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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 private foundations)

Do not enter Social Security numbers on this form as it may be made public By law, the IRS generally cannot redact the information on the form

Information about Form 990 and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning 10-01-2013, 2013, and ending 09-30-2014

B Check if applicable

☐ Address change

☐ Name change

☐ Initial return

☐ Terminated

☐ Amended return

☐ Application pending

C Name of organization

PROHEALTH CARE FOUNDATION INC FKA WAUKESHA MEMORIAL HOSPITAL FOUNDATION

Doing Business As

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

725 AMERICAN AVE

City or town, state or province, country, and ZIP or foreign postal code

WAUKESHA, WI 531885031

D Employer identification number

39-1314542

E Telephone number

(262) 928-2981

G Gross receipts \$ 14,835,164

F Name and address of principal officer

SUSAN EDWARDS

725 AMERICAN AVE

WAUKESHA, WI 531885031

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

☐ Yes☒ No

H(b) Are all subordinates included?

☐ Yes☐ No

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

H(c) Group exemption number

I Tax-exempt status

☒ 501(c)(3) ☐ 501(c) () (insert no) ☐ 4947(a)(1) or ☐ 527

J Website:

WWW.PROHEALTHCARE.ORG

K Form of organization

☒ Corporation☐ Trust☐ Association☐ Other

L Year of formation 1978

M State of legal domicile WI

Part I Summary																																
Activities & Governance	<div><div>1</div><div>Briefly describe the organization's mission or most significant activities</div><div>TO SUPPORT CHARITABLE AND EDUCATIONAL HEALTH SERVICES</div></div>																															
	<div><div>2</div><div>Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets</div></div>																															
Revenue	<table><tr><td>3</td><td>Number of voting members of the governing body (Part VI, line 1a)</td><td>3</td><td>21</td></tr><tr><td>4</td><td>Number of independent voting members of the governing body (Part VI, line 1b)</td><td>4</td><td>18</td></tr><tr><td>5</td><td>Total number of individuals employed in calendar year 2013 (Part V, line 2a)</td><td>5</td><td>0</td></tr><tr><td>6</td><td>Total number of volunteers (estimate if necessary)</td><td>6</td><td>179</td></tr><tr><td>7a</td><td>Total unrelated business revenue from Part VIII, column (C), line 12</td><td>7a</td><td>388,741</td></tr><tr><td>b</td><td>Net unrelated business taxable income from Form 990-T, line 34</td><td>7b</td><td>351,840</td></tr></table>	3	Number of voting members of the governing body (Part VI, line 1a)	3	21	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	18	5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	0	6	Total number of volunteers (estimate if necessary)	6	179	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	388,741	b	Net unrelated business taxable income from Form 990-T, line 34	7b	351,840							
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<table><tr><th rowspan="2"></th><th rowspan="2"></th><th>Prior Year</th><th>Current Year</th></tr><tr><td>4,699,393</td><td>4,556,125</td></tr><tr><td>8</td><td>Contributions and grants (Part VIII, line 1h)</td><td>0</td><td>0</td></tr><tr><td>9</td><td>Program service revenue (Part VIII, line 2g)</td><td>1,473,000</td><td>4,677,121</td></tr><tr><td>10</td><td>Investment income (Part VIII, column (A), lines 3, 4, and 7d)</td><td>276,530</td><td>408,769</td></tr><tr><td>11</td><td>Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)</td><td>6,448,923</td><td>9,642,015</td></tr><tr><td>12</td><td>Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)</td><td></td><td></td></tr></table>			Prior Year	Current Year	4,699,393	4,556,125	8	Contributions and grants (Part VIII, line 1h)	0	0	9	Program service revenue (Part VIII, line 2g)	1,473,000	4,677,121	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	276,530	408,769	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	6,448,923	9,642,015	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)								
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<table><tr><td>13</td><td>Grants and similar amounts paid (Part IX, column (A), lines 1–3)</td><td>3,021,718</td><td>2,826,290</td></tr><tr><td>14</td><td>Benefits paid to or for members (Part IX, column (A), line 4)</td><td>0</td><td>0</td></tr><tr><td>15</td><td>Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)</td><td>0</td><td>0</td></tr><tr><td>16a</td><td>Professional fundraising fees (Part IX, column (A), line 11e)</td><td>0</td><td>0</td></tr><tr><td>b</td><td>Total fundraising expenses (Part IX, column (D), line 25) <input type="checkbox"/> 13,379</td><td></td><td></td></tr><tr><td>17</td><td>Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)</td><td>467,748</td><td>747,855</td></tr><tr><td>18</td><td>Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)</td><td>3,489,466</td><td>3,574,145</td></tr><tr><td>19</td><td>Revenue less expenses Subtract line 18 from line 12</td><td>2,959,457</td><td>6,067,870</td></tr></table>	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	3,021,718	2,826,290	14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	0	0	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0	b	Total fundraising expenses (Part IX, column (D), line 25) <input type="checkbox"/> 13,379			17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	467,748	747,855	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	3,489,466	3,574,145	19	Revenue less expenses Subtract line 18 from line 12	2,959,457	6,067,870
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Expenses																																
Net Assets or Fund Balances		Beginning of Current Year	End of Year																													
	20	Total assets (Part X, line 16)	33,393,97036,291,449																													
	21	Total liabilities (Part X, line 26)	900,274279,866																													
	22	Net assets or fund balances Subtract line 21 from line 20	32,493,69636,011,583																													

