>	<b>32,493,696.</b>

**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 		Date <b>8/14/2014</b>	
	<b>RONALD FARR, CHIEF FINANCIAL OFFICER</b> Type or print name and title			
Paid Preparer Use Only	Print/Type preparer's name <b>DAVID LOWENTHAL</b>		Preparer's signature 	Date <b>8/12/14</b>
	Firm's name ▶ <b>PLANTE &amp; MORAN, PLLC</b>		Check if self-employed <input type="checkbox"/>	PTIN <b>P00378651</b>
	Firm's address ▶ <b>P.O. BOX 307</b> <b>SOUTHFIELD, MI 48037-0307</b>		Firm's EIN ▶ <b>38-1357951</b>	Phone no. <b>248-352-2500</b>

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

☒ Yes ☐ No

PROHEALTH CARE FOUNDATION, INC. F/K/A  
WAUKESHA MEMORIAL HOSPITAL FOUNDATION

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**Part III** Statement of Program Service Accomplishments

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

☒ X

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

**PROVIDE FINANCIAL SUPPORT AND PROMOTE ADVOCACY FOR PROHEALTH CARE  
THROUGH PUBLIC AWARENESS, PHILANTHROPY AND STEWARDSHIP.**

**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 \$ **801,126.** including grants of \$ **801,126.**) (Revenue \$ )

**OPERATING SUPPORT FOR ANGELSGRACE HOSPICE**

**4b** (Code ) (Expenses \$ **374,102.** including grants of \$ **374,102.**) (Revenue \$ )

**WAUKESHA COMMUNITY HEALTH CENTER FUNDING**

**4c** (Code ) (Expenses \$ **684,100.** including grants of \$ **684,100.**) (Revenue \$ )

**RESEARCH SALARIES AND BREAST CARE CENTER**

**4d** Other program services (Describe in Schedule O)

(Expenses \$ **1,162,390.** including grants of \$ **1,162,390.**) (Revenue \$ )

**4e** Total program service expenses **3,021,718.**

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**Part IV Checklist of Required Schedules**

	Yes	No
<b>1</b> 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>	<b>1</b> X	
<b>2</b> Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	<b>2</b> X	
<b>3</b> 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>	<b>3</b>	X
<b>4</b> <b>Section 501(c)(3) organizations.</b> 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>	<b>4</b>	X
<b>5</b> 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>	<b>5</b>	X
<b>6</b> 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>	<b>6</b>	X
<b>7</b> 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>	<b>7</b>	X
<b>8</b> Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	<b>8</b>	X
<b>9</b> 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>	<b>9</b>	X
<b>10</b> 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>	<b>10</b> X	
<b>11</b> 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		
<b>a</b> 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>	<b>11a</b>	X
<b>b</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>	<b>11b</b>	X
<b>c</b> 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>	<b>11c</b>	X
<b>d</b> 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>	<b>11d</b>	X
<b>e</b> Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	<b>11e</b>	X
<b>f</b> 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>	<b>11f</b> X	
<b>12a</b> Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	<b>12a</b> X	
<b>b</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>	<b>12b</b> X	
<b>13</b> Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	<b>13</b>	X
<b>14a</b> Did the organization maintain an office, employees, or agents outside of the United States?	<b>14a</b>	X
<b>b</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>	<b>14b</b>	X
<b>15</b> 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>	<b>15</b>	X
<b>16</b> 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>	<b>16</b>	X
<b>17</b> 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</i>	<b>17</b>	X
<b>18</b> 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>	<b>18</b> X	
<b>19</b> 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>	<b>19</b> X	
<b>20a</b> Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	<b>20a</b>	X
<b>b</b> If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	<b>20b</b>	

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**Part IV Checklist of Required Schedules** (continued)

	Yes	No
<b>21</b> 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>	<b>21</b> X	
<b>22</b> 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>	<b>22</b> X	
<b>23</b> 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>	<b>23</b> X	
<b>24a</b> 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>	<b>24a</b>	X
<b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	<b>24b</b>	
<b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	<b>24c</b>	
<b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	<b>24d</b>	
<b>25a</b> <b>Section 501(c)(3) and 501(c)(4) organizations.</b> 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>	<b>25a</b>	X
<b>b</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>	<b>25b</b>	X
<b>26</b> 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>	<b>26</b>	X
<b>27</b> 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>	<b>27</b>	X
<b>28</b> 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):		
<b>a</b> A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	<b>28a</b>	X
<b>b</b> A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	<b>28b</b>	X
<b>c</b> 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>	<b>28c</b>	X
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	<b>29</b>	X
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	<b>30</b>	X
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	<b>31</b>	X
<b>32</b> 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>	<b>32</b>	X
<b>33</b> 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>	<b>33</b>	X
<b>34</b> 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>	<b>34</b> X	
<b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)?	<b>35a</b> X	
<b>b</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>	<b>35b</b> X	
<b>36</b> <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	<b>36</b>	X
<b>37</b> 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>	<b>37</b>	X
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	<b>38</b> X	

