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302 WEST WASHINGTON STREET
ROOM E418
INDIANAPOLIS, INDIANA 46204-2765

Telephone: (317) 232-2513
Fax: (317) 232-4711
Web Site: www.in.gov/sboa

Board of Directors
Witham Health Services
P.O. Box 1200
Lebanon, IN 46052

We have reviewed the audit report prepared by Blue & Co., LLC, Independent Public Accountants, for the period January 1, 2012 to December 31, 2012. In our opinion, the audit report was prepared in accordance with the guidelines established by the State Board of Accounts. Per the Independent Public Accountants' opinion, the financial statements included in the report present fairly the financial condition of the Witham Health Services, as of December 31, 2012 and the results of its operations for the period then ended, on the basis of accounting described in the report.

The Independent Public Accountants' report is filed with this letter in our office as a matter of public record.

STATE BOARD OF ACCOUNTS



Small Hospital. Big Medicine.

CONSOLIDATED FINANCIAL STATEMENTS

AND

SUPPLEMENTARY INFORMATION

DECEMBER 31, 2012 AND 2011

CPAs / ADVISORS



WITHAM HEALTH SERVICES

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Blue & Co., LLC / One American Square, Suite 2200 / Box 82062 / Indianapolis, IN 46282
main 317.633.4705 fax 317.633.4889 email blue@blueandco.com

REPORT OF INDEPENDENT AUDITORS

Board of Trustees
Witham Health Services
Lebanon, Indiana

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Witham Health Services and its subsidiaries (Hospital), which comprise the consolidated balance sheets as of December 31, 2012, and the related consolidated statements of revenues, expenses and changes in net position, and cash flows for the year then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Consolidated Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the Guidelines for Audits of County and City Hospitals by Independent Certified Public Accountants, issued by the Indiana State Board of Accounts. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

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

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

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Hospital as of December 31, 2012, and its results of operations, changes in net position and cash flows for the years ended in accordance with accounting principles generally accepted in the United States of America.

Report on Summarized Comparative Information

We have previously audited the Hospital's 2011 consolidated financial statements, and our report dated May 30, 2012, expressed an unmodified opinion on those consolidated financial statements. In our opinion, the summarized comparative information presented herein as of and for the year ended December 31, 2011, is consistent, in all material respects, with the audited consolidated financial statements from which it has been derived.

Report on Required Supplementary Information

Accounting principles generally accepted in the United States of America require that Management's Discussion and Analysis be presented to supplement the basic consolidated financial statements. Such information, although not a part of the basic consolidated financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic consolidated financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic consolidated financial statements, and other knowledge we obtained during our audit of the basic consolidated financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Report on Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The supplementary information listed in the accompanying table of contents is presented for purposes of additional analysis of the consolidated financial statements rather than to present the financial position, results of operations, changes in net position and cash flows of the individual entities, and is not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

Blue & Co., LLC

Indianapolis, Indiana
July 17, 2013

REQUIRED SUPPLEMENTARY INFORMATION

WITHAM HEALTH SERVICES

MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED) DECEMBER 31, 2012 AND 2011

This section of Witham Health Services' (Hospital) annual consolidated financial statements presents background information and management's discussion and analysis (MD&A) of the Hospital's consolidated financial performance during the years ended December 31, 2012 and 2011. This MD&A does include a discussion and analysis of the activities and results of the Blended Component Units, Medical Office Properties, LLC, Creekside OB/GYN, Inc., Central Indiana Health Association, Inc. and the Discrete Component Unit, Witham Health Services Foundation, Inc. Please read it in conjunction with the Hospital's consolidated financial statements that follow this MD&A.

FINANCIAL HIGHLIGHTS

- The Hospital's net position increased approximately \$25,857,000 or 43% in 2012 compared to \$6,888,000 or 13% in 2011.
- The Hospital reported operating income of approximately \$28,600,000 for the year 2012, representing an increase of approximately \$18,644,000 in comparison to 2011 results. Operating income for 2011 of approximately \$9,956,000 was \$6,668,000 more than 2010.
- Total revenue increased by approximately \$143,909,000 in 2012 compared to 2011. In 2011, total revenue increased \$37,056,000 over 2010.
- Long term care services generated approximately \$162,869,000 and \$27,684,000 in net patient service revenue during 2012 and 2011, respectively.

USING THIS ANNUAL REPORT

The Hospital's consolidated financial statements consist of three statements – a balance sheet; a statement of revenues, expenses and changes in net position; and a statement of cash flows. These consolidated financial statements and related notes provide information about the consolidated activities and the financial position of the Hospital.

The consolidated balance sheet includes all of the Hospital's assets and liabilities and provides information about the nature and amounts of investments in resources (assets) and the obligations to Hospital creditors (liabilities).

All of the current year's revenue earned and expenses incurred are accounted for in the consolidated statement of revenues, expenses and changes in net position.

Finally, the consolidated statement of cash flows' purpose is to provide information about the Hospital's cash flows from operating activities, financing activities including capital additions, and investing activities. This statement provides information on the sources and uses of cash and what was the change in cash balance during the year.

WITHAM HEALTH SERVICES

MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED) DECEMBER 31, 2012 AND 2011

THE CONSOLIDATED BALANCE SHEET AND CONSOLIDATED STATEMENT OF REVENUES, EXPENSES AND CHANGES IN NET POSITION

One of the most important questions asked about the Hospital's finances is, "Is the Hospital as a whole better or worse off as a result of the year's activities?" The consolidated balance sheet and the consolidated statement of revenues, expenses and changes in net position report information about the Hospital's resources and its activities in a way that helps answer this question. These statements include all restricted and unrestricted assets and all liabilities using the accrual basis of accounting. All of the current year's revenues and expenses are taken into account regardless of when cash is received or paid.

These two statements report the Hospital's net position and changes in them. Think of the Hospital's net position—the difference between assets and liabilities—as one way to measure the Hospital's financial health, or financial position. Over time, increases or decreases in the Hospital's net position are one indicator of whether its financial health is improving or deteriorating. Consider other nonfinancial factors, however, such as changes in the Hospital's patient base and measures of the quality of service it provides to the community, as well as local economic factors to assess the overall health of the Hospital.

Consolidated Balance Sheets

	2012	2011	2012-2011 Change	2010	2011-2010 Change
Assets					
Current assets	\$ 105,482,952	\$ 73,179,944	\$ 32,303,008	\$ 47,896,257	\$ 25,283,687
Assets whose use is limited	7,094,994	8,440,776	(1,345,782)	9,259,792	(819,016)
Capital assets, net	80,743,604	82,557,845	(1,814,241)	87,371,997	(4,814,152)
Other assets	1,984,280	1,870,988	113,292	1,857,031	13,957
Total assets	<u>\$ 195,305,830</u>	<u>\$ 166,049,553</u>	<u>\$ 29,256,277</u>	<u>\$ 146,385,077</u>	<u>\$ 19,664,476</u>
Liabilities					
Current liabilities	\$ 39,074,359	\$ 31,223,407	\$ 7,850,952	\$ 14,066,607	\$ 17,156,800
Long term debt	69,783,909	74,236,066	(4,452,157)	78,616,142	(4,380,076)
Total liabilities	108,858,268	105,459,473	3,398,795	92,682,749	12,776,724
Net position					
Invested in capital assets, net of related debt	6,517,885	3,939,778	2,578,107	4,665,314	(725,536)
Designated					
Trustee held for debt service and capital	9,969,912	9,917,352	52,560	9,799,800	117,552
Internally designated for capital improvements	1,760	1,250,953	(1,249,193)	758,897	492,056
Total designated	9,971,672	11,168,305	(1,196,633)	10,558,697	609,608
Restricted - expendable for donor restriction	98,322	112,471	(14,149)	1,306,095	(1,193,624)
Unrestricted	69,859,683	45,369,526	24,490,157	37,172,222	8,197,304
Total net position	<u>86,447,562</u>	<u>60,590,080</u>	<u>25,857,482</u>	<u>53,702,328</u>	<u>6,887,752</u>
Total liabilities and net position	<u>\$ 195,305,830</u>	<u>\$ 166,049,553</u>	<u>\$ 29,256,277</u>	<u>\$ 146,385,077</u>	<u>\$ 19,664,476</u>

Total assets increased approximately \$29,256,000 over 2011 primarily due to increased activity in long term care services. Cash, investments and assets whose use is limited increased in total by \$24,757,000 over 2011 while capital assets decreased by approximately \$1,814,000 over prior year.

WITHAM HEALTH SERVICES

MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED) DECEMBER 31, 2012 AND 2011

Total liabilities increased \$3,399,000 over 2011 mainly due to additional accounts payable and accrued payroll and benefits related to increased activity in long term care services.

Total assets in 2011 increased \$19,664,000 over 2010 primarily due to patient accounts receivable and increased activity in long term care services. Cash, investments and assets whose use is limited increased in total by \$8,092,000 while capital assets decreased approximately \$4,814,000.

Total liabilities increased \$12,777,000 over 2010 mainly as the result of accounts payable and accrued liabilities related to the addition of long term care services in 2011.

Consolidated Statements of Revenues, Expenses and Changes in Net Position

	2012	2011	2012-2011 Change	2010	2011-2010 Change
Revenues					
Net patient service revenue	\$ 257,273,393	\$ 111,266,624	\$ 146,006,769	\$ 76,780,716	\$ 34,485,908
Other operating revenue	6,811,289	8,909,518	(2,098,229)	6,339,542	2,569,976
Total revenues	264,084,682	120,176,142	143,908,540	83,120,258	37,055,884
Expenses					
Salaries and benefits	46,402,702	44,791,418	1,611,284	43,157,531	1,633,887
Supplies	24,764,053	13,639,943	11,124,110	10,862,444	2,777,499
Depreciation and amortization	6,283,773	6,456,708	(172,935)	6,116,890	339,818
Other operating expenses	158,034,177	45,331,992	112,702,185	19,695,222	25,636,770
Total expenses	235,484,705	110,220,061	125,264,644	79,832,087	30,387,974
Operating income	28,599,977	9,956,081	18,643,896	3,288,171	6,667,910
Nonoperating revenue (expense), net	(2,742,495)	(3,068,329)	325,834	(2,297,363)	(770,966)
Change in net position	25,857,482	6,887,752	18,969,730	990,808	5,896,944
Net position					
Beginning of year	60,590,080	53,702,328	6,887,752	52,711,520	990,808
End of year	\$ 86,447,562	\$ 60,590,080	\$ 25,857,482	\$ 53,702,328	\$ 6,887,752

The main component of the overall change in the Hospital's net position is operating income. In 2011, the Hospital reported operating income of approximately \$9,956,000 compared to 2012 of approximately \$28,600,000, which is an increase of approximately \$18,644,000 from 2011. The primary reason for the change in operating income was an increase in operating revenue of approximately \$143,909,000 compared to the increase in operating expenses of \$125,265,000. The increases can be attributed to utilization changes and long term care services.

Nonoperating revenue (expense) consists primarily of investment income, interest expense and Foundation revenue and expenses. The nonoperating items changed from a net expense of approximately \$3,068,000 in 2011 to a net expense of approximately \$2,742,000 in 2012. The change of approximately \$326,000 is primarily due to improved investment income and reduced interest expense.