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

2015-07-29

Date

RONALD FARR CHIEF FINANCIAL OFFICER

Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name

DAVID LOWENTHAL

Preparer's signature

Date

Check ☐ if self-employed

PTIN P00378651

Firm's name

PLANTE & MORAN PLLC

Firm's EIN

38-1357951

Firm's address

PO BOX 307

SOUTHFIELD, MI 480370307

Phone no

(248) 352-2500

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

☒ Yes☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2013)

Part III

Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

☐ ☒

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 \$ 821,843 including grants of \$ 821,843) (Revenue \$)

OPERATING SUPPORT FOR ANGELSGRACE HOSPICE

4b

(Code) (Expenses \$ 167,313 including grants of \$ 167,313) (Revenue \$)

WAUKESHA COMMUNITY HEALTH CENTER FUNDING

4c

(Code) (Expenses \$ 295,174 including grants of \$ 295,174) (Revenue \$)

RESEARCH SALARIES AND BREAST CARE CENTER

(Code) (Expenses \$ 185,657 including grants of \$ 185,657) (Revenue \$)

PARISH NURSING SALARIES

(Code) (Expenses \$ 656,300 including grants of \$ 656,300) (Revenue \$)

GRANTS TO OMH AND WMH FOR CAPITAL PURCHASES INCLUDING THE CATH LAB PROJECT AT OMH (\$184K), EAST TO BROWN & COURTYARD PROJECT AT WMH (\$180K), SW/ICU AMMEX PROJECT AT WMH (\$122K) DA VINCI SIMULATOR PROJECT AT WMH (\$85K) AND CARPETING PROJECT AT PHHC (\$36K)

(Code) (Expenses \$ 700,003 including grants of \$ 700,003) (Revenue \$)

OTHER PROGRAM SERVICES

4d

Other program services (Describe in Schedule O)

(Expenses \$ 1,541,960 including grants of \$ 1,541,960) (Revenue \$)

4e



















Total program service expenses

2,826,290

Form 990 (2013)

Part IV

Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A 	1 Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? 	2 Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4	No
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I 	6	No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II 	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 	8	No
9 Did the organization report an amount in Part X, line 21 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? If "Yes," complete Schedule D, Part IV 	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V 	10 Yes	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI 	11a	No
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII 	11b	No
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII 	11c	No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX 	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X 	11e Yes	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X 	11f Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII 	12a Yes	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional 	12b Yes	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b	No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV	15	No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV	16	No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions) 	17	No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II 	18 Yes	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III 	19 Yes	
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22	Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If so, complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	Yes	
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b	Yes	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance			
Check if Schedule O contains a response or note to any line in this Part V <input type="checkbox"/>			
		Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a	3	
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b	0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	2a	0	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b		
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	Yes	
b If "Yes," has it filed a Form 990-T for this year? <i>If "No" to line 3b, provide an explanation in Schedule O.</i>	3b	Yes	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		No
b If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		No
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		No
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a		No
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	Yes	
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	Yes	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		No
d If "Yes," indicate the number of Forms 8282 filed during the year.	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		No
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		No
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?	9a		
b Did the organization make a distribution to a donor, donor advisor, or related person?	9b		
10 Section 501(c)(7) organizations. Enter			
a Initiation fees and capital contributions included on Part VIII, line 12.	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b		
11 Section 501(c)(12) organizations. Enter			
a Gross income from members or shareholders.	11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b		
c Enter the amount of reserves on hand.	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a		No
b If "Yes," has it filed a Form 720 to report these payments? <i>If "No," provide an explanation in Schedule O.</i>	14b		

Part VI

Governance, Management, and Disclosure

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

Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O		
b	Enter the number of voting members included in line 1a, above, who are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	Yes
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	Yes
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	Yes
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	Yes
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?	8a	Yes
b	Each committee with authority to act on behalf of the governing body?	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

Section B. Policies

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

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

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed▶WI
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O)
19	Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶RONALD FARR N17 W24100 RIVERWOOD DRIVE SUITE WAUKESHA, WI 531881131 (262) 928-4740