**Note.** All Form 990 filers are required to complete Schedule O

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**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
<b>1a</b> Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	<b>1a</b> 3		
<b>b</b> Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	<b>1b</b> 0		
<b>c</b> Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	<b>1c</b>	X	
<b>2a</b> Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	<b>2a</b> 18		
<b>b</b> If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	<b>2b</b>	X	
<b>3a</b> Did the organization have unrelated business gross income of \$1,000 or more during the year?	<b>3a</b>	X	
<b>b</b> If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	<b>3b</b>	X	
<b>4a</b> 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)?	<b>4a</b>		X
<b>b</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.			
<b>5a</b> Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	<b>5a</b>		X
<b>b</b> Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	<b>5b</b>		X
<b>c</b> If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	<b>5c</b>		
<b>6a</b> 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?	<b>6a</b>		X
<b>b</b> If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	<b>6b</b>		
<b>7 Organizations that may receive deductible contributions under section 170(c).</b>			
<b>a</b> 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?	<b>7a</b>	X	
<b>b</b> If "Yes," did the organization notify the donor of the value of the goods or services provided?	<b>7b</b>	X	
<b>c</b> Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	<b>7c</b>		X
<b>d</b> If "Yes," indicate the number of Forms 8282 filed during the year	<b>7d</b>		
<b>e</b> Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<b>7e</b>		X
<b>f</b> Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<b>7f</b>		X
<b>g</b> If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	<b>7g</b>		
<b>h</b> If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	<b>7h</b>		
<b>8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	<b>8</b>		
<b>9 Sponsoring organizations maintaining donor advised funds.</b>			
<b>a</b> Did the organization make any taxable distributions under section 4966?	<b>9a</b>		
<b>b</b> Did the organization make a distribution to a donor, donor advisor, or related person?	<b>9b</b>		
<b>10 Section 501(c)(7) organizations.</b> Enter:			
<b>a</b> Initiation fees and capital contributions included on Part VIII, line 12	<b>10a</b>		
<b>b</b> Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	<b>10b</b>		
<b>11 Section 501(c)(12) organizations.</b> Enter:			
<b>a</b> Gross income from members or shareholders	<b>11a</b>		
<b>b</b> Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	<b>11b</b>		
<b>12a Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?	<b>12a</b>		
<b>b</b> If "Yes," enter the amount of tax-exempt interest received or accrued during the year	<b>12b</b>		
<b>13 Section 501(c)(29) qualified nonprofit health insurance issuers.</b>			
<b>a</b> Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O.	<b>13a</b>		
<b>b</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	<b>13b</b>		
<b>c</b> Enter the amount of reserves on hand	<b>13c</b>		
<b>14a</b> Did the organization receive any payments for indoor tanning services during the tax year?	<b>14a</b>		X
<b>b</b> If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	<b>14b</b>		

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**PROHEALTH CARE FOUNDATION, INC. F/K/A  
WAUKESHA MEMORIAL HOSPITAL FOUNDATION**

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

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

☒ **X**

**Section A. Governing Body and Management**

	Yes	No
<b>1a</b> 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.	<b>22</b>	
<b>b</b> Enter the number of voting members included in line 1a, above, who are independent	<b>21</b>	
<b>2</b> 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?	<b>2</b>	<b>X</b>
<b>3</b> 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?	<b>3</b>	<b>X</b>
<b>4</b> Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	<b>4</b>	<b>X</b>
<b>5</b> Did the organization become aware during the year of a significant diversion of the organization's assets?	<b>5</b>	<b>X</b>
<b>6</b> Did the organization have members or stockholders?	<b>6</b>	<b>X</b>
<b>7a</b> 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?	<b>7a</b>	<b>X</b>
<b>b</b> Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	<b>7b</b>	<b>X</b>
<b>8</b> Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>a</b> The governing body?	<b>8a</b>	<b>X</b>
<b>b</b> Each committee with authority to act on behalf of the governing body?	<b>8b</b>	<b>X</b>
<b>9</b> 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	<b>9</b>	<b>X</b>

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

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

**Section C. Disclosure**

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

**18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.  
☐ Own website    ☐ Another's website    ☒ Upon request    ☐ 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: **▶**  
**RONALD FARR - (262)928-4740**  
**N17 W24100 RIVERWOOD DRIVE, SUITE 200, WAUKESHA, WI 53188-1131**

**PROHEALTH CARE FOUNDATION, INC. F/K/A  
WAUKESHA MEMORIAL HOSPITAL FOUNDATION**

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**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, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
  - List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.
- List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below 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) SUSAN EDWARDS PRESIDENT & CEO - PHC	2.00 50.00	X		X				0.	1,062,296.	748,997.
(2) CHRISTINE M FENSKE VICE CHAIRPERSON	2.00 0.00	X		X				0.	0.	0.
(3) TY R TAYLOR CHAIRPERSON	2.00 0.00	X		X				0.	0.	0.
(4) MAUREEN HILL SECRETARY - PART YEAR	2.00 0.00	X		X				0.	0.	0.
(5) DAWN WITTAK TREASURER/SECRETARY	2.00 0.00	X		X				0.	0.	0.
(6) JOHN ROBERTSTAD PRESIDENT - PHC HOSPITAL DIVISION	2.00 42.00	X		X				0.	617,785.	272,942.
(7) NANCY BONNIWELL DIRECTOR	2.00 0.00	X						0.	0.	0.
(8) BETH DAVIES DIRECTOR	2.00 0.00	X						0.	0.	0.
(9) MARC DORN DIRECTOR	2.00 0.00	X						0.	0.	0.
(10) MARY FOX, MD DIRECTOR	2.00 0.00	X						0.	0.	0.
(11) LARRY GARDNER DIRECTOR	2.00 0.00	X						0.	0.	0.
(12) MARILY GARDNER DIRECTOR	2.00 0.00	X						0.	0.	0.
(13) ANN HASSELKUS DIRECTOR	2.00 0.00	X						0.	0.	0.
(14) MARY HOLLISTER DIRECTOR	2.00 0.00	X						0.	0.	0.
(15) SCOTT KRAEMER DIRECTOR	2.00 0.00	X						0.	0.	0.
(16) SUZANNE LACY DIRECTOR	2.00 0.00	X						0.	0.	0.
(17) DAVID NAGY DIRECTOR	2.00 0.00	X						0.	0.	0.



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**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 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) HILTON NEAL DIRECTOR	2.00 0.00	X						0.	0.	0.
(19) MARIJO REED DIRECTOR	2.00 0.00	X						0.	0.	0.
(20) PATTY SCHOBER DIRECTOR	2.00 0.00	X						0.	0.	0.
(21) BARB TEWES BERNDT DIRECTOR	2.00 0.00	X						0.	0.	0.
(22) MARIJO WEISSGERBER DIRECTOR	2.00 0.00	X						0.	0.	0.
(23) JOHN WIMMER DIRECTOR	2.00 0.00	X						0.	0.	0.
(24) DEAN A REIN EXEC. VP - PHCF - PART YEAR	40.00 0.00			X				0.	211,427.	37,659.
(25) MAUREEN GERARD EXEC. VP - PHCF	40.00 0.00			X				0.	103,958.	12,775.
(26) NANINE M NELSON CFO - PHC - PART YEAR	2.00 50.00			X				0.	478,402.	208,280.
<b>1b Sub-total</b>								0.	2,473,868.	1280653.
<b>c Total from continuation sheets to Part VII, Section A</b>								0.	0.	0.
<b>d Total (add lines 1b and 1c)</b>								0.	2,473,868.	1280653.