WITHAM HEALTH SERVICES

MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED) DECEMBER 31, 2012 AND 2011

Operating income in 2011 was approximately \$6,668,000 higher than 2010 as volumes in patient service revenue outpaced corresponding expenses mainly as a result of utilization and long term care services.

CONSOLIDATED STATEMENT OF CASH FLOWS

The final required statement is the consolidated statement of cash flows. The statement reports cash receipts, cash payments, and net changes in cash resulting from operations, capital and related financing and investing activities. It provides answers to such questions as "Where did cash come from?" "What was cash used for?" and "What was the change in cash balance during the reporting period?"

	2012	2011	2012-2011 Change	2010	2011-2010 Change
Cash flows from					
Operating	\$ 36,452,765	\$ 16,876,370	\$ 19,576,395	\$ 7,172,562	\$ 9,703,808
Capital and related financing	(12,787,368)	(9,747,931)	(3,039,437)	3,089,664	(12,837,595)
Investing	2,875,324	(7,291,191)	10,166,515	(3,159,172)	(4,132,019)
Change in cash and equivalents	<u>\$ 26,540,721</u>	<u>\$ (162,752)</u>	<u>\$ 26,703,473</u>	<u>\$ 7,103,054</u>	<u>\$ (7,265,806)</u>

Operating activities generated cash of approximately \$36,453,000 in 2012. Capital and related financing activities used cash of approximately \$12,787,000 in 2012. Two significant components capital and related financing activities include cash used to purchase of capital assets of \$4,615,000 and cash paid for principal and interest of approximately \$8,172,000. Investing activities provided cash of approximately \$2,875,000 in 2012 mainly due to classification changes between investments and cash equivalents.

2011 used cash and cash equivalents of approximately \$163,000 compared to providing cash and cash equivalents of approximately of \$7,103,000 in 2010. The main difference related to long term debt borrowings during 2010.

SOURCES OF REVENUE

During 2012, the Hospital derived substantially all of its revenue from patient service and other related activities. A significant portion of the patient service revenue is from patients that are insured by government health programs, principally Medicare and Medicaid, which are highly regulated and subject to frequent and substantial changes. Revenues from the Medicare and Medicaid programs represented 53% of the Hospital's gross revenues in 2012, 55% in 2011 and 53% in 2010.

WITHAM HEALTH SERVICES

MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED) DECEMBER 31, 2012 AND 2011

Following is a table of major sources of gross patient revenues for 2012, 2011 and 2010:

	2012	2011	2010
Medicare	38%	39%	40%
Medicaid	15%	16%	13%
Commercial	40%	39%	40%
Self Pay	7%	6%	7%
	<u>100%</u>	<u>100%</u>	<u>100%</u>

CAPITAL ASSETS

At the end of 2012, the Hospital had approximately \$80,744,000 invested in capital assets, net of accumulated depreciation, as detailed below.

	2012	2011	2012-2011 Change	2010	2011-2010 Change
Land and improvements	\$ 7,269,626	\$ 7,269,626	\$ -0-	\$ 7,018,074	\$ 251,552
Buildings and improvements	78,943,761	78,497,524	446,237	77,792,023	705,501
Equipment	39,545,615	36,330,179	3,215,436	35,377,497	952,682
Construction in progress	641,461	41,176	600,285	368,006	(326,830)
Total property and equipment	126,400,463	122,138,505	4,261,958	120,555,600	1,582,905
Less accumulated depreciation	45,656,859	39,580,660	6,076,199	33,183,603	6,397,057
Capital assets, net	<u>\$ 80,743,604</u>	<u>\$ 82,557,845</u>	<u>\$ (1,814,241)</u>	<u>\$ 87,371,997</u>	<u>\$ (4,814,152)</u>

Net capital assets decreased by approximately \$1,814,000 in 2012 compared to 2011 as depreciation expense outpaced current year additions. The change between 2011 and 2010 was \$4,814,000 as depreciation expense outpaced 2011 property additions.

DEBT

The Hospital's debt consists of revenue bonds, loans payable and capital lease obligations. There were no new borrowings during 2012 and 2011. In 2010, the Hospital issued \$40,000,000 in new debt for the acquisition, construction, renovation and equipping of certain improvements to the Hospital facilities. The 2010 Bonds were issued through the Boone County Hospital Association. More detailed information about the Hospital's long term debt is presented in the notes to the consolidated financial statements.

WITHAM HEALTH SERVICES

MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED) DECEMBER 31, 2012 AND 2011

ECONOMIC OUTLOOK

Management believes that the health care industry's and the Hospital's operating margins will continue to be under pressure because of changes in payor mix and growth in operating expenses that are in excess of the increases in contractually arranged and legally established payments received for services rendered. Another factor that poses a challenge to management is the increasing competitive market for the delivery of health care services. The ongoing challenge facing the Hospital is to continue to provide quality patient care in this competitive environment, and to attain reasonable rates for the services that are provided while managing costs. The most significant cost factor affecting the Hospital is the increases in labor costs due to the increasing competition for quality health care workers.

CONTACTING THE HOSPITAL'S FINANCIAL MANAGEMENT

This financial report is designed to provide patients, suppliers, taxpayers, and creditors with a general overview of the Hospital's finances and to show the Hospital's accountability for the money it receives. If you have questions about this report or need additional financial information, contact the Hospital Controller's Office, at PO Box 1200, Lebanon, IN, 46052.

WITHAM HEALTH SERVICES

CONSOLIDATED BALANCE SHEETS DECEMBER 31, 2012 AND 2011

	2012			2011	
	Total Hospital	Foundation	Eliminations	Total reporting entity	Total reporting entity
ASSETS					
Current assets					
Cash and cash equivalents	\$ 41,600,367	\$ 3,059,136	\$ -0-	\$ 44,659,503	\$ 16,967,932
Investments	20,969,498	857,586	-0-	21,827,084	23,582,826
Patient accounts receivable, less allowance for uncollectible accounts of \$5,509,000 in 2012 and \$4,700,000 in 2011	22,418,864	-0-	-0-	22,418,864	20,221,081
Other receivables	4,844,976	3,589	-0-	4,848,565	5,356,597
Inventory and other current assets	8,688,238	65,698	-0-	8,753,936	4,211,508
Current portion of assets whose use is limited	2,975,000	-0-	-0-	2,975,000	2,840,000
Total current assets	101,496,943	3,986,009	-0-	105,482,952	73,179,944
Assets whose use is limited					
Held by trustee for debt service and capital	9,969,912	-0-	-0-	9,969,912	9,917,352
Designated for capital improvements	1,760	-0-	-0-	1,760	1,250,953
Donor restricted	-0-	98,322	-0-	98,322	112,471
Total assets whose use is limited	9,971,672	98,322	-0-	10,069,994	11,280,776
Less current portion	2,975,000	-0-	-0-	2,975,000	2,840,000
Noncurrent assets whose use is limited	6,996,672	98,322	-0-	7,094,994	8,440,776
Capital assets					
Land and improvements	7,269,626	-0-	-0-	7,269,626	7,269,626
Depreciable capital assets	118,489,376	-0-	-0-	118,489,376	114,827,703
Construction in progress	641,461	-0-	-0-	641,461	41,176
	126,400,463	-0-	-0-	126,400,463	122,138,505
Less accumulated depreciation	45,656,859	-0-	-0-	45,656,859	39,580,660
Capital assets, net	80,743,604	-0-	-0-	80,743,604	82,557,845
Other assets					
Investment in affiliates and other	556,591	-0-	-0-	556,591	639,366
Debt issue costs, net of accumulated amortization of \$255,000 in 2012 and \$196,000 in 2011	830,201	-0-	-0-	830,201	889,778
Other	607,539	-0-	(10,051)	597,488	341,844
Total other assets	1,994,331	-0-	(10,051)	1,984,280	1,870,988
Total assets	<u>\$ 191,231,550</u>	<u>\$ 4,084,331</u>	<u>\$ (10,051)</u>	<u>\$ 195,305,830</u>	<u>\$ 166,049,553</u>

See accompanying notes to consolidated financial statements.

WITHAM HEALTH SERVICES

CONSOLIDATED BALANCE SHEETS DECEMBER 31, 2012 AND 2011

	2012			2011	
	Total Hospital	Foundation	Eliminations	Total reporting entity	Total reporting entity
LIABILITIES AND NET POSITION					
Current liabilities					
Accounts payable	\$ 21,858,152	\$ -0-	\$ -0-	\$ 21,858,152	\$ 15,917,231
Accrued salaries and related liabilities	7,687,715	-0-	-0-	7,687,715	5,828,865
Accrued expenses and other current liabilities	3,539,008	10,068	(10,051)	3,539,025	3,885,421
Estimated third-party settlements	1,547,657	-0-	-0-	1,547,657	1,209,889
Current portion of long term debt					
Capital lease obligation	1,178,849	-0-	-0-	1,178,849	1,263,579
Loans payable	287,961	-0-	-0-	287,961	278,422
Revenue bonds payable	2,975,000	-0-	-0-	2,975,000	2,840,000
Total current liabilities	39,074,342	10,068	(10,051)	39,074,359	31,223,407
Long term debt, net of current portion					
Capital lease obligation	1,134,917	-0-	-0-	1,134,917	2,313,765
Loans payable	1,915,455	-0-	-0-	1,915,455	2,218,501
Revenue bonds payable	66,733,537	-0-	-0-	66,733,537	69,703,800
Total long term debt	69,783,909	-0-	-0-	69,783,909	74,236,066
Total liabilities	108,858,251	10,068	(10,051)	108,858,268	105,459,473
Net position					
Invested in capital assets, net of related debt	6,517,885	-0-	-0-	6,517,885	3,939,778
Designated					
Trustee held for debt service and capital	9,969,912	-0-	-0-	9,969,912	9,917,352
Internally designated for capital improvements	1,760	-0-	-0-	1,760	1,250,953
Total designated	9,971,672	-0-	-0-	9,971,672	11,168,305
Restricted - expendable for donor restriction	-0-	98,322	-0-	98,322	112,471
Unrestricted	65,883,742	3,975,941	-0-	69,859,683	45,369,526
Total net position	82,373,299	4,074,263	-0-	86,447,562	60,590,080
Total liabilities and net position	\$ 191,231,550	\$ 4,084,331	\$ (10,051)	\$ 195,305,830	\$ 166,049,553

See accompanying notes to consolidated financial statements.