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

Check if Schedule O contains a response or note to any line in this Part VII

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

- 1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.
- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
 - List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
 - List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
 - List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
 - List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099- MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) SUSAN EDWARDS PRESIDENT & CEO - PHC	2 00 50 00	X		X				0	960,406	768,577
(2) JOHN ROBERTSTAD PRESIDENT - PHC HOSPITAL DIVISION	2 00 42 00	X		X				0	544,252	70,799
(3) CHRISTINE M FENSKE VICE CHAIRPERSON	2 00 0 00	X		X				0	0	0
(4) TY R TAYLOR CHAIRPERSON	2 00 0 00	X		X				0	0	0
(5) DAWN WITTAK TREASURER	2 00 0 00	X		X				0	0	0
(6) MAUREEN HILL SECRETARY - PART YEAR	2 00 0 00	X		X				0	0	0
(7) ELIZABETH DAVIES DIRECTOR - PART YEAR	2 00 0 00	X						0	196,857	5,979
(8) NANCY BONNIWELL DIRECTOR	2 00 0 00	X						0	0	0
(9) MARC DORN DIRECTOR	2 00 0 00	X						0	0	0
(10) MARILY GARDNER DIRECTOR	2 00 0 00	X						0	0	0
(11) ANN HASSELKUS DIRECTOR	2 00 0 00	X						0	0	0
(12) MARY HOLLISTER DIRECTOR	2 00 0 00	X						0	0	0
(13) SCOTT KRAEMER DIRECTOR	2 00 0 00	X						0	0	0
(14) SUZANNE LACY DIRECTOR	2 00 0 00	X						0	0	0
(15) DAVID NAGY DIRECTOR	2 00 0 00	X						0	0	0
(16) HILTON NEAL DIRECTOR	2 00 0 00	X						0	0	0
(17) MARIJO REED DIRECTOR	2 00 0 00	X						0	0	0

Part VII

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)							(D) Reportable compensation from the organization (W- 2/1099- MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former				
(18) PATTY SCHOBER	2 00	X						0	0	0	
DIRECTOR	0 00										
(19) BARB TEWES BERNDT	2 00	X						0	0	0	
DIRECTOR	0 00										
(20) JOHN WIMMER	2 00	X						0	0	0	
DIRECTOR	0 00										
(21) MELISSA THOMPSON	2 00	X						0	0	0	
DIRECTOR	0 00										
(22) MARY FOX	2 00	X						0	0	0	
DIRECTOR	0 00										
(23) MARIJO WEISSGERBER	2 00	X						0	0	0	
DIRECTOR	0 00										
(24) LARRY GARDNER	2 00	X						0	0	0	
DIRECTOR - PART YEAR	0 00										
(25) RONALD FARR	2 00			X				0	0	0	
CFO	50 00										
(26) NANINE NELSON	2 00			X				0	410,111	23,345	
CFO - PHC - PART YEAR	50 00										
(27) DAVID EBEL	2 00			X				0	0	0	
INTERIM CFO	50 00										
(28) MAUREEN GERARD	40 00			X				0	95,168	11,220	
VP FOUNDATION - PART YEAR	0 00										
(29) NORA SALE	40 00			X				0	79,946	4,412	
EXEC VP FOUNDATION	0 00										
1b Sub-Total											
c Total from continuation sheets to Part VII, Section A											
d Total (add lines 1b and 1c)								0	2,286,740	884,332	

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

3

Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*

3

No

4

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

4

Yes

5

Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*

5

No

Section B. Independent Contractors

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

2

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

Part VIII

Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns 1a				
	b	Membership dues 1b				
	c	Fundraising events 1c	751,703			
	d	Related organizations 1d	71,336			
	e	Government grants (contributions) 1e				
	f	All other contributions, gifts, grants, and similar amounts not included above 1f	3,733,086			
	g	Noncash contributions included in lines 1a-1f \$				
	h	Total. Add lines 1a-1f	4,556,125			
Program Service Revenue	2a	Business Code				
	b					
	c					
	d					
	e					
	f	All other program service revenue				
	g	Total. Add lines 2a-2f				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)	818,626			818,626
	4	Income from investment of tax-exempt bond proceeds				
	5	Royalties				
	6a	Gross rents				
	b	Less rental expenses				
	c	Rental income or (loss)				
	d	Net rental income or (loss)				
	7a	Gross amount from sales of assets other than inventory				
	b	Less cost or other basis and sales expenses				
	c	Gain or (loss)				
	d	Net gain or (loss)	3,858,495			3,858,495
	8a	Gross income from fundraising events (not including \$ 751,703 of contributions reported on line 1c) See Part IV, line 18				
	b	Less direct expenses				
	c	Net income or (loss) from fundraising events	-10,087			-10,087
	9a	Gross income from gaming activities See Part IV, line 19				
	b	Less direct expenses				
	c	Net income or (loss) from gaming activities	30,115			30,115
	10a	Gross sales of inventory, less returns and allowances				
	b	Less cost of goods sold				
	c	Net income or (loss) from sales of inventory				
		Miscellaneous Revenue				
	11a	INVEST IN METALCRAFT	310000	388,741	388,741	
	b					
	c					
	d	All other revenue				
	e	Total. Add lines 11a-11d	388,741			
	12	Total revenue. See Instructions	9,642,015	0	388,741	4,697,149

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 or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States See Part IV, line 21	2,784,860	2,784,860		
2	Grants and other assistance to individuals in the United States See Part IV, line 22	41,430	41,430		
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees				
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages				
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9	Other employee benefits				
10	Payroll taxes				
11	Fees for services (non-employees)				
a	Management				
b	Legal				
c	Accounting				
d	Lobbying				
e	Professional fundraising services See Part IV, line 17				
f	Investment management fees	183,132		183,132	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)				
12	Advertising and promotion				
13	Office expenses	52,788		39,409	13,379
14	Information technology				
15	Royalties				
16	Occupancy				
17	Travel				
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings				
20	Interest				
21	Payments to affiliates				
22	Depreciation, depletion, and amortization				
23	Insurance	1,766		1,766	
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a	BAD DEBT	388,318		388,318	
b	UBI FEDERAL TAXES	100,347		100,347	
c	UBI STATE TAXES	16,849		16,849	
d	ANGELS GRACE	2,655		2,655	
e	All other expenses	2,000		2,000	
25	Total functional expenses. Add lines 1 through 24e	3,574,145	2,826,290	734,476	13,379
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X

Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

						(A)		(B)
						Beginning of year		End of year
Assets	1	Cash—non-interest-bearing					1	
	2	Savings and temporary cash investments				5,041,686	2	6,349,728
	3	Pledges and grants receivable, net				874,787	3	1,831,233
	4	Accounts receivable, net				23,115	4	17,252
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L					5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L					6	
	7	Notes and loans receivable, net					7	
	8	Inventories for sale or use					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				26,220,362	11	27,212,236
	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				353,020	15	0
16	Total assets. Add lines 1 through 15 (must equal line 34)				33,393,970	16	36,291,449	
Liabilities	17	Accounts payable and accrued expenses				900,274	17	212,673
	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				0	25	67,193
	26	Total liabilities. Add lines 17 through 25				900,274	26	279,866
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.							
	27	Unrestricted net assets				18,234,464	27	20,653,613
	28	Temporarily restricted net assets				7,023,452	28	10,130,494
	29	Permanently restricted net assets				7,235,780	29	5,227,476
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.							
	30	Capital stock or trust principal, or current funds					30	
	31	Paid-in or capital surplus, or land, building or equipment fund					31	
	32	Retained earnings, endowment, accumulated income, or other funds					32	
	33	Total net assets or fund balances				32,493,696	33	36,011,583
	34	Total liabilities and net assets/fund balances				33,393,970	34	36,291,449

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	9,642,015
2	Total expenses (must equal Part IX, column (A), line 25)	2	3,574,145
3	Revenue less expenses Subtract line 2 from line 1	3	6,067,870
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	32,493,696
5	Net unrealized gains (losses) on investments	5	-2,126,927
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	-70,036
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-353,020
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	36,011,583

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

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

SCHEDULE A

(Form 990 or 990EZ)

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.

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization PROHEALTH CARE FOUNDATION INC FKA WAUKESHA MEMORIAL HOSPITAL FOUNDATION	Employer identification number 39-1314542
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Part I

Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1	<input type="checkbox"/>	A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
2	<input type="checkbox"/>	A school described in section 170(b)(1)(A)(ii). (Attach Schedule E)
3	<input type="checkbox"/>	A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
4	<input type="checkbox"/>	A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state _____
5	<input type="checkbox"/>	An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II)
6	<input type="checkbox"/>	A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
7	<input checked="" type="checkbox"/>	An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II)
8	<input type="checkbox"/>	A community trust described in section 170(b)(1)(A)(vi) (Complete Part II)
9	<input type="checkbox"/>	An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2). (Complete Part III)
10	<input type="checkbox"/>	An organization organized and operated exclusively to test for public safety See section 509(a)(4).
11	<input type="checkbox"/>	An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h a <input type="checkbox"/> Type I b <input type="checkbox"/> Type II c <input type="checkbox"/> Type III - Functionally integrated d <input type="checkbox"/> Type III - Non-functionally integrated
e	<input type="checkbox"/>	By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
f	<input type="checkbox"/>	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	<input type="checkbox"/>	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	<input type="checkbox"/>	Provide the following information about the supported organization(s)


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

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

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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	3,545,786	2,865,735	3,152,567	4,699,393	4,556,125	18,819,606
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	3,545,786	2,865,735	3,152,567	4,699,393	4,556,125	18,819,606
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)						1,941,238
6 Public support. Subtract line 5 from line 4						16,878,368

Section B. Total Support							
Calendar year (or fiscal year beginning in) ▶		(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7	Amounts from line 4	3,545,786	2,865,735	3,152,567	4,699,393	4,556,125	18,819,606
8	Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	374,424	459,711	1,578,490	782,640	818,626	4,013,891
9	Net income from unrelated business activities, whether or not the business is regularly carried on	40,043	193,946	336,344	293,166	388,741	1,252,240
10	Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)	133,370	157,718	211,238	177,567	180,715	860,608
11	Total support (Add lines 7 through 10)						24,946,345
12	Gross receipts from related activities, etc (see instructions)					12	
13	First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here 						

Section C. Computation of Public Support Percentage			
14	Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	67 660 %
15	Public support percentage for 2012 Schedule A, Part II, line 14	15	67 040 %
16a	33 1/3% support test—2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		
b	33 1/3% support test—2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		
17a	10%-facts-and-circumstances test—2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization		
b	10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization		
18	Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		

Part IIISupport Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage		
15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage		
17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	
19a 33 1/3% support tests—2013. 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—2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶		

Part IV

Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test	
Return Reference	Explanation
SCHEDULE A, PART II, LINE 10, EXPLANATION OF OTHER INCOME	GAMING RECEIPTS FUNDRAISING ACTIVITIES AND OTHER INCOME

SCHEDULE D
(Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

► 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. ► Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

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

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

1

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

☐ Preservation of land for public use (e g , recreation or education) ☐ Preservation of an historically important land area