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

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

**Section B. Independent Contractors**

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

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

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

**SEE PART VII, SECTION A CONTINUATION SHEETS**

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[illegible]

**PROHEALTH CARE FOUNDATION, INC. F/K/A  
WAUKESHA MEMORIAL HOSPITAL FOUNDATION**

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**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
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1 a</b> Federated campaigns	<b>1a</b>				
	<b>b</b> Membership dues	<b>1b</b>				
	<b>c</b> Fundraising events	<b>1c</b>	698,994.			
	<b>d</b> Related organizations	<b>1d</b>	21,910.			
	<b>e</b> Government grants (contributions)	<b>1e</b>				
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1f</b>	3,978,489.			
	<b>g</b> Noncash contributions included in lines 1a-1f \$					
	<b>h Total.</b> Add lines 1a-1f		4,699,393.			
<b>Program Service Revenue</b>	<b>2 a</b> _____					
	<b>b</b> _____					
	<b>c</b> _____					
	<b>d</b> _____					
	<b>e</b> _____					
	<b>f</b> All other program service revenue					
	<b>g Total.</b> Add lines 2a-2f					
	<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts)		782,640.		
<b>4</b> Income from investment of tax-exempt bond proceeds						
<b>5</b> Royalties						
<b>6 a</b> Gross rents		(i) Real (ii) Personal				
<b>b</b> Less: rental expenses						
<b>c</b> Rental income or (loss)						
<b>d</b> Net rental income or (loss)						
<b>7 a</b> Gross amount from sales of assets other than inventory		(i) Securities (ii) Other				
<b>b</b> Less: cost or other basis and sales expenses						
<b>c</b> Gain or (loss)						
<b>d</b> Net gain or (loss)			690,360.			690,360.
<b>8 a</b> Gross income from fundraising events (not including \$ 698,994. of contributions reported on line 1c). See Part IV, line 18		<b>a</b>	156,170.			
<b>b</b> Less: direct expenses		<b>b</b>	193,653.			
<b>c</b> Net income or (loss) from fundraising events			-37,483.			-37,483.
<b>9 a</b> Gross income from gaming activities. See Part IV, line 19		<b>a</b>	21,397.			
<b>b</b> Less: direct expenses		<b>b</b>	550.			
<b>c</b> Net income or (loss) from gaming activities			20,847.			20,847.
<b>10 a</b> Gross sales of inventory, less returns and allowances		<b>a</b>				
<b>b</b> Less: cost of goods sold	<b>b</b>					
<b>c</b> Net income or (loss) from sales of inventory						
<b>Miscellaneous Revenue</b>		<b>Business Code</b>				
<b>11 a</b> INVEST. IN METALCRAFT	310000	293,166.		293,166.		
<b>b</b> _____						
<b>c</b> _____						
<b>d</b> All other revenue						
<b>e Total.</b> Add lines 11a-11d		293,166.				
<b>12 Total revenue.</b> See instructions.		6,448,923.	0.	293,166.	1,456,364.	

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**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
<b>1</b> Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	2,993,381.	2,993,381.		
<b>2</b> Grants and other assistance to individuals in the United States. See Part IV, line 22	28,337.	28,337.		
<b>3</b> Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
<b>4</b> Benefits paid to or for members				
<b>5</b> Compensation of current officers, directors, trustees, and key employees				
<b>6</b> Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
<b>7</b> Other salaries and wages				
<b>8</b> Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
<b>9</b> Other employee benefits				
<b>10</b> Payroll taxes				
<b>11</b> Fees for services (non-employees)				
<b>a</b> Management				
<b>b</b> Legal				
<b>c</b> Accounting				
<b>d</b> Lobbying				
<b>e</b> Professional fundraising services. See Part IV, line 17				
<b>f</b> Investment management fees	178,925.		178,925.	
<b>g</b> Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)				
<b>12</b> Advertising and promotion				
<b>13</b> Office expenses	35,744.		10,050.	25,694.
<b>14</b> Information technology				
<b>15</b> Royalties				
<b>16</b> Occupancy				
<b>17</b> Travel				
<b>18</b> Payments of travel or entertainment expenses for any federal, state, or local public officials				
<b>19</b> Conferences, conventions, and meetings				
<b>20</b> Interest				
<b>21</b> Payments to affiliates				
<b>22</b> Depreciation, depletion, and amortization				
<b>23</b> Insurance				
<b>24</b> 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.)				
<b>a</b> UBI TAXES	135,250.		135,250.	
<b>b</b> BAD DEBT	57,832.		57,832.	
<b>c</b> STATE TAXES	51,304.		51,304.	
<b>d</b> NUGENESIS FARM	5,000.		5,000.	
<b>e</b> All other expenses	3,693.		3,693.	
<b>25</b> Total functional expenses. Add lines 1 through 24e	3,489,466.	3,021,718.	442,054.	25,694.
<b>26</b> Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here ☐ if following SOP 98-2 (ASC 958-720)

**PROHEALTH CARE FOUNDATION, INC. F/K/A  
WAUKESHA MEMORIAL HOSPITAL FOUNDATION**

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**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
<b>Assets</b>	1 Cash - non-interest-bearing		1	
	2 Savings and temporary cash investments	612,385.	2	5,041,686.
	3 Pledges and grants receivable, net	1,140,145.	3	874,787.
	4 Accounts receivable, net		4	23,115.
	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 instr) Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment cost or other basis. Complete Part VI of Schedule D	10a		
	b Less: accumulated depreciation	10b	10c	
	11 Investments - publicly traded securities	17,154,858.	11	26,220,362.
	12 Investments - other securities. See Part IV, line 11	881,000.	12	881,000.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	0.	15	353,020.
16 <b>Total assets.</b> Add lines 1 through 15 (must equal line 34)	19,788,388.	16	33,393,970.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses		17	900,274.
	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		25	
	26 <b>Total liabilities.</b> Add lines 17 through 25	0.	26	900,274.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>			
	27 Unrestricted net assets	8,339,875.	27	18,234,464.
	28 Temporarily restricted net assets	4,738,125.	28	7,023,452.
	29 Permanently restricted net assets	6,710,388.	29	7,235,780.
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>			
	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 <b>Total net assets or fund balances</b>	19,788,388.	33	32,493,696.
34 <b>Total liabilities and net assets/fund balances</b>	19,788,388.	34	33,393,970.	