WITHAM HEALTH SERVICES

CONSOLIDATED STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET POSITION YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012			2011	
	Total Hospital	Foundation	Eliminations	Total reporting entity	Total reporting entity
Operating revenues					
Net patient service revenue	\$ 257,273,393	\$ -0-	\$ -0-	\$ 257,273,393	\$ 111,266,624
Other operating revenue	6,811,289	-0-	-0-	6,811,289	8,909,518
Total operating revenues	264,084,682	-0-	-0-	264,084,682	120,176,142
Operating expenses					
Salaries and wages	35,139,498	-0-	-0-	35,139,498	33,807,123
Employee benefits	11,263,204	-0-	-0-	11,263,204	10,984,295
Professional medical fees	6,386,785	-0-	-0-	6,386,785	6,534,168
Purchased services	106,523,993	-0-	-0-	106,523,993	17,336,831
Supplies	24,764,053	-0-	-0-	24,764,053	13,639,943
Repairs and maintenance	3,597,240	-0-	-0-	3,597,240	2,910,199
Equipment and facility rental	17,931,838	-0-	-0-	17,931,838	4,915,931
Utilities	4,839,509	-0-	-0-	4,839,509	3,060,339
Depreciation and amortization	6,283,773	-0-	-0-	6,283,773	6,456,708
Insurance	1,031,657	-0-	-0-	1,031,657	997,761
HAF Program	4,009,932	-0-	-0-	4,009,932	-0-
Other expenses	13,713,223	-0-	-0-	13,713,223	9,576,763
Total operating expenses	235,484,705	-0-	-0-	235,484,705	110,220,061
Operating income	28,599,977	-0-	-0-	28,599,977	9,956,081
Nonoperating revenue (expense)					
Investment income	364,169	105,245	-0-	469,414	355,085
Interest expense	(3,707,743)	-0-	-0-	(3,707,743)	(3,889,759)
Foundation revenue	-0-	483,628	-0-	483,628	1,414,620
Foundation expense	-0-	(240,992)	20,000	(220,992)	(1,318,511)
Gain on investment in affiliates	65,738	-0-	-0-	65,738	177,965
Other nonoperating revenue	187,460	-0-	(20,000)	167,460	192,271
Total nonoperating revenue (expense), net	(3,090,376)	347,881	-0-	(2,742,495)	(3,068,329)
Change in net position	25,509,601	347,881	-0-	25,857,482	6,887,752
Net position					
Beginning of year	56,863,698	3,726,382	-0-	60,590,080	53,702,328
End of year	\$ 82,373,299	\$ 4,074,263	\$ -0-	\$ 86,447,562	\$ 60,590,080

See accompanying notes to consolidated financial statements.

WITHAM HEALTH SERVICES

CONSOLIDATED STATEMENTS OF CASH FLOWS YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012			2011	
	Total Hospital	Foundation	Eliminations	Total reporting entity	Total reporting entity
Operating activities					
Cash received from patient services	\$ 251,403,446	\$ -0-	\$ -0-	\$ 251,403,446	\$ 101,880,353
Cash paid for salaries, wages and benefits	(44,543,852)	-0-	-0-	(44,543,852)	(42,729,514)
Cash paid to vendors and suppliers	(177,249,726)	-0-	-0-	(177,249,726)	(51,642,042)
Other receipts, net	6,811,289	31,608	-0-	6,842,897	9,367,573
Net cash flows from operating activities	36,421,157	31,608	-0-	36,452,765	16,876,370
Capital and related financing activities					
Acquisition and construction of capital assets	(4,615,490)	-0-	-0-	(4,615,490)	(1,602,998)
Cash paid for interest on long term debt	(3,774,793)	-0-	-0-	(3,774,793)	(4,051,580)
Principal payments for long term debt	(4,397,085)	-0-	-0-	(4,397,085)	(4,093,353)
Net cash flows from capital and related financing activities	(12,787,368)	-0-	-0-	(12,787,368)	(9,747,931)
Investing activities					
Investment income	364,169	105,245	-0-	469,414	355,089
Purchase investments	(7,225,445)	(12,432)	-0-	(7,237,877)	(12,482,657)
Proceeds from sale of investments	9,412,874	165,175	-0-	9,578,049	4,658,412
Gain on investment in affiliates	65,738	-0-	-0-	65,738	177,965
Net cash flows from investing activities	2,617,336	257,988	-0-	2,875,324	(7,291,191)
Net change in cash and cash equivalents	26,251,125	289,596	-0-	26,540,721	(162,752)
Cash and cash equivalents					
Beginning of year	21,295,160	2,867,862	-0-	24,163,022	24,325,774
End of year	\$ 47,546,285	\$ 3,157,458	\$ -0-	\$ 50,703,743	\$ 24,163,022
Reconciliation of cash and cash equivalents to the consolidated balance sheets					
Cash and cash equivalents					
Included in current assets	\$ 41,600,367	\$ 3,059,136	\$ -0-	\$ 44,659,503	\$ 16,967,932
In investments	76	-0-	-0-	76	918,514
In assets whose use is limited - held by trustee	5,944,082	-0-	-0-	5,944,082	4,913,152
In assets whose use is limited - designated	1,760	-0-	-0-	1,760	1,250,953
In assets whose use is limited - donor restricted	-0-	98,322	-0-	98,322	112,471
Total cash and cash equivalents	\$ 47,546,285	\$ 3,157,458	\$ -0-	\$ 50,703,743	\$ 24,163,022

See accompanying notes to consolidated financial statements.

WITHAM HEALTH SERVICES

CONSOLIDATED STATEMENTS OF CASH FLOWS YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012			2011	
	Total Hospital	Foundation	Eliminations	Total reporting entity	Total reporting entity
Reconciliation of operating income to net cash flows from operating activities					
Operating income	\$ 28,599,977	\$ -0-	\$ -0-	\$ 28,599,977	\$ 9,956,081
Adjustment to reconcile operating income to net cash flows from operating activities					
Depreciation and amortization	6,283,773	-0-	-0-	6,283,773	6,456,708
Bad debts	13,357,457	-0-	-0-	13,357,457	11,097,696
Changes in operating assets and liabilities					
Patient accounts receivable	(15,555,240)	-0-	-0-	(15,555,240)	(19,881,725)
Other receivables	501,445	6,587	-0-	508,032	(4,716,439)
Inventory and other current assets	(4,568,679)	26,251	-0-	(4,542,428)	(2,873,395)
Accounts payable	5,940,921	-0-	-0-	5,940,921	14,488,969
Accrued salaries and related liabilities	1,858,850	-0-	-0-	1,858,850	1,967,173
Accrued expenses and other current liabilities	(335,115)	(1,230)	-0-	(336,345)	495,171
Estimated third-party settlements	337,768	-0-	-0-	337,768	(113,869)
Net cash flows from operating activities	<u>\$ 36,421,157</u>	<u>\$ 31,608</u>	<u>\$ -0-</u>	<u>\$ 36,452,765</u>	<u>\$ 16,876,370</u>

See accompanying notes to consolidated financial statements.

WITHAM HEALTH SERVICES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS DECEMBER 31, 2012 AND 2011

1. SIGNIFICANT ACCOUNTING POLICIES

Organization and Reporting Entity

Witham Health Services (Hospital) is a county owned facility operating under the Indiana County Hospital Law, Indiana Code (IC) 16-22. The Hospital provides short-term inpatient, outpatient health care and long term care services. The Board of County Commissioners of Boone County appoints the Governing Board of the Hospital and a financial benefit/burden relationship exists between the County and the Hospital. For these reasons, the Hospital is considered a component unit of Boone County.

In 2000, the Board of County Commissioners of Boone County, upon written request of the Hospital Board of Trustees, created the Boone County Hospital Association (Association). The Association was created pursuant to the provisions of IC 16-22-6 for the exclusive purpose of financing and constructing hospital facilities for the Hospital.

For financial reporting purposes, the Hospital's reporting entity consists of the primary government and component unit organizations for which the nature and significance of their relationship with the primary government is such that exclusion would cause the reporting entity's financial statements to be misleading or incomplete, and they are financially accountable to the primary government.

The consolidated financial statements include certain prior year summarized comparative information in total but not by discrete component unit. Such information does not include sufficient detail to constitute a presentation in conformity with accounting principles generally accepted in the United States of America. Accordingly, such information should be read in conjunction with the Hospital's consolidated financial statements as of December 31, 2011 and for the year ended, from which the summarized information was derived.

Blended Component Units

Blended component units, although legally separate entities are in substance part of the government's operations and exist solely to provide services for the government; data from these units is consolidated with data of the primary government. The Hospital appoints a voting majority of the Medical Office Properties, LLC (MOP, LLC), Creekside OB/GYN, Inc. (Creekside), and Central Indiana Health Association, Inc. (CIHA) boards and is able to impose its will and a financial benefit/burden relationship exists between the Hospital and MOP, LLC, Creekside, and CIHA. Although they are legally separate from the Hospital, MOP, LLC, Creekside, and CIHA are reported as if they were part of the Hospital because the boards are substantively the same and they provide services entirely or almost entirely to the Hospital.

The Association is a blended component unit consolidated within the Hospital's activities for financial reporting purposes.

All significant transactions between the Hospital, MOP, LLC, Creekside, CIHA and the Association have been eliminated for financial reporting purposes.

WITHAM HEALTH SERVICES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS DECEMBER 31, 2012 AND 2011

Discrete Component Units

Discretely presented component units are involved in activities of an operational nature independent from the government; their transactions are reported in a separate column in the consolidated financial statements to emphasize they are legally separate from the primary government. They are financially accountable to the primary government, or have relationships with the primary government such that exclusion would cause the reporting entity's financial statements to be misleading or incomplete. Witham Health Services Foundation, Inc. (Foundation) is considered a discrete component unit for reporting purposes. All significant transactions between the Hospital and the Foundation have been eliminated for financial reporting purposes.

Long Term Care Services

The Hospital owns the operations of various long term care facilities through arrangements with multiple managers (the Managers) of the long term care facilities. These facilities provide inpatient and therapy services. Generally, gross revenues from the operation of the facilities are the property of the Hospital and the Hospital is responsible for the associated operating expenses and working capital requirements. While the management and related lease agreements are in effect, the performance of all activities of the Managers shall be on behalf of the Hospital and the Hospital retains the authority and legal responsibility for the operation of the facilities.

The Hospital entered into lease agreements with the long term care facilities, collectively referred to as the Lessors, to lease the facilities managed by the Managers. Concurrently, the Hospital entered into agreements with the Managers to manage the above leased facilities. As part of the agreements, the Hospital pays the Managers a management fee to manage the facilities on behalf of the Hospital in accordance with the terms of the agreements. The agreements expire at various times through March 2027. All parties involved can terminate the agreements without cause with 90 days written notice.

Use of Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements. Estimates also affect the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Enterprise Fund Accounting

The Hospital utilizes the enterprise fund method of accounting whereby revenue and expenses are recognized on the accrual basis of accounting. Substantially all revenues and expenses are subject to accrual.

WITHAM HEALTH SERVICES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS DECEMBER 31, 2012 AND 2011

Accounting Standards

During 2012, the Hospital adopted Statement of Governmental Accounting Standards Board (GASB) Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*, which supersedes GASB Statement No. 20, *Accounting and Financial Reporting for Proprietary Funds and Other Governmental Entities That Use Proprietary Fund Accounting*, thereby eliminating the election provided in paragraph 7 of GASB No. 20 for business-type activities to apply post November 30, 1989, FASB Statements and Interpretations that do not conflict with or contradict GASB pronouncements. However, those entities that so elected can continue to apply, as other accounting literature, post-November 30, 1989 FASB pronouncements that do not conflict with or contradict GASB pronouncements, including this Statement. GASB No. 62 has been applied retrospectively and had no impact on the Hospital's net position, changes in net position or financial reporting disclosures.

Also during 2012, the Hospital adopted GASB Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources and Net Position*, which primarily resulted in renaming net assets to net position within the consolidated financial statements. GASB No. 63 has been applied retroactively in the accompanying consolidated financial statements.