☐ Protection of natural habitat ☐ Preservation of a certified historic structure

☐ Preservation of open space

2

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

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

3

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

4

Number of states where property subject to conservation easement is located ►

5

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

☐ Yes ☐ No

6

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

7

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

8

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

☐ Yes ☐ No

9

In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

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

1a

If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1

► \$

(ii) Assets included in Form 990, Part X

► \$

2

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a

Revenues included in Form 990, Part VIII, line 1

► \$

b

Assets included in Form 990, Part X

► \$

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3

Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other
- 4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII
- 5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV

Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No
- b

If "Yes," explain the arrangement in Part XIII and complete the following table
- c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	
- 2a

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

☐ Yes

☐ No
- b

If "Yes," explain the arrangement in Part XIII Check here if the explanation has been provided in Part XIII

☐

Part V

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

	(a)Current year	(b)Prior year	b (c)Two years back	(d)Three years back	(e)Four years back
1a Beginning of year balance	7,235,780	6,710,388	6,625,195	6,542,035	5,498,739
b Contributions	6,670	71,360	88,002	84,926	1,045,116
c Net investment earnings, gains, and losses	76,853	60,259	-2,809	-1,766	-1,820
d Grants or scholarships					
e Other expenditures for facilities and programs	2,091,827	393,773			
f Administrative expenses					
g End of year balance	5,227,476	7,235,780	6,710,388	6,625,195	6,542,035

- 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

100 000 %

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

3a(i)

Yes

No

(ii) related organizations

3a(ii)

Yes

No

b

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

3b

Yes

No

4

Describe in Part XIII the intended uses of the organization's endowment funds

Part VI

Land, Buildings, and Equipment. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. 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) 2013

Part XI

Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements	1	7,695,774
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	-2,126,927
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	180,686
e	Add lines 2a through 2d	2e	-1,946,241
3	Subtract line 2e from line 1	3	9,642,015
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	0
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	9,642,015

Part XII

Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements	1	4,107,851
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII)	2d	533,706
e	Add lines 2a through 2d	2e	533,706
3	Subtract line 2e from line 1	3	3,574,145
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	3,574,145

Part XIII

Supplemental Information

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.

Return Reference	Explanation
PART V, LINE 4	TO SUPPORT PROHEALTH CARE, INC. IN ITS CHARITABLE MISSION
PART X, LINE 2	FIN48 DISCLOSURE THE FOUNDATION IS EXEMPT FROM INCOME TAX UNDER PROVISIONS OF INTERNAL REVENUE CODE SECTION 501(C)(3). 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 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, 2014, THERE ARE NO UNCERTAIN POSITIONS TAKEN OR EXPECTED TO BE TAKEN THAT WOULD REQUIRE RECOGNITION OF A LIABILITY OR DISCLOSURE IN THE FINANCIAL STATEMENTS. THE FOUNDATION IS SUBJECT TO ROUTINE AUDITS BY TAXING JURISDICTIONS, HOWEVER, THERE ARE CURRENTLY NO AUDITS FOR ANY TAX PERIODS IN PROGRESS.
PART XI, LINE 2D - OTHER ADJUSTMENTS	DIRECT FUNDRAISING EXPENSES REPORTED ON PART VIII LINE 8B 159,089 DIRECT GAMING EXPENSES REPORTED ON PART VIII LINE 9B 1,597 RETURN OF MILWAUKEE FOUNDATION GRANT 20,000
PART XII, LINE 2D - OTHER ADJUSTMENTS	DIRECT FUNDRAISING EXPENSES REPORTED ON PART VIII LINE 8B 159,089 DIRECT GAMING EXPENSES REPORTED ON PART VIII LINE 9B 1,597 TRANSFER TO OMH 353,020 RETURN OF MILWAUKEE FOUNDATION GRANT 20,000

[illegible]

SCHEDULE G
(Form 990 or 990-EZ)

Supplemental Information Regarding
Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

▶ Information about Schedule G (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
PROHEALTH CARE FOUNDATION INC FKA
WAUKESHA MEMORIAL HOSPITAL FOUNDATION

Employer identification number

39-1314542

Part I

Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.
Form 990-EZ filers are not required to complete this part.

1

Indicate whether the organization raised funds through any of the following activities. Check all that apply.

a

☐ Mail solicitations

e

☐ Solicitation of non-government grants

b

☐ Internet and email solicitations

f

☐ Solicitation of government grants

c

☐ Phone solicitations

g

☐ Special fundraising events

d

☐ In-person solicitations

2a

Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?