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**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	6,448,923.
2	Total expenses (must equal Part IX, column (A), line 25)	2	3,489,466.
3	Revenue less expenses. Subtract line 2 from line 1	3	2,959,457.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	19,788,388.
5	Net unrealized gains (losses) on investments	5	2,389,974.
6	Donated services and use of facilities	6	-25,641.
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	7,381,518.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	32,493,696.

**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		<input checked="" type="checkbox"/>
b 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	<input checked="" type="checkbox"/>	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	<input checked="" type="checkbox"/>	
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?		<input checked="" type="checkbox"/>
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form 990 (2012)

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	PROHEALTH CARE FOUNDATION, INC. F/K/A WAUKESHA MEMORIAL HOSPITAL FOUNDATION
--------------------------	--

Employer identification number
39-1314542

<b>Part I</b>	<b>Reason for Public Charity Status</b> (All organizations must complete this part.) See instructions.
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The organization is not a private foundation because it is (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention, 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? ☐

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

	Yes	No
11g(i)	<input type="checkbox"/>	<input type="checkbox"/>
11g(ii)	<input type="checkbox"/>	<input type="checkbox"/>
11g(iii)	<input type="checkbox"/>	<input type="checkbox"/>

[illegible]

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

Schedule A (Form 990 or 990-EZ) 2012

**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.")	2747633.	3545786.	2865735.	3152567.	4698843.	17010564.
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 <b>Total.</b> Add lines 1 through 3	2747633.	3545786.	2865735.	3152567.	4698843.	17010564.
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)						2063851.
6 <b>Public support.</b> Subtract line 5 from line 4						14946713.

**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	2747633.	3545786.	2865735.	3152567.	4698843.	17010564.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	446,726.	374,424.	459,711.	1578490.	782,640.	3641991.
9 Net income from unrelated business activities, whether or not the business is regularly carried on		40,043.	193,946.	336,344.	293,166.	863,499.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)	99,758.	133,370.	157,718.	211,238.	177,567.	779,651.
11 <b>Total support.</b> Add lines 7 through 10						22295705.
12 Gross receipts from related activities, etc. (see instructions)					12	

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ☐

**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	67.04 %
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	77.88 %
16a <b>33 1/3% support test - 2012.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization <input checked="" type="checkbox"/>		
b <b>33 1/3% support test - 2011.</b> 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 <b>stop here.</b> The organization qualifies as a publicly supported organization <input type="checkbox"/>		
17a <b>10% -facts-and-circumstances test - 2012.</b> 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 <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b <b>10% -facts-and-circumstances test - 2011.</b> 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 <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
18 <b>Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>		

Schedule A (Form 990 or 990-EZ) 2012



**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
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
<b>2</b> 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						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>6 Total.</b> Add lines 1 through 5						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons						
<b>b</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						
<b>c</b> Add lines 7a and 7b						
<b>8 Public support.</b> (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
<b>9</b> Amounts from line 6						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
<b>c</b> Add lines 10a and 10b						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12)						
<b>14 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

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

**Section D. Computation of Investment Income Percentage**

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

**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 ☐

**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).

## GAMING RECEIPTS, FUNDRAISING ACTIVITIES AND OTHER INCOME

**SCHEDULE D**  
(Form 990)

Department of the Treasury  
Internal Revenue Service

**Supplemental Financial Statements**

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

OMB No. 1545-0047

**2012**

Open to Public  
Inspection

Name of the organization **PROHEALTH CARE FOUNDATION, INC. F/K/A  
WAUKESHA MEMORIAL HOSPITAL FOUNDATION** Employer identification number  
**39-1314542**

**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?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

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

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

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

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

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

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

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

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

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

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

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

9 In Part 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 exhibitiond ☐ Loan or exchange programsb ☐ Scholarly researche ☐ Other \_\_\_\_\_c ☐ Preservation for future generations

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☐ Nob 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	6,710,388.	6,625,195.	6,542,035.	5,498,739.	5,293,708.
b Contributions	71,360.	88,002.	84,926.	1,045,116.	236,781.
c Net investment earnings, gains, and losses	60,259.	-2,809.	-1,766.	-1,820.	-31,750.
d Grants or scholarships					
e Other expenditures for facilities and programs	-393,773.				
f Administrative expenses					
g End of year balance	7,235,780.	6,710,388.	6,625,195.	6,542,035.	5,498,739.

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 ☒ 100.00 %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:

(i) unrelated organizations

(ii) related organizations

	Yes	No
3a(i)		X
3a(ii)		X
3b		

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

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				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)

0.

Schedule D (Form 990) 2012

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

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

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

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

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

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

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

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

2. FIN 48 (ASC 740) Footnote In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII ☒

**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	9,367,632.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	2,389,974.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	335,082.
e	Add lines 2a through 2d	2e	2,725,056.
3	Subtract line 2e from line 1	3	6,642,576.
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	-193,653.
c	Add lines 4a and 4b	4c	-193,653.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	6,448,923.

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

1	Total expenses and losses per audited financial statements	1	3,992,328.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	25,641.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	477,221.
e	Add lines 2a through 2d	2e	502,862.
3	Subtract line 2e from line 1	3	3,489,466.
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	3,489,466.

**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.

**PART V, LINE 4: TO SUPPORT PROHEALTH CARE, INC. IN ITS CHARITABLE**

**MISSION.**

**PART X, LINE 2: FIN48 DISCLOSURE:**

**ACCOUNTING PRINCIPLES GENERALLY ACCEPTED IN THE UNITED STATES OF AMERICA  
REQUIRE MANAGEMENT TO EVALUATE TAX POSITIONS TAKEN BY THE FOUNDATION AND  
RECOGNIZE A TAX LIABILITY IF THE FOUNDATION HAS TAKEN AN UNCERTAIN  
POSITION THAT MORE LIKELY THAN NOT WOULD NOT BE SUSTAINED UPON EXAMINATION**

Schedule D (Form 990) 2012

**Part XIII** Supplemental Information (continued)

BY THE IRS OR OTHER APPLICABLE TAXING AUTHORITIES. MANAGEMENT HAS ANALYZED THE TAX POSITIONS TAKEN BY THE FOUNDATION AND HAS CONCLUDED THAT AS OF SEPTEMBER 30, 2013, THERE ARE NO UNCERTAIN POSITIONS TAKEN OR EXPECTED TO BE TAKEN THAT WOULD REQUIRE RECOGNITION OF A LIABILITY OR DISCLOSURE IN THE FINANCIAL STATEMENTS.