Cash and Cash Equivalents

Cash and cash equivalents include demand deposits and investments available for operating purposes with original maturity dates of 90 days or less. The Hospital maintains its cash in accounts, which at times may exceed federally insured limits. The Hospital has not experienced any losses in such accounts. The Hospital believes that it is not exposed to any significant credit risk on cash and cash equivalents.

Investments

Nonparticipating certificates of deposit, demand deposits and similar negotiable instruments that are not reported as cash and cash equivalents are reported as investments at contract value.

Debt securities are defined as securities backed by the full faith and credit of the United States Treasury or fully insured or guaranteed by the United States or an United States Government Agency. Debt securities are reported at fair value.

Mutual funds are reported at fair value based on the fund's market price.

Other investments are generally reported at fair value.

Investment income, including changes in the fair value of investments, is reported as non-operating income in the consolidated statements of revenues, expenses and changes in net position.

WITHAM HEALTH SERVICES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS DECEMBER 31, 2012 AND 2011

Patient Accounts Receivable and Net Patient Service Revenue

The Hospital provides services to patients who reside primarily in the local geographic region. Patient accounts receivable and patient service revenues are recorded when patient services are performed and are reported based on gross charges, net of certain deductions from those charges. The Hospital is a provider of services to patients entitled to coverage under Titles XVIII and XIX of the Health Insurance Act (Medicare and Medicaid). The Hospital is reimbursed for Medicare and Medicaid inpatient services based on a fixed price per discharge for each diagnosis related grouping (DRG). The Hospital is reimbursed for Medicare and Medicaid outpatient services based on a fixed price per clinical unit of service. Differences between the total program billed charges and the payments received are reflected as deductions from revenue.

At the Hospital's year-end, a cost report is filed with the Medicare program computing reimbursement amounts related to Medicare patients. The difference between computed reimbursement and interim reimbursement is reflected as a receivable from or payable to the third-party program. These programs have audited the year-end cost report filed with the Medicare program through December 31, 2008.

Amounts for unresolved cost reports for 2009 through 2012 are reflected in estimated third-party settlements on the consolidated balance sheets. During 2012 and 2011, the Hospital recognized a decrease in net position of approximately \$245,000 and \$-0-, respectively, in the statements of revenues, expenses and changes in net position, due to the differences between original estimates and subsequent revisions for the final settlement of cost reports. Laws and regulations governing the Medicare and Medicaid programs are extremely complex and subject to interpretation. Although these audits may result in some changes in these amounts, they are not expected to have a material effect on the accompanying consolidated financial statements.

Management estimates an allowance for uncollectible patient accounts receivable based on an evaluation of historical losses, current economic conditions, and other factors unique to the Hospital's customer base.

Charity Care

The Hospital provides care to patients who meet certain criteria under its charity care policy without charge or at amounts less than its established rates. Because the Hospital does not collect amounts deemed to be charity care, they are not reported as revenue. Rather, charges approved for charity are posted to gross revenue and subsequently written off as a charity adjustment before the resulting net practice revenue. The charity care charges foregone during 2012 and 2011 were approximately \$5,287,000 and \$5,213,000, respectively.

WITHAM HEALTH SERVICES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS DECEMBER 31, 2012 AND 2011

Of the Hospital's total expenses reported, an estimated \$2,541,000 and \$2,194,000 arose from providing services to charity patients during 2012 and 2011, respectively. The estimated costs of providing charity services are based on a calculation which applies a ratio of costs to charges to the gross uncompensated charges associated with providing care to charity patients. The ratio of cost to charges is calculated based on the Hospital's total expenses (approximately \$235,183,000 and \$114,110,000 for 2012 and 2011, respectively, which includes interest expense and excludes Hospital Assessment Fee Program expense) divided by gross patient service revenue.

Inventory and Other Current Assets

Inventory is valued at the lower of cost or market with cost being determined on the first-in, first-out (FIFO) method. Inventory at year-end consists mainly of pharmaceuticals and medical supplies.

Other current assets consist of prepaid expenses, other reimbursement receivables related to long term care services and various other current items. These assets are classified as current as they are expected to be utilized during 2013.

Assets Whose Use is Limited

Assets whose use is limited are stated at fair value in the consolidated financial statements. These assets include investments designated by the Hospital Board for internal purposes, investments held by trustees for debt service and capital improvements and assets that are donor restricted. These investments consist primarily of cash and cash equivalents, certificates of deposit, United States government securities and mutual funds. Investment interest, dividends, gains and losses, both realized and unrealized are included in nonoperating revenue (expense) in the consolidated statements of revenues, expenses and changes in net position.

Capital Assets and Depreciation

Capital assets such as property and equipment are stated at cost and include expenditures for new additions and other costs added to existing facilities which exceed \$500 and which meet certain useful life thresholds. Maintenance, repairs and minor renewals are expensed as incurred.

WITHAM HEALTH SERVICES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS DECEMBER 31, 2012 AND 2011

The Hospital provides for depreciation of property and equipment using annual rates, which are sufficient to depreciate the cost of depreciable assets over their estimated useful lives using the straight-line method. The range of useful lives in computing depreciation is as follows:

Description	Range of Useful Lives
Land improvements	5 to 20 years
Buildings and improvements	10 to 40 years
Fixed equipment	10 to 40 years
Major moveable equipment	3 to 15 years
Minor equipment	3 to 15 years

Net Position

Net position of the Hospital is classified in three components. Invested in capital assets net of related debt consist of capital assets net of accumulated depreciation and reduced by the current balances of any outstanding borrowings used to finance the purchase or construction of those assets. Restricted includes net position held by trustee for debt service requirements or donor restrictions. Unrestricted includes remaining net position that does not meet the definition of invested in capital assets net of related debt or restricted.

Consolidated Statements of Revenues, Expenses and Changes in Net Position

The Hospital's consolidated statements of revenues, expenses and changes in net position distinguish between operating and nonoperating revenue and expense. For purposes of display, transactions deemed by management to be ongoing, major or central to the provision of healthcare services are reported as revenues and expenses. Peripheral or incidental transactions such as investment activities are reported as nonoperating revenue and expense.

Electronic Health Records (EHR) Incentive Payments

The Hospital receives EHR incentive payments under the Medicare and Medicaid programs. To qualify for the EHR incentive payments, the Hospital must meet "meaningful use" criteria that become more stringent over time. The Hospital periodically submits and attests to its use of certified EHR technology, satisfaction of meaningful use objectives, and various patient data. These submissions generally include performance measures for each annual EHR reporting period (Federal fiscal year ending September 30). The related EHR incentive payments are paid out over a four year transition schedule and are based upon data that is captured in the Hospital's cost reports. The payment calculation is based upon an initial amount as adjusted for discharges, Medicare and Medicaid utilization using inpatient days multiplied by a factor of total charges excluding charity care to total charges, and a transitional factor that ranges from 100% in first payment year and thereby decreasing by 25% each payment year until it is completely phased out in the fifth year.

WITHAM HEALTH SERVICES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS DECEMBER 31, 2012 AND 2011

The Hospital recognizes EHR incentive payments as revenue when there is reasonable assurance that the Hospital will comply with the conditions of the meaningful use objectives and any other specific grant requirements. In addition, the financial statement effects of the grants must be both recognizable and measurable. During 2012 and 2011, the Hospital recognized approximately \$1,440,000 and \$479,000, respectively, in EHR incentive payments as revenue using the ratable recognition method. Under the ratable recognition method, the Hospital recognizes income ratably over the entire EHR reporting period when it is reasonably assured at the outset of the EHR reporting period that it will comply with the minimum requirements of the program.

EHR incentive income is included in other operating revenue in the consolidated statements of revenues, expenses and changes in net position. EHR incentive income recognized is based on management's estimate and amounts are subject to change, with such changes impacting operations in the period the changes occur.

Receipt of these funds is subject to the fulfillment of certain obligations by the Hospital as prescribed by the programs, subject to future audits and may be subject to repayment upon a determination of noncompliance.

Grants and Contributions

From time to time, the reporting entity receives contributions from individuals and private organizations. Revenues from grants and contributions are recognized when all requirements are met. Grants may be restricted for either specific operation purposes or for capital purposes. Amounts that are unrestricted or that are restricted to a specific operating purpose are reported as nonoperating revenue.

Consolidated Statements of Cash Flows

For purposes of the consolidated statements of cash flows, cash and cash equivalents include all demand deposits and investments in highly liquid debt instruments with an original maturity date of three months.

Costs of Borrowing

Interest cost incurred on borrowed funds during the period of construction of capital assets is capitalized as a component of the cost of acquiring those assets.

Debt Issue Costs

The Hospital provides for the amortization of costs incurred for the issuance of debt over the life of the debt. Debt issue costs, net of accumulated amortization, were approximately \$830,000 and \$890,000 as of December 31, 2012 and 2011, respectively. Accumulated amortization as of December 31, 2012 and 2011 was approximately \$256,000 and \$196,000, respectively. The Hospital expects to recognize amortization expense of approximately \$60,000 annually until the debt issue costs are fully amortized.

WITHAM HEALTH SERVICES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS DECEMBER 31, 2012 AND 2011

Federal or State Income Taxes

The Hospital is a governmental instrumentality organized under Title 16, Article 12, of the Indiana statutes. The Hospital is generally exempt from federal income tax under Section 115 of the Internal Revenue Code (IRC) of 1986. As a governmental entity under Section 115 of the IRC, the Hospital is not required to file Federal Form 990 – Return of Organization Exempt from Income Tax which is an informational return only.

The Association is a governmental instrumentality organized under IC 16-22-6 and is exempt from Federal income tax under Section 115 of the Internal Revenue. As such, the Association is generally exempt from income taxes and is not required to file Federal Form 990 – Return of Organization Exempt from Income Tax which is an informational return only.

The Foundation and CIHA are tax-exempt organizations under section 501(c)(3). As such, they are generally exempt from income taxes. However, they are required to file Federal Form 990 – Return of Organization from Income Tax.

MOP, LLC is organized as a limited liability company, whereby net taxable income is taxed directly to the members and not the entity. Thus, the consolidated financial statements do not include any provision for Federal or state income taxes.

Creekside is organized as a S corporation, whereby net taxable income is taxed directly to the shareholders and not the entity. Thus, the consolidated financial statements do not include any provision for Federal or state income taxes.

Accounting principles generally accepted in the United States of America require management to evaluate tax positions taken by the Hospital (and its affiliates) and recognize a tax liability if the Hospital has taken an uncertain position that more likely than not would not be sustained upon examination by various Federal and state taxing authorities. Management has analyzed the tax positions taken by the Hospital and has concluded that as of December 31, 2012 and 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the accompanying consolidated financial statements. The Hospital is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

These entities have filed their Federal and state income tax returns for periods through December 31, 2011. These income tax returns are generally open to examination by the relevant taxing authorities for a period of three years from the later of the date the return was filed or its due date (including approved extensions).

Compensated Absences

The Hospital's employees earn time off at varying rates depending on years of service under separate policies for sick, vacation and personal leaves. The estimated amount of unused time off is reported as a liability in the consolidated financial statements.