☐ Yes

☐ No

b

If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total ▶						

3

List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

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

Revenue		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events	
		<u>ON ANGELS WINGS</u>	<u>RIVERWALK</u>	<u>4</u>	(add col (a) through	
		(event type)	(event type)	(total number)	col (c))	
	1	Gross receipts	305,074	291,146	304,485	900,705
	2	Less Contributions . . .	305,074	212,073	234,556	751,703
3	Gross income (line 1 minus line 2)		79,073	69,929	149,002	
Direct Expenses	4	Cash prizes				
	5	Noncash prizes		41,698	33,903	75,601
	6	Rent/facility costs . . .	14,672	8,462	8,127	31,261
	7	Food and beverages . . .	3,766		1,118	4,884
	8	Entertainment	550		1,075	1,625
	9	Other direct expenses . .	5,904	8,276	31,538	45,718
	10	Direct expense summary Add lines 4 through 9 in column (d) ▶				(159,089)
	11	Net income summary Subtract line 10 from line 3, column (d) ▶				-10,087

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		31,713	31,713
	2	Cash prizes		1,598	1,598
Direct Expenses	3	Non-cash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input checked="" type="checkbox"/> Yes 99.500 % <input type="checkbox"/> No
	7	Direct expense summary Add lines 2 through 5 in column (d) ▶			1,598
	8	Net gaming income summary Subtract line 7 from line 1, column (d) ▶			30,115

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 _____

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	10 000 %
b	An outside facility	13b	90 000 %

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 ▶ \$ 298

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 distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$

Part IV Supplemental Information. 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).

Return Reference	Explanation
------------------	-------------

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

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

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

▶ Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public
Inspection

Name of the organization
PROHEALTH CARE FOUNDATION INC FKA
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.

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
(1) WAUKESHA MEMORIAL HOSPITAL INC 725 AMERICAN AVENUE WAUKESHA, WI 53188	39-0910727	501(C)(3)	1,383,104		N/A	N/A	TO AID THE ORGANIZATION IN ITS CHARITABLE MISSION
(2) PROHEALTH HOME CARE INC N17 W24100 RIVERWOOD DRIVE SUITE 200 WAUKESHA, WI 53188	20-0067392	501(C)(3)	859,045		N/A	N/A	TO AID THE ORGANIZATION IN ITS CHARITABLE MISSION
(3) PROHEALTH CARE INC N17 W24100 RIVERWOOD DRIVE SUITE 200 WAUKESHA, WI 53188	39-1486873	501(C)(3)	285,732		N/A	N/A	TO AID THE ORGANIZATION IN ITS CHARITABLE MISSION
(4) OCONOMOWOC MEMORIAL HOSPITAL INC 791 SUMMIT AVE OCONOMOWOC, WI 53066	39-0794174	501(C)(3)	256,360		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

4

3

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

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
(1) KOMEN GRANT	95	13,336		N/A	N/A
(2) SCHOLARSHIPS	18	18,500		N/A	N/A
(3) DODY GRANT	113	9,594		N/A	N/A

Part IV

Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

Return Reference	Explanation
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.

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
PROHEALTH CARE FOUNDATION INC FKA
WAUKESHA MEMORIAL HOSPITAL FOUNDATION

Employer identification number

39-1314542

Part I	Questions Regarding Compensation		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items			
	<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 idemnification 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 in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?	2		
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, 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?	4a	Yes	
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	Yes	
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	5a		No
b	Any related organization?	5b		No
	If "Yes," to line 5a or 5b, describe in Part III			
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a	The organization?	6a	Yes	
b	Any related organization?	6b	Yes	
	If "Yes," to line 6a or 6b, describe in Part III			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7		No
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9		

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1)SUSAN EDWARDS PRESIDENT & CEO - PHC	(i)	0	0	0	0	0	0	0
	(ii)	775,024	185,382	0	750,007	18,570	1,728,983	185,382
(2)JOHN ROBERTSTAD PRESIDENT - PHC HOSPITAL DIVISION	(i)	0	0	0	0	0	0	0
	(ii)	444,913	97,684	1,655	36,671	34,128	615,051	97,684
(3)ELIZABETH DAVIES DIRECTOR - PART YEAR	(i)	0	0	0	0	0	0	0
	(ii)	79,357	117,500	0	5,655	324	202,836	0
(4)NANINE NELSON CFO - PHC - PART YEAR	(i)	0	0	0	0	0	0	0
	(ii)	327,182	0	82,929	11,214	12,131	433,456	275,124

Part III Supplemental Information

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.

Return Reference	Explanation
PART I, LINE 3	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
PART I, LINES 4A-B	LINE 4A NANINE NELSON RECEIVED SEVERANCE PAYMENTS TOTALING \$82,929 DURING THE 2013 CALENDAR YEAR. PAYMENTS ARE MADE IN BIWEEKLY INSTALLMENTS OVER AN 18 MONTH PERIOD PER THE AGREEMENT BETWEEN NANINE NELSON AND PROHEALTH CARE, INC. MAUREEN GERARD RECEIVED SEVERANCE PAYMENTS TOTALING \$19,298 DURING THE 2013 CALENDAR YEAR. PAYMENTS ARE MADE IN BIWEEKLY INSTALLMENTS OVER A 26 WEEK PERIOD PER THE AGREEMENT SIGNED BY THE PARTIES ON NOVEMBER 25, 2013. LINE 4B NAME CURRENT FISCAL YEAR PAYOUT NANINE NELSON \$186,460 SUSAN EDWARDS MAUREEN GERARD NORA SALES ELIZABETH DAVIES. 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 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 O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.
▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