## PART XI, LINE 2D - OTHER ADJUSTMENTS:

TRANSFER OF TRUST FROM OMH 335,082.

## PART XI, LINE 4B - OTHER ADJUSTMENTS:

DIRECT FUNDRAISING EXPENSES REPORTED ON PART VIII LINE 8B -193,653.

## PART XII, LINE 2D - OTHER ADJUSTMENTS:

DIRECT FUNDRAISING EXPENSES REPORTED ON PART VIII LINE 8B 193,653.

RELATED PARTY TIMING DIFFERENCE 283,568.

TOTAL TO SCHEDULE D, PART XII, LINE 2D 477,221.





PROHEALTH CARE FOUNDATION, INC. F/K/A

Schedule G (Form 990 or 990-EZ) 2012 **WAUKESHA MEMORIAL HOSPITAL FOUNDATION** 39-1314542 Page 2

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

Revenue		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events	
		RIVERWALK	ON ANGELS WINGS	5	(add col. (a) through col. (c))	
		(event type)	(event type)	(total number)		
1	Gross receipts	318,658.	256,347.	280,159.	855,164.	
	2	Less Contributions	227,516.	256,347.	215,131.	698,994.
	3	Gross income (line 1 minus line 2)	91,142.		65,028.	156,170.
Direct Expenses	4	Cash prizes		350.	350.	
	5	Noncash prizes	12,082.	753.	12,217.	25,052.
	6	Rent/facility costs	5,651.	13,268.	6,521.	25,440.
	7	Food and beverages	92.	3,474.	6,407.	9,973.
	8	Entertainment		500.	975.	1,475.
	9	Other direct expenses	55,373.	7,428.	68,562.	131,363.
	10	Direct expense summary. Add lines 4 through 9 in column (d)				( 193,653 )
	11	Net income summary. Combine line 3, column (d), and line 10				-37,483.

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1	Gross revenue		21,397.	21,397.
	2	Cash prizes		350.	350.
Direct Expenses	3	Noncash prizes			
	4	Rent/facility costs			
	5	Other direct expenses		200.	200.
	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input checked="" type="checkbox"/> Yes 99.50 % <input type="checkbox"/> No
	7	Direct expense summary. Add lines 2 through 5 in column (d)			550.
	8	Net gaming income summary. Combine line 1, column d, and line 7			20,847.

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

a Is the organization licensed to operate gaming activities in each of these states?

☒ Yes ☐ No

b If "No," explain:

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?

☐ Yes ☒ No

b If "Yes," explain:

PROHEALTH CARE FOUNDATION, INC. F/K/A

Schedule G (Form 990 or 990-EZ) 2012 **WAUKESHA MEMORIAL HOSPITAL FOUNDATION** 39-1314542 Page 3

- 11 Does the organization operate gaming activities with nonmembers? ☒ Yes ☐ No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☒ No
- 13 Indicate the percentage of gaming activity operated in:
- |                               |     |         |
|-------------------------------|-----|---------|
| a The organization's facility | 13a | 10.00 % |
| b An outside facility         | 13b | 90.00 % |
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records.

Name ► **KRISTIN FREIBERG**

Address ► **725 AMERICAN AVE. - WAUKESHA, WI 53188**

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

b If "Yes," enter the amount of gaming revenue received by the organization ► \$ \_\_\_\_\_ and the amount of gaming revenue retained by the third party ► \$ \_\_\_\_\_

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

Name ► \_\_\_\_\_

Address ► \_\_\_\_\_

16 Gaming manager information

Name ► **KRISTIN FREIBERG**

Gaming manager compensation ► \$ **286.**

Description of services provided ► **THE GAMING MANAGER RESPONSIBILITIES INCLUDE ORGANIZING, REPORTING AND KEEPING THE GAMING LICENSE CURRENT.**

☐ Director/officer

☒ Employee

☐ Independent contractor

17 Mandatory distributions:

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

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

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

**SCHEDULE I**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

OMB No 1545-0047

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

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

► Attach to Form 990.

**2012**

Open to Public  
Inspection

Name of the organization **PROHEALTH CARE FOUNDATION, INC. F/K/A  
WAUKESHA MEMORIAL HOSPITAL FOUNDATION** Employer identification number  
**39-1314542**

**Part I General Information on Grants and Assistance**

**1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No

**2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

**Part II Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
WAUKESHA MEMORIAL HOSPITAL, INC. 725 AMERICAN AVENUE WAUKESHA, WI 53188	39-0910727	501(C)(3)	1,266,320.	0.	N/A	N/A	TO AID THE ORGANIZATION IN ITS CHARITABLE MISSION.
PROHEALTH HOME CARE, INC. N17 W24100 RIVERWOOD DRIVE, SUITE 2 WAUKESHA, WI 53188	20-0067392	501(C)(3)	801,126.	0.	N/A	N/A	TO AID THE ORGANIZATION IN ITS CHARITABLE MISSION.
PROHEALTH CARE, INC. N17 W24100 RIVERWOOD DRIVE, SUITE 2 WAUKESHA, WI 53188	39-1486873	501(C)(3)	393,977.	0.	N/A	N/A	TO AID THE ORGANIZATION IN ITS CHARITABLE MISSION.
OCONOMOWOC MEMORIAL HOSPITAL, INC. 791 SUMMIT AVE. OCONOMOWOC, WI 53066	39-0794174	501(C)(3)	526,858.	0.	N/A	N/A	TO AID THE ORGANIZATION IN ITS CHARITABLE MISSION.
WAUKESHA COUNTY COMMUNITY DENTAL CLINIC, INC. - 210 NW BARSTOW ST., SUITE 307 - WAUKESHA, WI 53188	30-0436162	501(C)(3)	5,100.	0.	N/A	N/A	TO AID THE ORGANIZATION IN ITS CHARITABLE MISSION.