WITHAM HEALTH SERVICES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS DECEMBER 31, 2012 AND 2011

Risk Management

The Hospital is exposed to various risks of loss from torts; theft of, damage to, and destruction of assets; business interruption; errors and omissions; employee injuries and illnesses; natural disasters; employee health, dental, and accident benefits. Commercial insurance coverage is purchased for claims arising from such matters.

Medical Malpractice

Malpractice insurance coverage is provided under a claims-made policy. Should the claims-made policy be terminated, the Hospital has the option to purchase insurance for claims having occurred during its term but reported subsequently. The Indiana Medical Malpractice Act provides for a maximum recovery of \$1,250,000 per occurrence (\$7,500,000 annual aggregate) with the first \$250,000 covered by the Hospital's insurance and the remainder by the Indiana Patient Compensation Fund.

On July 1, 2006, the Hospital became a member in a captive insurance company, Suburban Health Organization Segregated Portfolio Company, LLC, to fund the Hospital's required portion of the professional and physician insurance coverage pursuant to the Act as well as its general liability insurance and excess coverage.

This provides protection from liability in an amount not to exceed \$250,000 per incident and aggregate liability protection not to exceed \$7,500,000 per year. In addition, the Hospital maintains a commercial umbrella/excess liability policy with a limit of \$1,000,000 each occurrence, \$1,000,000 fire legal liability, \$1,000,000 personal and advertising injury, and a \$3,000,000 total policy aggregate.

Litigation

The Hospital is involved in litigation arising in the normal course of business. After consultation with legal counsel, management estimates that these matters will be resolved without material adverse effect on the Hospital's future financial position, results from operations or cash flows.

Advertising

The Hospital's policy is to expense advertising costs when the advertising first takes place. Advertising expense was approximately \$556,000 and \$608,000 for 2012 and 2011, respectively.

Reclassifications

Certain amounts in the prior year consolidated financial statements have been reclassified for comparative purposes to conform to the current year presentation. The reclassifications had no effect on the previously reported consolidated net position and consolidated change in net position.

WITHAM HEALTH SERVICES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS DECEMBER 31, 2012 AND 2011

Subsequent Events

The Hospital evaluates events or transactions occurring subsequent to consolidated balance sheet date for recognition and disclosure in the accompanying consolidated financial statements through the date the consolidated financial statements are issued which is July 17, 2013.

2. NET PATIENT SERVICE REVENUE

The Hospital has agreements with third-party payors that provide for reimbursement to the Hospital at amounts different from its established rates. Estimated contractual adjustments under third-party reimbursement programs represent the difference between the Hospital's billings at standard rates and amounts reimbursed by third-party payors. They also include any differences between estimated third-party reimbursement settlements for prior years and subsequent final settlements. A summary of the reimbursement arrangements with major third-party payors is as follows:

Medicare

Medicare inpatient services are reimbursed based on a predetermined amount for each case based on the diagnosis associated with the patient (Prospective Payment Hospital). These rates vary according to a patient classification system that is based on clinical, diagnostic and other factors. The prospectively determined rates are not subject to retroactive adjustment. The Hospital's classification of patients under the Prospective Payment Hospital and the appropriateness of patient admissions are subject to validation reviews by the Medicare peer review organization, which is under contract with the Hospital to perform such reviews. Medicare outpatient services are primarily reimbursed on predetermined rates based on the services provided.

Medicaid and the Hospital Assessment Fee Program

The Hospital is reimbursed for Medicaid inpatient services under a prospectively determined rate-per-discharge and is not subject to retroactive adjustment. The differences between standard charges and reimbursement from these programs are recorded as contractual adjustments. Reimbursement for Medicaid outpatient services is based on predetermined rates, and is not subject to retroactive cost based settlements.

During 2012, Hospital Assessment Fee (HAF) Program was approved by Centers for Medicare & Medicaid Services. The purpose of the HAF Program is to fund the State share of enhanced Medicaid payments and Medicaid Disproportionate Share (DSH) payments for Indiana hospitals. Previously, the State share was funded by governmental entities through intergovernmental transfers. The Medicaid enhanced payments relate to both fee for service and managed care claims. The Medicaid enhanced payments are designed to follow the patients and result in increased Medicaid rates.

WITHAM HEALTH SERVICES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS DECEMBER 31, 2012 AND 2011

During 2012, the Hospital recognized HAF Program expense of approximately \$4,010,000 which resulted in Medicaid rate increases of approximately \$5,369,000. The HAF Program expense is included in expenses in the consolidated statements of revenues, expenses and changes in net position. The Medicaid rate increases under the HAF Program are included in patient service revenue in the consolidated statements of revenues, expenses and changes in net position.

As a governmental entity, the Hospital is also eligible for the Indiana Medicaid Supplemental programs including Medicaid DSH and Municipal Upper Payment Limit programs. The Hospital recognized reimbursement from these programs within net patient revenue of approximately \$632,000 and \$1,557,000 during 2012 and 2011, respectively. These programs are administered by the State of Indiana, but rely on Federal funding.

Other Payors

The Hospital also has entered into payment agreements with certain commercial insurance carriers and preferred provider organizations. The basis for payment to the Hospital under these agreements includes prospectively determined rates per discharge, discounts from established charges and prospectively determined daily rates. The following is a summary of net patient service revenue for 2012 and 2011:

	2012	2011
Inpatient routine services	\$ 14,479,174	\$ 13,212,597
Inpatient ancillary services	37,048,365	35,626,996
Outpatient ancillary services	201,997,131	185,167,788
Long term care	235,885,314	37,113,249
Gross patient service revenue	489,409,984	271,120,630
Contractual allowances	213,491,697	143,543,438
Charity care	5,287,437	5,212,872
Bad debts	13,357,457	11,097,696
Deductions from revenue	232,136,591	159,854,006
Net patient service revenue	\$ 257,273,393	\$ 111,266,624

WITHAM HEALTH SERVICES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS DECEMBER 31, 2012 AND 2011

3. INVESTMENTS

Investments are recorded at fair value and consist of the following as of December 31:

	2012	2011
Cash and cash equivalents	\$ 76	\$ 918,514
Mutual funds	857,586	767,693
US Government securities	20,969,422	21,896,619
	<u>\$ 21,827,084</u>	<u>\$ 23,582,826</u>

4. ASSETS WHOSE USE IS LIMITED

Held by trustee for debt service and capital – Amounts deposited with a trustee and limited to use in accordance with the requirements of a trust indenture and funds from long term debt borrowings to be expended for debt service and capital.

Designated for capital improvements – Amounts designed internally for capital improvements.

Donor restricted – Amounts designated by donor restrictions.

Assets whose use is limited that are required for obligations classified as current liabilities are reported in current assets. The composition of assets whose use is limited includes the following as of December 31:

	2012	2011
Held by trustee for debt service and capital		
Cash and cash equivalents	\$ 5,944,082	\$ 4,913,152
Certificates of deposit	1,000,000	2,000,000
US Government securities	3,025,830	3,004,200
Total held by trustee for debt service and capital	9,969,912	9,917,352
Designated for capital improvements		
Cash and cash equivalents	1,760	1,250,953
Donor restricted		
Cash and cash equivalents	98,322	112,471
Total assets whose use is limited	<u>\$ 10,069,994</u>	<u>\$ 11,280,776</u>

WITHAM HEALTH SERVICES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS DECEMBER 31, 2012 AND 2011

5. DEPOSITS AND INVESTMENTS

Deposits with financial institutions in the State of Indiana at year-end were entirely insured by the Federal Depositary Insurance Corporation or by the Indiana Deposit Insurance Fund. This includes any deposit accounts issued or offered by a qualifying financial institution.

Investments are carried at fair market value except for certificates of deposit and money market funds which are carried at contract value. Net realized gains and losses on security transactions are determined on the specific identification cost basis. The Hospital's investments generally are reported at fair value. As of December 31, 2012 and 2011, the Hospital had the following investments and maturities, all of which were held in the Hospital's name by custodial banks that are agents of the Hospital:

		December 31, 2012			
		Investment Maturities (in years)			
	Carrying Amount	Less than 1	1-5	6-10	More than 10
US Government securities	\$ 23,995,252	\$ -0-	\$ 17,720,459	\$ 6,274,793	\$ -0-
Certificates of deposit	1,000,000	1,000,000	-0-	-0-	-0-
Mutual funds	857,586	857,586	-0-	-0-	-0-
	<u>\$ 25,852,838</u>	<u>\$ 1,857,586</u>	<u>\$ 17,720,459</u>	<u>\$ 6,274,793</u>	<u>\$ -0-</u>

		December 31, 2011			
		Investment Maturities (in years)			
	Carrying Amount	Less than 1	1-5	6-10	More than 10
US Government securities	\$ 24,900,819	\$ -0-	\$ 21,886,119	\$ 3,014,700	\$ -0-
Certificates of deposit	2,000,000	1,000,000	1,000,000	-0-	-0-
Mutual funds	767,693	767,693	-0-	-0-	-0-
	<u>\$ 27,668,512</u>	<u>\$ 1,767,693</u>	<u>\$ 22,886,119</u>	<u>\$ 3,014,700</u>	<u>\$ -0-</u>

Interest rate risk – The Hospital does not have a formal investment policy that limits investment maturities as a means of managing its exposure to fair value losses arising from changing interest rates.

Credit risk – Statutes authorize the Hospital to invest in interest bearing deposit accounts, passbook savings accounts, certificates of deposit, money market accounts, mutual funds, pooled fund investments, securities backed by the full faith and credit of the United States Treasury and repurchase agreements. The statutes require that repurchase agreements be fully collateralized by US Government or US Government Agency obligations.

WITHAM HEALTH SERVICES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS DECEMBER 31, 2012 AND 2011

Concentration of credit risk – The Hospital maintains its investments, which at times may exceed federally insured limits. The Hospital has not experienced any losses in such accounts. The Hospital believes that it is not exposed to any significant credit risk on investments.

Deposits and investments consist of the following as of December 31:

	2012	2011
Carrying amount		
Deposits	\$ 50,703,743	\$ 24,163,022
Investments	25,852,838	27,668,512
	<u>\$ 76,556,581</u>	<u>\$ 51,831,534</u>
Included in the balance sheets		
Cash and cash equivalents	\$ 44,659,503	\$ 16,967,932
Investments	21,827,084	23,582,826
Held by trustee	9,969,912	9,917,352
Designated	1,760	1,250,953
Donor restricted	98,322	112,471
	<u>\$ 76,556,581</u>	<u>\$ 51,831,534</u>

6. FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy are described as follows:

- Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Hospital has the ability to access.
- Level 2: Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS DECEMBER 31, 2012 AND 2011

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used as of December 31, 2012 and 2011.

- *Mutual funds*: Valued at the daily closing price as reported by the fund. Mutual funds held by the Hospital are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price.
- *US Government securities*: Valued at the closing price reported on the active market on which the individual securities are traded, when available. The fair value of the securities for which quoted market price is not available are valued based on yields currently available on comparable securities of issuers with similar credit ratings.