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Name of the organization PROHEALTH CARE FOUNDATION INC FKA WAUKESHA MEMORIAL HOSPITAL FOUNDATION	Employer identification number 39-1314542
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990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 3	
FORM 990, PART VI, SECTION A, LINE 6	PROHEALTH CARE, INC IS THE SOLE 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, INCLUD ING APPROVAL OF STRATEGIC PLANNING, ANNUAL OPERATING AND CAPITAL BUDGETS, BORROWING, TRANS FER, 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 TH E FORM 990, SELECT EXECUTIVE MEMBERS OF THE ORGANIZATION AND THE AUDIT & COMPLIANCE COMMIT TEE PERFORMED A REVIEW THEN THE ORGANIZATION'S TAX PREPARERS MADE A PRESENTATION TO THE A UDIT COMMITTEE, AND THE BOARD OF DIRECTORS WAS PROVIDED A COPY OF THE RETURN, WHICH WAS SU BSEQUENTLY 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 T O ANNUALLY COMPLETE A CONFLICT OF INTEREST FORM ALL REPORTED POTENTIAL CONFLICTS OF INTER EST ARE TRACKED IN THE CORPORATE COMPLIANCE DEPARTMENT THEY ARE REVIEWED AND ANY PERSON I DENTIFIED AS HAVING A POTENTIAL CONFLICT IS GIVEN DIRECTION AS TO WHAT STEPS SHOULD BE TAK EN TO MITIGATE THE CONCERN ALL EMPLOYEES ARE EDUCATED ANNUALLY THE STEPS TAKEN WHEN A CO NFLICT ARISES ARE AS FOLLOWS FOR THE BOARD OF DIRECTORS, THE RESTRICTION IS NOT BEING ALL OWED TO 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 EMPLOYE ES, RECOMMENDATIONS ARE MADE FROM COMPLIANCE MANAGER TO LEADERSHIP AND/OR HUMAN RESOURCES RESTRICTIONS CAN RANGE FROM ANY OF THE FOLLOWING DISCLOSING POTENTIAL CONFLICTS OF INTER EST TO PATIENTS, NOT BEING ABLE TO BE INVOLVED IN DISCUSSION OR DECISION MAKING ON SPECIFI C 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 EXECUT IVE TEAM FOR A DECISION
FORM 990, PART VI, SECTION B, LINE 15	AN INDEPENDENT, EXTERNAL COMPENSATION REVIEW IS CONDUCTED FOR THE POSITIONS OF EXECUTIVE D IRECTOR, 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 E XECUTIVE COMMITTEE WHOSE SALARY IS INCLUDED IN THE SALARY REVIEW IS RECUSED FROM THE APPRO VAL PROCESS FOR HIS/HER SALARY APPROVAL THIS PROCESS WAS LAST DONE IN 2014
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	TRANSFER TO OMH - ALLEN TRUST -353,020
FOR 990, PART XII, LINE 2C	THE AUDIT PROCESS HAS NOT CHANGED FROM THE PRIOR YEAR

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.
▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization PROHEALTH CARE FOUNDATION INC FKA WAUKESHA MEMORIAL HOSPITAL FOUNDATION	Employer identification number 39-1314542
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Part I Identification of Disregarded Entities

Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

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

Part II Identification of Related Tax-Exempt Organizations

Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) OCONOMOWOC MEMORIAL HOSPITAL INC 791 SUMMIT AVENUE OCONOMOWOC, WI 53066 39-0794174	HOSPITAL	WI	501(C)(3)	LINE 3	PROHEALTH CARE INC	Yes	
(2) PROHEALTH HOME CARE INC N17 W24100 RIVERWOOD DRIVE SUITE 20 WAUKESHA, WI 53188 20-0067392	HEALTHCARE	WI	501(C)(3)	LINE 3	PROHEALTH CARE INC	Yes	
(3) NATIONAL REGENCY OF NEW BERLIN INC N17 W24100 RIVERWOOD DRIVE SUITE 20 WAUKESHA, WI 53188 39-1077992	HEALTHCARE	WI	501(C)(3)	LINE 9	PROHEALTH CARE INC	Yes	
(4) WAUKESHA MEMORIAL HOSPITAL INC 725 AMERICAN AVENUE WAUKESHA, WI 53188 39-0910727	HOSPITAL	WI	501(C)(3)	LINE 3	PROHEALTH CARE INC	Yes	
(5) PROHEALTH CARE INC N17 W24100 RIVERWOOD DRIVE SUITE 20 WAUKESHA, WI 53188 39-1786873	MANAGEMENT	WI	501(C)(3)	LINE 11C, III-FI	N/A		No
(6) PROHEALTH CARE MEDICAL ASSOCIATES INC N17 W24100 RIVERWOOD DRIVE SUITE 20 WAUKESHA, WI 53188 39-1083015	HEALTHCARE	WI	501(C)(3)	LINE 3	PROHEALTH CARE INC	Yes	

Part III

Identification of Related Organizations Taxable as a Partnership

Complete if the organization answered "Yes" on 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) Disproprrtionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) PROHEALTH ALIGNED LLC (DBA MSC) 1111 DELAFIELD STREET STE 1 WAUKESHA, WI 53188 26-3324572	SURGERY CENTER	WI	N/A									
(2) REHABILITATION HOSPITAL OF WISCONSIN LLC 1625 COLDWATER CREEK DRIVE WAUKESHA, WI 53188 26-2332250	INPATIENT REHABILITATION	WI	N/A									
(3) THE ORTHOPEDIC SURGERY CENTER LLC W238 N1610 BUSSE ROAD WAUKESHA, WI 53188 20-8356016	ORTHOPEDIC SURGICAL SERVICES	WI	N/A									
(4) PROHEALTH SOLUTIONS LLC 2000 PEWAUKEE RD SUITE C WAUKESHA, WI 53188 27-3863494	ACCOUNTABLE CARE ORGANIZATION	WI	N/A									
(5) LAKE COUNTRY ENDOSCOPY CENTER 1185 CORPORATE CENTER DR OCONOMOWOC, WI 53066 26-1572986	ENDOSCOPY SERVICES	WI	N/A									