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

5.

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

►

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

Schedule I (Form 990) (2012)

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
SMALL AMOUNTS OF DIRECT CASH ASSISTANCE TO PATIENTS IN NEED	72	8,337.	0.	N/A	N/A
SCHOLARSHIPS	18	20,000.	0.	N/A	N/A

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

SCHEDULE I, PART I, LINE 2: ALL GRANTS ARE APPROVED AND PROCESSED BY THE ORGANIZATION'S MANAGEMENT.

SCHOLARSHIP CHECKS ARE PAID BY SCHOLARSHIP AMERICA. SCHOLARSHIP AMERICA MAKES THE CHECKS PAYABLE TO THE INSTITUTION ATTENDED BY THE STUDENT.

**SCHEDULE J  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Compensation Information**

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

**2012**

Open to Public Inspection

Name of the organization

**PROHEALTH CARE FOUNDATION, INC. F/K/A  
WAUKESHA MEMORIAL HOSPITAL FOUNDATION**

Employer identification number

**39-1314542**

**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 type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions                     | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees   |
| <input type="checkbox"/> Discretionary spending account            | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

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

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

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

- |  |  |
|--|--|
| <input type="checkbox"/> Compensation committee              | <input type="checkbox"/> Written employment contract                     |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study                    |
| <input type="checkbox"/> Form 990 of other organizations     | <input 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 section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.**

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

**a** The organization?

**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

2

4a

4b

4c

5a

5b

6a

6b

7

8

9

X

X

X

X

X

X

X

X

X

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

Schedule J (Form 990) 2012

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

[illegible]

Part III Supplemental Information

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

PART I, LINE 4B:

NAME

MAUREEN GERARD

SUSAN EDWARDS

NANINE NELSON

DEAN REIN

PROHEALTH CARE INC. (PHC) MAINTAINS A SUPPLEMENTAL RETIREMENT PLAN (SERP) FOR A SELECT GROUP OF EXECUTIVES OF PHC AND ITS AFFILIATED ENTITIES. THE SERP IS AN UNFUNDED, NONQUALIFIED DEFERRED COMPENSATION PLAN THAT IS INTENDED TO COMPLY WITH SECTION 457(F) OF THE INTERNAL REVENUE CODE. BENEFITS UNDER THE SERP ARE TAXABLE TO THE PARTICIPATING EXECUTIVES WHEN SUCH AMOUNTS ARE VESTED.

PART I, LINE 6: PRO HEALTH CARE HAS A LEADERSHIP INCENTIVE PROGRAM FOR LEADERS OF THE CORPORATION AND RELATED ORGANIZATIONS (COLLECTIVELY THE "SYSTEM"). THE PLAN RELATES FINANCIAL REWARD TO THE SYSTEM'S ACHIEVEMENT OF CERTAIN FINANCIAL AND NON-FINANCIAL OBJECTIVES. THE PRIMARY PURPOSE OF THE PLAN IS TO SUPPORT THE SYSTEM'S MISSION TO ACHIEVE CONTINUED GROWTH AND

PROHEALTH CARE FOUNDATION, INC. F/K/A  
WAUKESHA MEMORIAL HOSPITAL FOUNDATION

39-1314542

Page 3

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.

DEMONSTRATE VALUE THROUGH: (1) A SEAMLESS CONTINUUM OF PATIENT CENTERED CARE; (2) NATIONALLY RECOGNIZED OUTCOMES; (3) RESPONSIBLE AND EFFICIENT USE OF HEALTH CARE RESOURCES; AND (4) A FOCUS ON THE HEALTH OF OUR COMMUNITY.

SCHEDULE J, PART I

THIS ENTITY RELIED ON A RELATED ORGANIZATION THAT USED THE FOLLOWING

METHODS TO ESTABLISH COMPENSATION FOR OFFICERS AND DIRECTORS:

1. COMPENSATION COMMITTEE

2. COMPENSATION STUDY

3. APPROVAL OF THE BOARD ANNUALLY APPROVING COMPENSATION AMOUNTS

4. INDEPENDENT COMPENSATION CONSULTANT



**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

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

OMB No 1545-0047

**2012**

Open to Public  
Inspection

Name of the organization

PROHEALTH CARE FOUNDATION, INC. F/K/A  
WAUKESHA MEMORIAL HOSPITAL FOUNDATION

Employer identification number  
39-1314542

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

PARISH NURSING SALARIES

EXPENSES \$ 200,000. INCLUDING GRANTS OF \$ 200,000. REVENUE \$ 0.

GRANTS TO OMH AND WMH FOR CAPITAL PURCHASES INCLUDING THE CATH LAB

PROJECT AT OMH AND THE GRILL PROJECT AT WMH.

EXPENSES \$ 432,696. INCLUDING GRANTS OF \$ 432,696. REVENUE \$ 0.

OTHER PROGRAM SERVICES

EXPENSES \$ 529,694. INCLUDING GRANTS OF \$ 529,694. REVENUE \$ 0.

FORM 990, PART VI, SECTION A, LINE 3: DAVID EBEL WAS COMPENSATED BY  
WARBIRD CONSULTING, A MANAGEMENT COMPANY, FOR SERVICES AS INTERIM CFO FOR  
PROHEALTH CARE FOUNDATION, INC. AND RELATED ORGANIZATIONS. WARBIRD  
CONSULTING WAS NOT PAID ANY COMPENSATION IN CALENDAR YEAR 2012, AS SERVICES  
DID NOT COMMENCE UNTIL 2013. BEGINNING IN MAY 2013, COMPENSATION WAS PAID  
TO WARBIRD CONSULTING BY PROHEALTH CARE, INC., THE PARENT ORGANIZATION.