The following table sets forth by level, within the hierarchy, the Hospital's assets and liabilities measured at fair value on a recurring basis as of December 31, 2012 and 2011.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS DECEMBER 31, 2012 AND 2011

December 31, 2012				
	Total	Level 1	Level 2	Level 3
Assets				
Investments				
Mutual funds				
Growth & Income	\$ 227,409	\$ 227,409	\$ -0-	\$ -0-
Income	360,716	360,716	-0-	-0-
Aggressive	87,327	87,327	-0-	-0-
Growth	182,134	182,134	-0-	-0-
Total mutual funds	857,586	857,586	-0-	-0-
US Government securities				
Federal Home Loan Mortgage	10,309,297	-0-	10,309,297	-0-
FNMA	10,660,125	-0-	10,660,125	-0-
Total US Government securities	20,969,422	-0-	20,969,422	-0-
	21,827,008	\$ 857,586	\$ 20,969,422	\$ -0-
Cash and cash equivalents	76			
Total investments	<u>\$ 21,827,084</u>			
Assets whose use is limited				
US Government securities				
Federal Home Loan Mortgage	\$ 3,025,830	\$ -0-	\$ 3,025,830	\$ -0-
Cash and equivalents	6,044,164			
Certificates of deposit	1,000,000			
Total assets whose use is limited	<u>\$ 10,069,994</u>			
December 31, 2011				
	Total	Level 1	Level 2	Level 3
Assets				
Investments				
Mutual funds				
Growth & Income	\$ 186,057	\$ 186,057	\$ -0-	\$ -0-
Income	362,519	362,519	-0-	-0-
Aggressive	31,115	31,115	-0-	-0-
Growth	73,973	73,973	-0-	-0-
International equity	114,029	114,029	-0-	-0-
Total mutual funds	767,693	767,693	-0-	-0-
US Government securities				
Federal Home Loan Mortgage	11,274,510	-0-	11,274,510	-0-
FNMA	10,622,109	-0-	10,622,109	-0-
Total US Government securities	21,896,619	-0-	21,896,619	-0-
	22,664,312	\$ 767,693	\$ 21,896,619	\$ -0-
Cash and cash equivalents	918,514			
Total investments	<u>\$ 23,582,826</u>			
Assets whose use is limited				
US Government securities				
Federal Home Loan Mortgage	\$ 3,004,200	\$ -0-	\$ 3,004,200	\$ -0-
Cash and equivalents	6,276,576			
Certificates of deposit	2,000,000			
Total assets whose use is limited	<u>\$ 11,280,776</u>			

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS DECEMBER 31, 2012 AND 2011

The Hospital's policy is to recognize transfers between levels as of the end of the reporting period. There were no transfers during 2012 and 2011.

Realized gains and losses are included in the consolidated statements of revenues, expenses and changes in net position as a component of investment income. Market value of investments and assets whose use is limited exceeded cost by approximately \$261,000 and \$114,000 as of December 31, 2012 and 2011, respectively. The changes in unrealized gains and losses relating to assets held at year end are reported in the consolidated statements of revenues, expenses and changes in net position as a component of investment income.

The Hospital holds investments which are exposed to various risks such as interest rate, market, and credit. Due to the level of risk associated with these securities and the level of uncertainty related to changes in the value, it is at least reasonably possible that changes in the various risk factors will occur in the near term that could materially affect the amounts reported in the accompanying consolidated financial statements.

The following methods and assumptions were used by the Hospital in estimating the fair value of its financial instruments:

Cash and cash equivalents, patient accounts receivable, accounts payable, accrued liabilities and estimated third-party settlements: The carrying amounts reported in the consolidated balance sheets for cash and cash equivalents, patient accounts receivable, accounts payable, accrued liabilities and estimated third-party settlements approximate fair value based on short term maturity.

Long term debt: Fair value of the Hospital fixed rate revenue bonds is estimated using discounted cash flows based on current fixed rates available to similar entities with similar credit ratings. As of December 31, 2012, the carrying value of the fixed rate long term debt was \$69,475,000 with a fair value of approximately \$75,325,000. The carrying value of loans payable and capital lease obligations approximates fair value based on incremental borrowing rates of similarly rated entities.

WITHAM HEALTH SERVICES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS DECEMBER 31, 2012 AND 2011

7. CAPITAL ASSETS

A summary of property and equipment for 2012 and 2011 follow:

	December 31 2011	Additions	Disposals	Transfers	December 31 2012
Land and improvements	\$ 7,269,626	\$ -0-	\$ -0-	\$ -0-	\$ 7,269,626
Buildings and improvements	78,497,524	317,234	(298,880)	427,883	78,943,761
Equipment	36,330,179	2,836,916	(54,652)	433,172	39,545,615
Construction in progress	41,176	1,461,340	-0-	(861,055)	641,461
Total capital assets	122,138,505	4,615,490	(353,532)	-0-	126,400,463
Less accumulated depreciation					
Land improvements	1,246,407	96,220	-0-	-0-	1,342,627
Buildings and improvements	13,693,364	2,249,926	(98,880)	-0-	15,844,410
Equipment	24,640,889	3,877,976	(49,043)	-0-	28,469,822
Total accumulated depreciation	39,580,660	6,224,122	(147,923)	-0-	45,656,859
Capital assets, net	<u>\$ 82,557,845</u>	<u>\$ (1,608,632)</u>	<u>\$ (205,609)</u>	<u>\$ -0-</u>	<u>\$ 80,743,604</u>

	December 31 2010	Additions	Disposals	Transfers	December 31 2011
Land and improvements	\$ 7,018,074	\$ 261,552	\$ (10,000)	\$ -0-	\$ 7,269,626
Buildings and improvements	77,792,023	186,429	-0-	519,072	78,497,524
Equipment	35,377,497	950,077	-0-	2,605	36,330,179
Construction in progress	368,006	204,940	(10,093)	(521,677)	41,176
Total capital assets	120,555,600	1,602,998	(20,093)	-0-	122,138,505
Less accumulated depreciation					
Land improvements	1,027,043	219,364	-0-	-0-	1,246,407
Buildings and improvements	11,411,993	2,281,371	-0-	-0-	13,693,364
Equipment	20,744,567	3,896,322	-0-	-0-	24,640,889
Total accumulated depreciation	33,183,603	6,397,057	-0-	-0-	39,580,660
Capital assets, net	<u>\$ 87,371,997</u>	<u>\$ (4,794,059)</u>	<u>\$ (20,093)</u>	<u>\$ -0-</u>	<u>\$ 82,557,845</u>

Depreciation and amortization expense for 2012 and 2011 was approximately \$6,284,000 and \$6,457,000, respectively. There were no significant outstanding commitments on capital assets as of December 31, 2012.

8. LONG TERM DEBT

A summary of long term debt is as follows:

- The Hospital issued Lease Rental Revenue Bonds, Series 2010, in the amount of \$40 million through the Association. The proceeds from the Series 2010 Bonds were used for the acquisition, construction, renovation and equipping of certain improvements to the Hospital facilities. The Series 2010 Bond payments are due in semiannual installments through January 2030 ranging from \$650,000 to \$1,485,000, with interest rates between 2% and 5.25%. The Series 2010 Bonds are secured by net revenues and certain assets held by the trustee.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS DECEMBER 31, 2012 AND 2011

- Revenue Bonds, Series 2005 with annual principal payments ranging from \$1,305,000 to \$2,995,000, plus fixed interest ranging from 3.5% to 5.5% due in 2027 secured by net revenues of the Hospital.
- Loan payable with local financial institutions, due in monthly installments at an interest rate of 4.50%, due through 2023, secured by property with net book value of approximately \$2,300,000 and \$2,500,000 as of December 31, 2012 and 2011, respectively.
- Capital lease obligation, due in monthly installments with interest at 3.85% through December 2014 secured by equipment. The total cost of the equipment was approximately \$5,963,000 as of December 31, 2012 and 2011 with accumulated amortization of approximately \$3,644,000 and \$2,386,000, respectively.

Certain long term debt agreements require the Hospital to maintain certain financial ratios. As of December 31, 2012, the Hospital believed it was in compliance with the ratios.

The following represents a progression of long term debt for 2012 and 2011:

	December 31, 2011	Additional Borrowings	Payments	December 31, 2012	Current Portion
2005 Revenue bonds	\$ 33,615,000	\$ -0-	\$ 1,380,000	\$ 32,235,000	\$ 1,460,000
2010 Revenue bonds	38,700,000	-0-	1,460,000	\$ 37,240,000	1,515,000
Loans payable	2,496,924	-0-	293,507	2,203,417	287,961
Capital lease obligation	3,577,344	-0-	1,263,578	2,313,766	1,178,849
	78,389,268	\$ -0-	\$ 4,397,085	73,992,183	\$ 4,441,810
Unamortized loss on bond defeasance	(2,310,984)			(2,147,856)	
Unamortized bond premium	2,539,783			2,381,392	
	<u>\$ 78,618,067</u>			<u>\$ 74,225,719</u>	
	December 31, 2010	Additional Borrowings	Payments	December 31, 2011	Current Portion
2005 Revenue bonds	\$ 34,920,000	\$ -0-	\$ 1,305,000	\$ 33,615,000	\$ 1,380,000
2010 Revenue bonds	40,000,000	-0-	1,300,000	38,700,000	1,460,000
Loans payable	2,769,397	-0-	272,473	2,496,924	278,422
Capital lease obligation	4,793,224	-0-	1,215,880	3,577,344	1,263,579
	82,482,621	\$ -0-	\$ 4,093,353	78,389,268	\$ 4,382,001
Unamortized loss on bond defeasance	(2,474,113)			(2,310,984)	
Unamortized bond premium	2,698,175			2,539,783	
	<u>\$ 82,706,683</u>			<u>\$ 78,618,067</u>	

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS DECEMBER 31, 2012 AND 2011

Scheduled principal and interest repayments on long term debt and payments on loans payable for the years succeeding December 31, 2012 are as follows:

Year Ending December 31,	Principal	Interest	Total
2013	\$ 4,441,810	\$ 3,432,191	\$ 7,874,001
2014	4,528,505	3,256,907	7,785,412
2015	4,394,589	3,076,031	7,470,620
2016	3,409,605	2,919,516	6,329,121
2017	3,566,593	2,767,006	6,333,599
2018-2022	20,526,752	11,156,448	31,683,200
2023-2027	25,807,225	5,514,087	31,321,312
2028-2030	7,317,104	559,250	7,876,354
	<u>\$ 73,992,183</u>	<u>\$ 32,681,436</u>	<u>\$ 106,673,619</u>

9. OPERATING LEASES

Leases that do not meet the criteria for capitalization are classified as operating leases with related rentals charged to operating expenses as incurred. Equipment and facility rental expense for leases for 2012 and 2011 approximated \$1,816,000 and \$1,865,000, respectively. The following is a schedule of future minimum non-cancelable lease payments expiring through 2014 for the years succeeding December 31, 2012:

Year Ending December 31,	
2013	\$ 97,531
2014	31,050
2015	7,800
2016	7,800
2017	2,279
	<u>\$ 146,460</u>

Rent expense for facilities and equipment under the long term care leases discussed in Note 1 was approximately \$16,116,000 and \$3,051,000 for 2012 and 2011, respectively.

WITHAM HEALTH SERVICES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS DECEMBER 31, 2012 AND 2011

10. PENSION PLAN

Plan Description

The Hospital has a defined contribution pension plan (Plan) as authorized by IC 16-22-3-11. The Plan provides retirement, disability and death benefits to plan members and beneficiaries who meet the eligibility requirements for age and hours worked. The Plan was established by written agreement between the Hospital Board of Trustees and the Plan Administrator. The Plan Administrator issues a publicly available financial report that includes financial statements and required supplementary information of the Plan. The report is available by contacting the Hospital's accounting department.