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust

Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of- year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1) WAUKESHA HEALTH SYSTEM INC N17 W24100 RIVERWOOD DRIVE SUITE 20 WAUKESHA, WI 53188 39-1507910	HEALTHCARE	WI	N/A	C					No
(2) EMPATHIA PACIFIC INC 31416 AGOURA RD STE 180 WESTLAKE VILLAGE, CA 91361 95-3070501	HEALTHCARE	CA	N/A	C					No
(3) NATIONAL AVENUE DEVELOPMENT CORPORATION N17 W24100 RIVERWOOD DRIVE SUITE 20 WAUKESHA, WI 53188 39-1417226	HEALTHCARE	WI	N/A	C					No
(4) EMPATHIA INC N17 W24100 RIVERWOOD DRIVE SUITE 20 WAUKESHA, WI 53188 39-1567366	HEALTHCARE	WI	N/A	C					No

Part V

Transactions With Related Organizations

Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

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

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

a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity

b Gift, grant, or capital contribution to related organization(s)

c Gift, grant, or capital contribution from related organization(s)

d Loans or loan guarantees to or for related organization(s)

e Loans or loan guarantees by related organization(s)

f Dividends from related organization(s)

g Sale of assets to related organization(s)

h Purchase of assets from related organization(s)

i Exchange of assets with related organization(s)

j Lease of facilities, equipment, or other assets to related organization(s)

k Lease of facilities, equipment, or other assets from related organization(s)

l Performance of services or membership or fundraising solicitations for related organization(s)

m Performance of services or membership or fundraising solicitations by related organization(s)

n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

o Sharing of paid employees with related organization(s)

p Reimbursement paid to related organization(s) for expenses

q Reimbursement paid by related organization(s) for expenses

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

s Other transfer of cash or property from related organization(s)

Yes

No

1a

No

1b

Yes

1c

Yes

1d

Yes

1e

No

1f

No

1g

No

1h

No

1i

No

1j

No

1k

No

1l

No

1m

No

1n

Yes

1o

Yes

1p

No

1q

No

1r

No

1s

No

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) WAUKESHA MEMORIAL HOSPITAL INC	B	1,396,440	ACTUAL COSTS INCURRED
(2) PROHEALTH HOME CARE INC	B	859,045	ACTUAL COSTS INCURRED
(3) OCONOMOWOC MEMORIAL HOSPITAL INC	B	256,360	ACTUAL COSTS INCURRED
(4) PROHEALTH CARE INC	B	304,232	ACTUAL COSTS INCURRED

Schedule R (Form 990) 2013

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]

Part VII

Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions)

Return Reference	Explanation
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Additional Data

Software ID:

Software Version:

EIN: 39-1314542

Name: PROHEALTH CARE FOUNDATION INC FKA
WAUKESHA MEMORIAL HOSPITAL FOUNDATION

Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c) (3))	(f) Direct controlling entity	(g) Section 512 (b)(13) controlled entity?	
						Yes	No
(1) OCONOMOWOC MEMORIAL HOSPITAL INC 791 SUMMIT AVENUE OCONOMOWOC, WI 53066 39-0794174	HOSPITAL	WI	501(C)(3)	LINE 3	PROHEALTH CARE INC	Yes	
(1) PROHEALTH HOME CARE INC N17 W24100 RIVERWOOD DRIVE SUITE 20 WAUKESHA, WI 53188 20-0067392	HEALTHCARE	WI	501(C)(3)	LINE 3	PROHEALTH CARE INC	Yes	
(2) NATIONAL REGENCY OF NEW BERLIN INC N17 W24100 RIVERWOOD DRIVE SUITE 20 WAUKESHA, WI 53188 39-1077992	HEALTHCARE	WI	501(C)(3)	LINE 9	PROHEALTH CARE INC	Yes	
(3) WAUKESHA MEMORIAL HOSPITAL INC 725 AMERICAN AVENUE WAUKESHA, WI 53188 39-0910727	HOSPITAL	WI	501(C)(3)	LINE 3	PROHEALTH CARE INC	Yes	
(4) PROHEALTH CARE INC N17 W24100 RIVERWOOD DRIVE SUITE 20 WAUKESHA, WI 53188 39-1786873	MANAGEMENT	WI	501(C)(3)	LINE 11C, III-FI	N/A		No
(5) PROHEALTH CARE MEDICAL ASSOCIATES INC N17 W24100 RIVERWOOD DRIVE SUITE 20 WAUKESHA, WI 53188 39-1083015	HEALTHCARE	WI	501(C)(3)	LINE 3	PROHEALTH CARE INC	Yes	