FORM 990, PART VI, SECTION A, LINE 4: THE FOLLOWING SIGNIFICANT CHANGES  
WERE MADE TO THE ARTICLES OF INCORPORATION:

- THE NAME OF THE ORGANIZATION WAS CHANGED TO PROHEALTH CARE FOUNDATION,  
INC. (PHCF)
- THE PURPOSE OF THE ORGANIZATION WAS UPDATED TO STATE "THE CORPORATION IS  
ORGANIZED AND SHALL AT ALL TIMES BE OPERATED EXCLUSIVELY FOR CHARITABLE,  
EDUCATIONAL, AND SCIENTIFIC PURPOSES, AND SPECIFICALLY TO SUPPORT AND  
BENEFIT PROHEALTH CARE, INC. AND ITS AFFILIATES, WHICH TOGETHER FUNCTION AS

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

Schedule O (Form 990 or 990-EZ) (2012)

232211  
01-04-13

Name of the organization	PROHEALTH CARE FOUNDATION, INC. F/K/A WAUKESHA MEMORIAL HOSPITAL FOUNDATION	Employer identification number 39-1314542
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AN INTEGRATED HEALTH CARE DELIVERY SYSTEM SERVING THE HEALTH CARE AND HUMAN SERVICE NEEDS OF PERSONS RESIDING IN SOUTHEAST WISCONSIN AND SURROUNDING AREAS."

- UPON DISSOLUTION OF PHCF, THE REMAINING NET ASSETS WILL BE TRANSFERRED TO PROHEALTH CARE, INC. (PHC)

THE FOLLOWING SIGNIFICANT CHANGES WERE MADE TO THE BYLAWS:

- PHCF SUPPORTS PHC AND THE INTEGRATED HEALTH CARE DELIVERY SYSTEM SERVING THE HEALTH CARE AND HUMAN SERVICE NEEDS OF PERSONS RESIDING IN SOUTHEAST WISCONSIN AND SURROUNDING AREAS.

- PROHEALTH CARE, INC. IS NOW THE SOLE CORPORATE MEMBER TO PHCF. PHC'S AUTHORITY INCLUDES:

- APPROVAL OF THE MISSION, VISION, AND VALUES OF THE SYSTEM

- APPROVAL OF THE STRATEGIC PLAN OF THE SYSTEM

- ADOPTION OF THE ANNUAL CAPITAL AND OPERATING BUDGETS OF THE CORPORATION

- APPOINTMENT AND REMOVAL OF THE DIRECTORS OF THE CORPORATION

- THE COMPENSATION AND BENEFITS OF THE ADMINISTRATIVE OFFICERS OF THE CORPORATION.

- THE PHCF BOARD OF DIRECTORS SHALL CONSIST OF NOT LESS THAN 13 AND NOT MORE THAN 25.

- THE PHCF BOARD IS NOW REQUIRED TO INCLUDE THE PRESIDENT/CEO OF PHC AND THE PRESIDENT(S) OF OMH AND WMH, THESE INDIVIDUAL HAVE THE ABILITY TO VOTE. PHC ALSO HAS THE AUTHORITY FROM TIME TO TIME TO ESTABLISH COMPETENCIES, PREREQUISITES, AND OTHER CRITERIA FOR DIRECTORS IN AN EFFORT TO PROMOTE INTEGRITY, EFFECTIVENESS, DIVERSITY AND TRANSPARENCY IN GOVERNANCE OF THE PHCF.

FORM 990, PART VI, SECTION A, LINE 6: PROHEALTH CARE, INC. IS THE SOLE

Name of the organization **PROHEALTH CARE FOUNDATION, INC. F/K/A  
WAUKESHA MEMORIAL HOSPITAL FOUNDATION**

Employer identification number  
**39-1314542**

**CORPORATE MEMEBER.**

**FORM 990, PART VI, SECTION A, LINE 7A: MEMBERS OF THE BOARD ARE ELECTED BY  
THE BOARD OF TRUSTEES OF PROHEALTH CARE, INC.**

**FORM 990, PART VI, SECTION A, LINE 7B: PROHEALTH CARE INC. HOLDS CERTAIN  
RESERVED POWERS OVER THE (NON-STOCK) CORPORATION, INCLUDING APPROVAL OF  
STRATEGIC PLANNING, ANNUAL OPERATING AND CAPITAL BUDGETS, BORROWING,  
TRANSFER, LEASE, PLEDGE OR SALE OF ASSETS.**

**FORM 990, PART VI, SECTION B, LINE 11: AFTER THE FORM 990 WAS PREPARED BY  
THE ORGANIZATION'S TAX PREPARERS AND PRIOR TO FILING THE FORM 990, SELECT  
EXECUTIVE MEMBERS OF THE ORGANIZATION AND THE AUDIT & COMPLIANCE COMMITTEE  
PERFORMED A REVIEW. THEN THE ORGANIZATION'S TAX PREPARERS MADE A  
PRESENTATION TO THE AUDIT COMMITTEE, AND THE BOARD OF DIRECTORS WAS  
PROVIDED A COPY OF THE RETURN, WHICH WAS SUBSEQUENTLY FILED BY THE  
ORGANIZATION.**

**FORM 990, PART VI, SECTION B, LINE 12C: ALL OFFICERS, VICE-PRESIDENTS,  
MANAGERS AND ABOVE, AS WELL AS BOARD MEMBERS ARE REQUIRED TO ANNUALLY  
COMPLETE A CONFLICT OF INTEREST FORM. ALL REPORTED POTENTIAL CONFLICTS OF  
INTEREST ARE TRACKED IN THE CORPORATE COMPLIANCE DEPARTMENT. THEY ARE  
REVIEWED AND ANY PERSON IDENTIFIED AS HAVING A POTENTIAL CONFLICT IS GIVEN  
DIRECTION AS TO WHAT STEPS SHOULD BE TAKEN TO MITIGATE THE CONCERN. ALL  
EMPLOYEES ARE EDUCATED ANNUALLY.**

**THE STEPS TAKEN WHEN A CONFLICT ARISES ARE AS FOLLOWS:**

**FOR THE BOARD OF DIRECTORS, THE RESTRICTION IS NOT BEING ALLOWED TO**

Name of the organization	PROHEALTH CARE FOUNDATION, INC. F/K/A WAUKESHA MEMORIAL HOSPITAL FOUNDATION	Employer identification number 39-1314542
--------------------------	--	--

PARTICIPATE IN DISCUSSION OR VOTING RELATED TO ANY DECISION WHERE THE BOARD MEMBER HAS BEEN DETERMINED TO HAVE A CONFLICT OF INTEREST.