Funding Policy

The contribution requirements of Plan members are established by the written agreement between the Hospital Board of Trustees and the Plan Administrator. There are two parts to the Plan, the Money Purchase Base Contribution and the Matching Contribution. Plan members are not required to contribute to the Money Purchase Base Contribution portion of the Plan. The Hospital contributes either 2% or 3% based on the number of years of service for this portion of the Plan. Plan members may contribute to the Matching Contribution portion of the Plan up to the maximum allowed by the Internal Revenue Service. The Hospital matches up to either 3% or 4% of the employee's annual salary based on years of service and employee contributions. Pension expense was approximately \$1,278,000 and \$1,310,000 for 2012 and 2011, respectively.

11. CONCENTRATION OF CREDIT RISK

The Hospital is located in Lebanon, Indiana. The Hospital grants credit without collateral to its patients, most of who are local residents and are insured under third-party payor agreements. The mix of receivables and revenues from patients and third-party payors as of and for the years ended December 31, 2012 and 2011 was as follows:

	<u>Receivables</u>		<u>Revenues</u>	
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
Medicare	25%	29%	38%	39%
Medicaid	12%	10%	15%	16%
Commercial	39%	36%	40%	39%
Self-Pay and other	24%	25%	7%	6%
	<u>100%</u>	<u>100%</u>	<u>100%</u>	<u>100%</u>

WITHAM HEALTH SERVICES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS DECEMBER 31, 2012 AND 2011

12. INVESTMENTS IN AFFILIATED COMPANIES

Witham St. Vincent Cancer Institute, LLC

The Hospital has a 33%-equity interest in Witham St. Vincent Cancer Institute, LLC. The investment is recorded on the equity method at approximately \$176,000 and \$202,000 as of December 31, 2012 and 2011, respectively.

Suburban Health Organization Captive

The Hospital has an equity interest in its captive insurance company, Suburban Health Organization Captive recorded on the equity method at approximately \$381,000 and \$437,000 as of December 31, 2012 and 2011, respectively.

13. BLENDED COMPONENT UNITS

The Hospital's consolidated financial statements include the accounts of its Blended Component Units, MOP, LLC, Creekside and CIHA. All significant related party transactions have been eliminated from the consolidated financial statements. The following is a summary of the financial position of blended component units as of and for the years ended December 31, 2012 and 2011:

	2012		
	MOP, LLC	Creekside	CIHA
Current assets	\$ 143,431	\$ 404,950	\$ 514,372
Capital assets	3,445,253	387,973	-0-
Other assets	-0-	-0-	220,729
Total assets	<u>\$ 3,588,684</u>	<u>\$ 792,923</u>	<u>\$ 735,101</u>
Current liabilities	\$ 305,190	\$ 4,264,090	\$ 32,201
Long term liabilities	1,363,708	-0-	-0-
Total liabilities	1,668,898	4,264,090	32,201
Equity	1,919,786	(3,471,167)	702,900
Total liabilities and equity	<u>\$ 3,588,684</u>	<u>\$ 792,923</u>	<u>\$ 735,101</u>
Revenues	\$ 660,387	\$ 1,447,908	\$ 406,806
Expenses	500,858	2,223,256	353,744
Change in equity	<u>\$ 159,529</u>	<u>\$ (775,348)</u>	<u>\$ 53,062</u>

WITHAM HEALTH SERVICES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS DECEMBER 31, 2012 AND 2011

	2011		
	MOP, LLC	Creekside	CIHA
Current assets	\$ 75,266	\$ 260,110	\$ 696,328
Capital assets	3,883,178	95,054	-0-
Total assets	<u>\$ 3,958,444</u>	<u>\$ 355,164</u>	<u>\$ 696,328</u>
Current liabilities	\$ 578,855	\$ 3,050,983	\$ 46,490
Long term liabilities	1,619,332	-0-	-0-
Total liabilities	2,198,187	3,050,983	46,490
Equity	1,760,257	(2,695,819)	649,838
Total liabilities and equity	<u>\$ 3,958,444</u>	<u>\$ 355,164</u>	<u>\$ 696,328</u>
Revenues	\$ 640,559	\$ 1,364,218	\$ 357,020
Expenses	507,842	2,002,599	327,658
Change in equity	<u>\$ 132,717</u>	<u>\$ (638,381)</u>	<u>\$ 29,362</u>

14. RISK MANAGEMENT

Medical Benefits to Employees and Dependents

The Hospital is self-funded for medical and related health benefits provided to employees and their families. A third-party administrator has been retained to process and present all benefit claims to the Hospital for payment. Under a stop/loss agreement, the Hospital is responsible for the funding of all claims and related administrative costs up to \$200,000 per individual per policy year. There is no aggregate limit for the Plan under the stop loss agreement.

Claim expenditures and liabilities of the fund are reported when it is probable that a loss has occurred and the amount of the loss can be reasonably estimated. These losses include an estimate of claims that have been incurred but not reported. Self-funded health insurance and related expenses were approximately \$6,177,000 and \$5,980,000 in 2012 and 2011, respectively. Changes in health claim liabilities for 2012 and 2011 are as follows:

	2012	2011
Unpaid claims, beginning of year	\$ 827,962	\$ 1,010,864
Incurred claims and changes in estimates	6,176,975	5,980,044
Claim payments	<u>(6,107,905)</u>	<u>(6,162,946)</u>
Unpaid claims, end of year	<u>\$ 897,032</u>	<u>\$ 827,962</u>

WITHAM HEALTH SERVICES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS DECEMBER 31, 2012 AND 2011

15. UPCOMING GASB PRONOUNCEMENTS

Management has not currently determined what, if any, effects of implementation of the following statement may have on the consolidated financial statements.

GASB Statement No. 65, *Items Previously Reported as Assets and Liabilities*, issued March 2012, is effective for periods beginning after December 15, 2012. This Statement establishes accounting and financial reporting standards that reclassify, as deferred outflows of resources or deferred inflows of resources, certain items that were previously reported as assets and liabilities and recognizes, as outflows of resources or inflows of resources, certain items that were previously reported as assets and liabilities.

Concepts Statement No. 4, *Elements of Financial Statements*, introduced and defined the elements included in financial statements, including deferred outflows of resources and deferred inflows of resources. This Statement amends the financial statement element classification of certain items previously reported as assets and liabilities to be consistent with the definitions in Concepts Statement 4. This Statement also provides other financial reporting guidance related to the impact of the financial statement elements deferred outflows of resources and deferred inflows of resources, such as changes in the determination of the major fund calculations and limiting the use of the term *deferred* in financial statement presentations.

The requirements of this Statement will improve financial reporting by clarifying the appropriate use of the financial statement elements deferred outflows of resources and deferred inflows of resources to ensure consistency in financial reporting.

SUPPLEMENTARY INFORMATION

WITHAM HEALTH SERVICES

TOTAL HOSPITAL – CONSOLIDATING BALANCE SHEETS DECEMBER 31, 2012

	Hospital	MOP, LLC	Creekside	CIHA	Eliminations	Total Hospital
ASSETS						
Current assets						
Cash and cash equivalents	\$ 40,820,094	\$ 120,262	\$ 145,639	\$ 514,372	\$ -0-	\$ 41,600,367
Investments	20,969,498	-0-	-0-	-0-	-0-	20,969,498
Patient accounts receivable, net	22,161,231	-0-	257,633	-0-	-0-	22,418,864
Other receivables	4,828,884	16,092	-0-	-0-	-0-	4,844,976
Inventory and other current assets	8,679,483	7,077	1,678	0	-0-	8,688,238
Current portion of assets whose use is limited	2,975,000	-0-	-0-	-0-	-0-	2,975,000
Total current assets	100,434,190	143,431	404,950	514,372	-0-	101,496,943
Assets whose use is limited						
Held by trustee for debt service and capital	9,969,912	-0-	-0-	-0-	-0-	9,969,912
Designated for capital improvements	1,760	-0-	-0-	-0-	-0-	1,760
Total assets whose use is limited	9,971,672	-0-	-0-	-0-	-0-	9,971,672
Less current portion	2,975,000	-0-	-0-	-0-	-0-	2,975,000
Noncurrent assets whose use is limited	6,996,672	-0-	-0-	-0-	-0-	6,996,672
Capital assets						
Land and improvements	7,269,626	-0-	-0-	-0-	-0-	7,269,626
Depreciable capital assets	112,776,262	5,191,836	521,278	-0-	-0-	118,489,376
Construction in progress	641,461	-0-	-0-	-0-	-0-	641,461
	120,687,349	5,191,836	521,278	-0-	-0-	126,400,463
Less accumulated depreciation	43,776,971	1,746,583	133,305	-0-	-0-	45,656,859
Capital assets, net	76,910,378	3,445,253	387,973	-0-	-0-	80,743,604
Other assets						
Investment in affiliates and other	(291,890)	-0-	-0-	-0-	848,481	556,591
Debt issue costs, net	830,201	-0-	-0-	-0-	-0-	830,201
Other	4,585,295	-0-	-0-	220,729	(4,198,485)	607,539
Total other assets	5,123,606	-0-	-0-	220,729	(3,350,004)	1,994,331
Total assets	<u>\$ 189,464,846</u>	<u>\$ 3,588,684</u>	<u>\$ 792,923</u>	<u>\$ 735,101</u>	<u>\$ (3,350,004)</u>	<u>\$ 191,231,550</u>

See report of independent auditors on pages 1 and 2.