FOR LEADERS, RESEARCHERS, AND EMPLOYEES, RECOMMENDATIONS ARE MADE FROM COMPLIANCE MANAGER TO LEADERSHIP AND/OR HUMAN RESOURCES. RESTRICTIONS CAN RANGE FROM ANY OF THE FOLLOWING: DISCLOSING POTENTIAL CONFLICTS OF INTEREST TO PATIENTS; NOT BEING ABLE TO BE INVOLVED IN DISCUSSION OR DECISION MAKING ON SPECIFIC TOPICS; AND NOT BEING ABLE TO WORK AT PROHEALTH IN THE SPECIFIC ROLE WHERE THE REPORTED CONFLICT EXISTS. IF THE RECOMMENDATION IS CHALLENGED, THE MATTER GOES TO THE SENIOR EXECUTIVE TEAM FOR A DECISION.

FORM 990, PART VI, SECTION B, LINE 15: AN INDEPENDENT, EXTERNAL COMPENSATION REVIEW IS CONDUCTED FOR THE POSITIONS OF EXECUTIVE DIRECTOR, VICE-PRESIDENT, SENIOR VICE-PRESIDENT, AND ABOVE. THE RESULTS OF THE COMPENSATION REVIEW ARE PRESENTED TO THE BOARD'S EXECUTIVE COMMITTEE FOR APPROVAL. ANY MEMBER OF THE EXECUTIVE COMMITTEE WHOSE SALARY IS INCLUDED IN THE SALARY REVIEW IS RECUSED FROM THE APPROVAL PROCESS FOR HIS/HER SALARY APPROVAL. THIS PROCESS WAS LAST DONE IN 2013.

FORM 990, PART VI, SECTION C, LINE 19: GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

TRANSFER OF TRUST FROM OMH	335,082.
TRANSFER OF NET ASSETS FROM OMHF	7,330,004.
RELATED PARTY TIMING DIFFERENCE	-283,568.
TOTAL TO FORM 990, PART XI, LINE 9	7,381,518.

Name of the organization **PROHEALTH CARE FOUNDATION, INC. F/K/A  
WAUKESHA MEMORIAL HOSPITAL FOUNDATION**

Employer identification number  
**39-1314542**

FOR 990, PART XII, LINE 2C

THE AUDIT PROCESS HAS NOT CHANGED FROM THE PRIOR YEAR.

FORM 990:

FOUNDATION MERGER:

ON 10/1/12, OCONOMOWOC MEMORIAL HOSPITAL FOUNDATION, INC. MERGED IN TO  
WAUKESHA MEMORIAL HOSPITAL FOUNDATION, INC., WHICH CHANGED ITS NAME TO  
PROHEALTH CARE FOUNDATION, INC.. OMHF FILED A 1-DAY RETURN FOR 10/1/12.



**Part II**

[illegible]

**PROHEALTH CARE FOUNDATION, INC. F/K/A  
WAUKESHA MEMORIAL HOSPITAL FOUNDATION**

39-1314542 Page 2

Schedule R (Form 990) 2012 **PROHEALTH CARE FOUNDATION, INC. F/K/A WAUKESHA MEMORIAL HOSPITAL FOUNDATION**

**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) Disproportion- ate 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			
PROHEALTH ALIGNED, LLC (DBA MSC) - 26-3324572, 1111 DELAFIELD STREET, STE 1, WAUKESHA, WI 53188	SURGERY CENTER	WI	N/A	N/A	N/A	N/A			N/A	N/A	N/A
REHABILITATION HOSPITAL OF WISCONSIN, LLC - 26-2332250, 1625 COLDWATER CREEK DRIVE, WAUKESHA, WI 53188	INPATIENT REHABILITATION	WI	N/A	N/A	N/A	N/A			N/A	N/A	N/A
THE ORTHOPEDIC SURGERY CENTER, LLC - 20-8356016, W238 N1610 BUSSE ROAD, WAUKESHA, WI 53188	ORTHOPEDIC SURGICAL SERVICES	WI	N/A	N/A	N/A	N/A			N/A	N/A	N/A
PROHEALTH SOLUTIONS, LLC - 27-3863494, 2000 PEWAUKEE RD, SUITE C, WAUKESHA, WI 53188	ACCOUNTABLE CARE ORGANIZATION	WI	N/A	N/A	N/A	N/A			N/A	N/A	N/A

**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
WAUKESHA HEALTH SYSTEM, INC. - 39-1507910 N17 W24100 RIVERWOOD DRIVE, SUITE 200 WAUKESHA, WI 53188	HEALTHCARE	WI	N/A	C CORP	N/A	N/A	N/A		X
EMPATHIA PACIFIC, INC. - 95-3070501 31416 AGOURA RD, STE 180 WESTLAKE VILLAGE, CA 91361	HEALTHCARE	CA	N/A	C CORP	N/A	N/A	N/A		X
NATIONAL AVENUE DEVELOPMENT CORPORATION - 39-1417226, N17 W24100 RIVERWOOD DRIVE, SUITE 200, WAUKESHA, WI 53188	HEALTHCARE	WI	N/A	C CORP	N/A	N/A	N/A		X
EMPATHIA, INC. - 39-1567366 N17 W24100 RIVERWOOD DRIVE, SUITE 200 WAUKESHA, WI 53188	HEALTHCARE	WI	N/A	C CORP	N/A	N/A	N/A		X



**Part III**

**Continuation of Identification of Related Organizations Taxable as a Partnership**

[illegible]

**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)**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		
				Yes	No
(1) <b>WAUKESHA MEMORIAL HOSPITAL, INC.</b>	B	1,266,320.	ACTUAL COSTS INCURRED		
(2) <b>PROHEALTH HOME CARE, INC.</b>	B	801,126.	ACTUAL COSTS INCURRED		
(3) <b>OCONOMOWOC MEMORIAL HOSPITAL, INC.</b>	B	526,858.	ACTUAL COSTS INCURRED		
(4) <b>PROHEALTH CARE, INC.</b>	B	413,977.	ACTUAL COSTS INCURRED		
(5)					
(6)					

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

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

[illegible]

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