WITHAM HEALTH SERVICES

TOTAL HOSPITAL – CONSOLIDATING BALANCE SHEETS DECEMBER 31, 2012

LIABILITIES AND NET POSITION	Hospital	MOP, LLC	Creekside	CIHA	Eliminations	Total Hospital
Current liabilities						
Accounts payable	21,723,914	\$ 64,650	\$ 48,264	\$ 21,324	\$ -0-	\$ 21,858,152
Accrued salaries and related liabilities	7,657,993	-0-	29,722	-0-	-0-	7,687,715
Accrued expenses and other current liabilities	3,540,512	-0-	4,186,104	10,877	(4,198,485)	3,539,008
Estimated third-party settlements	1,547,657	-0-	-0-	-0-	-0-	1,547,657
Current portion of long term debt						
Capital lease obligation	1,178,849	-0-	-0-	-0-	-0-	1,178,849
Loans payable	47,421	240,540	-0-	-0-	-0-	287,961
Revenue bonds payable	2,975,000	-0-	-0-	-0-	-0-	2,975,000
Total current liabilities	38,671,346	305,190	4,264,090	32,201	(4,198,485)	39,074,342
Long term debt, net of current portion						
Capital lease obligation	1,134,917	-0-	-0-	-0-	-0-	1,134,917
Loans payable	551,747	1,363,708	-0-	-0-	-0-	1,915,455
Revenue bonds payable	66,733,537	-0-	-0-	-0-	-0-	66,733,537
Total long term debt	68,420,201	1,363,708	-0-	-0-	-0-	69,783,909
Total liabilities	107,091,547	1,668,898	4,264,090	32,201	(4,198,485)	108,858,251
Net position						
Invested in capital assets, net of related debt	4,288,907	1,841,005	387,973	-0-	-0-	6,517,885
Designated						
Trustee held for debt service and capital	9,969,912	-0-	-0-	-0-	-0-	9,969,912
Internally designated for capital improvements	1,760	-0-	-0-	-0-	-0-	1,760
Total designated	9,971,672	-0-	-0-	-0-	-0-	9,971,672
Unrestricted	68,112,720	78,781	(3,859,140)	702,900	848,481	65,883,742
Total net position	82,373,299	1,919,786	(3,471,167)	702,900	848,481	82,373,299
Total liabilities and net position	\$ 189,464,846	\$ 3,588,684	\$ 792,923	\$ 735,101	\$ (3,350,004)	\$ 191,231,550

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WITHAM HEALTH SERVICES

TOTAL HOSPITAL – CONSOLIDATING STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET POSITION YEAR ENDED DECEMBER 31, 2012

	Hospital	MOP, LLC	Creekside	CIHA	Eliminations	Total Hospital
Operating revenues						
Net patient service revenue	\$ 255,825,487	\$ -0-	\$ 1,447,906	\$ -0-	\$ -0-	\$ 257,273,393
Other operating revenue	5,699,962	704,519	2	406,806	-0-	6,811,289
Total operating revenues	261,525,449	704,519	1,447,908	406,806	-0-	264,084,682
Operating expenses						
Salaries and wages	33,769,627	20,035	1,349,836	-0-	-0-	35,139,498
Employee benefits	10,996,031	-0-	263,473	3,700	-0-	11,263,204
Professional medical fees	6,309,977	18	440	76,350	-0-	6,386,785
Purchased services	106,409,341	-0-	16,242	98,410	-0-	106,523,993
Supplies	24,466,330	-0-	283,427	14,296	-0-	24,764,053
Repairs and maintenance	3,547,797	43,289	6,154	-0-	-0-	3,597,240
Equipment and facility rental	17,797,058	20,482	114,298	-0-	-0-	17,931,838
Utilities	4,681,429	158,080	-0-	-0-	-0-	4,839,509
Depreciation and amortization	6,123,010	139,044	21,719	-0-	-0-	6,283,773
Insurance	868,894	8,825	153,938	-0-	-0-	1,031,657
HAF Program	4,009,932	-0-	-0-	-0-	-0-	4,009,932
Other expenses	13,427,421	111,085	13,729	160,988	-0-	13,713,223
Total operating expenses	232,406,847	500,858	2,223,256	353,744	-0-	235,484,705
Operating income (loss)	29,118,602	203,661	(775,348)	53,062	-0-	28,599,977
Nonoperating revenue (expense)						
Investment income	364,169	-0-	-0-	-0-	-0-	364,169
Interest expense	(3,663,611)	(44,132)	-0-	-0-	-0-	(3,707,743)
Gain (loss) on investment in affiliates	(497,019)	-0-	-0-	-0-	562,757	65,738
Other nonoperating revenue	187,460	-0-	-0-	-0-	-0-	187,460
Total nonoperating revenue (expense), net	(3,609,001)	(44,132)	-0-	-0-	562,757	(3,090,376)
Change in net position	25,509,601	159,529	(775,348)	53,062	562,757	25,509,601
Net position						
Beginning of year	56,863,698	1,760,257	(2,695,819)	649,838	285,724	56,863,698
End of year	\$ 82,373,299	\$ 1,919,786	\$ (3,471,167)	\$ 702,900	\$ 848,481	\$ 82,373,299

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WITHAM HEALTH SERVICES

TOTAL HOSPITAL – CONSOLIDATING BALANCE SHEETS DECEMBER 31, 2011

	Hospital	MOP, LLC	Creekside	CIHA	Eliminations	Total Hospital
ASSETS						
Current assets						
Cash and cash equivalents	\$ 13,401,791	\$ 56,045	\$ 67,667	687,038	\$ -0-	\$ 14,212,541
Investments	22,815,133	-0-	-0-	-0-	-0-	22,815,133
Patient accounts receivable, net	20,042,465	-0-	178,616	-0-	-0-	20,221,081
Other receivables	5,333,665	12,756	-0-	-0-	-0-	5,346,421
Inventory and other current assets	4,089,977	6,465	13,827	9,290	-0-	4,119,559
Current portion of assets whose use is limited	2,840,000	-0-	-0-	-0-	-0-	2,840,000
Total current assets	68,523,031	75,266	260,110	696,328	-0-	69,554,735
Assets whose use is limited						
Held by trustee for debt service and capital	9,917,352	-0-	-0-	-0-	-0-	9,917,352
Designated for capital improvements	1,250,953	-0-	-0-	-0-	-0-	1,250,953
Total assets whose use is limited	11,168,305	-0-	-0-	-0-	-0-	11,168,305
Less current portion	2,840,000	-0-	-0-	-0-	-0-	2,840,000
Noncurrent assets whose use is limited	8,328,305	-0-	-0-	-0-	-0-	8,328,305
Capital assets						
Land and improvements	7,269,626	-0-	-0-	-0-	-0-	7,269,626
Depreciable capital assets	109,130,347	5,490,716	206,640	-0-	-0-	114,827,703
Construction in progress	41,176	-0-	-0-	-0-	-0-	41,176
	116,441,149	5,490,716	206,640	-0-	-0-	122,138,505
Less accumulated depreciation	37,861,536	1,607,538	111,586	-0-	-0-	39,580,660
Capital assets, net	78,579,613	3,883,178	95,054	-0-	-0-	82,557,845
Other assets						
Investment in affiliates and other	353,642	-0-	-0-	-0-	285,724	639,366
Debt issue costs, net	889,778	-0-	-0-	-0-	-0-	889,778
Other	3,716,729	-0-	-0-	-0-	(3,374,885)	341,844
Total other assets	4,960,149	-0-	-0-	-0-	(3,089,161)	1,870,988
Total assets	<u>\$ 160,391,098</u>	<u>\$ 3,958,444</u>	<u>\$ 355,164</u>	<u>\$ 696,328</u>	<u>\$ (3,089,161)</u>	<u>\$ 162,311,873</u>

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WITHAM HEALTH SERVICES

TOTAL HOSPITAL – CONSOLIDATING BALANCE SHEETS DECEMBER 31, 2011

LIABILITIES AND NET POSITION	Hospital	MOP, LLC	Creekside	CIHA	Eliminations	Total Hospital
Current liabilities						
Accounts payable	\$ 15,882,241	\$ 2,393	\$ 32,597	\$ -0-	\$ -0-	\$ 15,917,231
Accrued salaries and related liabilities	5,818,720	-0-	10,145	-0-	-0-	5,828,865
Accrued expenses and other current liabilities	3,851,007	343,270	3,008,241	46,490	(3,374,885)	3,874,123
Estimated third party settlements	1,209,889	-0-	-0-	-0-	-0-	1,209,889
Current portion of long-term debt						
Capital lease obligation	1,263,579	-0-	-0-	-0-	-0-	1,263,579
Loans payable	45,230	233,192	-0-	-0-	-0-	278,422
Revenue bonds payable	2,840,000	-0-	-0-	-0-	-0-	2,840,000
Total current liabilities	30,910,666	578,855	3,050,983	46,490	(3,374,885)	31,212,109
Long term debt, net of current portion						
Capital lease obligation	2,313,765	-0-	-0-	-0-	-0-	2,313,765
Loans payable	599,169	1,619,332	-0-	-0-	-0-	2,218,501
Revenue bonds payable	69,703,800	-0-	-0-	-0-	-0-	69,703,800
Total long term debt	72,616,734	1,619,332	-0-	-0-	-0-	74,236,066
Total liabilities	103,527,400	2,198,187	3,050,983	46,490	(3,374,885)	105,448,175
Net position						
Invested in capital assets, net of related debt	1,814,070	2,030,654	95,054	-0-	-0-	3,939,778
Restricted						
Trustee held for debt service and capital	9,917,352	-0-	-0-	-0-	-0-	9,917,352
Internally designated for capital improvements	1,250,953	-0-	-0-	-0-	-0-	1,250,953
Total restricted	11,168,305	-0-	-0-	-0-	-0-	11,168,305
Unrestricted	43,881,323	(270,397)	(2,790,873)	649,838	285,724	41,755,615
Total net position	56,863,698	1,760,257	(2,695,819)	649,838	285,724	56,863,698
Total liabilities and net position	\$ 160,391,098	\$ 3,958,444	\$ 355,164	\$ 696,328	\$ (3,089,161)	\$ 162,311,873

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WITHAM HEALTH SERVICES

TOTAL HOSPITAL – CONSOLIDATING STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET POSITION YEAR ENDED DECEMBER 31, 2011

	Hospital	MOP, LLC	Creekside	CIHA	Eliminations	Total Hospital
Operating revenues						
Net patient service revenue	\$ 109,902,807	\$ -0-	\$ 1,363,817	\$ -0-	\$ -0-	\$ 111,266,624
Other operating revenue	7,861,518	690,481	499	357,020	-0-	8,909,518
Total operating revenues	117,764,325	690,481	1,364,316	357,020	-0-	120,176,142
Operating expenses						
Salaries and wages	32,610,300	25,235	1,171,588	-0-	-0-	33,807,123
Employee benefits	10,744,697	-0-	236,230	3,368	-0-	10,984,295
Professional medical fees	6,429,421	28,718	1,029	75,000	-0-	6,534,168
Purchased services	17,181,161	107,324	27,063	21,283	-0-	17,336,831
Supplies	13,357,442	5,199	274,029	3,273	-0-	13,639,943
Repairs and maintenance	2,880,442	23,772	5,985	-0-	-0-	2,910,199
Equipment and facility rental	4,774,873	22,142	118,916	-0-	-0-	4,915,931
Utilities	2,916,254	144,085	-0-	-0-	-0-	3,060,339
Depreciation and amortization	6,300,569	135,792	20,347	-0-	-0-	6,456,708
Insurance	872,639	8,604	116,518	-0-	-0-	997,761
Other expenses	9,314,164	6,971	30,894	224,734	-0-	9,576,763
Total operating expenses	107,381,962	507,842	2,002,599	327,658	-0-	110,220,061
Operating income (loss)	10,382,363	182,639	(638,283)	29,362	-0-	9,956,081
Nonoperating revenue (expense)						
Investment income	337,365	-0-	-0-	-0-	-0-	337,365
Interest expense	(3,839,739)	(49,922)	(98)	-0-	-0-	(3,889,759)
Gain (loss) on investment in affiliates	(298,337)	-0-	-0-	-0-	476,302	177,965
Other nonoperating revenue	217,269	-0-	-0-	-0-	-0-	217,269
Total nonoperating revenue (expense), net	(3,583,442)	(49,922)	(98)	-0-	476,302	(3,157,160)
Change in net position	6,798,921	132,717	(638,381)	29,362	476,302	6,798,921
Net position						
Beginning of year	50,064,777	1,627,540	(2,057,438)	620,476	(190,578)	50,064,777
End of year	\$ 56,863,698	\$ 1,760,257	\$ (2,695,819)	\$ 649,838	\$ 285,724	\$ 56,863,698

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